

**SUPPLEMENT DATED 17 MAY 2018 TO THE BASE PROSPECTUS DATED 8 JUNE 2017**

# Aktia

**AKTIA BANK PLC**  
*(Incorporated with limited liability in Finland)*

**€3,000,000,000**

**Euro Medium Term Note and Covered Bond Programme**

This supplement to the base prospectus dated 8 June 2017, as supplemented by the first supplement dated 28 August 2017, the second supplement dated 3 October 2017, the third supplement dated 15 November 2017 and the fourth supplement dated 16 March 2018, constitutes a prospectus supplement for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities and is prepared in connection with the €3,000,000,000 Euro Medium Term Note and Covered Bond Programme established by Aktia Bank plc.

This supplement is supplemental to and should be read in conjunction with the abovementioned base prospectus dated 8 June 2017, the first supplement dated 28 August 2017, the second supplement dated 3 October 2017, the third supplement dated 15 November 2017 and the fourth supplement dated 16 March 2018. This supplement will be available for viewing on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

Terms defined in the base prospectus have the same meaning when used in this supplement.

To the extent that there is any inconsistency between (a) any statement in this supplement or any statement incorporated by reference into the base prospectus by this supplement and (b) any other statement in or incorporated by reference in the base prospectus, the statements in (a) above will prevail.

**Aktia Bank plc's Annual Report for the period 1 January - 31 December 2017 published**

On 20 March 2018 Aktia Bank plc published its audited Annual Report for the period 1 January - 31 December 2017. A copy of the auditor's report and the audited consolidated and non-consolidated annual financial statements for the financial year ended 31 December 2017 of the issuer are available in electronic form on the websites of Aktia Bank plc (<http://www.aktia.com/en/porssi-ja-lehdistotiedotteet>), the Finnish stock exchange Nasdaq Helsinki (<http://www.nasdaqomxnordic.com>) and of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

The Annual Report contains the information set out at the following pages in:

Consolidated Balance Sheet	Page 53
Consolidated Income Statement	Page 51
Consolidated Comprehensive Income	Page 52
Consolidated Cash Flow Statement	Page 55
Consolidated Statement of Changes in Equity	Page 54

Accounting Principles and Notes to the Consolidated Financial Statements	Pages 60 – 121
Non-consolidated Balance Sheet	Page 123
Non-consolidated Income Statement	Page 122
Non-consolidated Cash Flow Statement	Page 124 - 125
Accounting Principles and Notes to the Non-Consolidated Financial Statements	Pages 126 – 151
Auditor's Report	Pages 153 – 156

By virtue of this supplement Aktia Bank plc's Annual Report for the period 1 January - 31 December 2017 is incorporated by reference in, and forms part of, the base prospectus. The information incorporated by reference that is not included in the cross-reference list above is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) 809/2004 (implementing the Prospectus Directive).

### **Aktia Bank plc's interim report for the period 1 January - 31 March 2018 published**

On 8 May 2018 Aktia Bank plc published its unaudited interim report for the period 1 January - 31 March 2018. A copy of the interim report is available in electronic form on the websites of Aktia Bank plc (<http://www.aktia.com/en/porssi-ja-lehdistotiedotteet>), the Finnish stock exchange Nasdaq Helsinki (<http://www.nasdaqomxnordic.com>) and of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

The interim report contains the information set out at the following pages:

Consolidated Balance Sheet	Page 21
Consolidated Income Statement	Page 19
Consolidated Comprehensive Income	Page 20
Consolidated Cash Flow Statement	Page 23
Consolidated Statement of Changes in Equity	Page 22
Accounting Principles and Notes to the Consolidated Financial Statements	Pages 26 – 44

By virtue of this supplement Aktia Bank plc's interim report for the period 1 January - 31 March 2018 is incorporated by reference in, and forms part of, the base prospectus. The information incorporated by reference that is not included in the cross-reference list above is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) 809/2004 (implementing the Prospectus Directive).

### **Update of Members of the Board of Directors**

The sub-section "Members of the Board of Directors" on page 114 of the base prospectus shall be deemed deleted and replaced with the following:

"Lasse Svens  
Chairman of the Board, Chairman of the Board's Risk Committee, Member of the Board's Remuneration and Corporate Governance Committee  
M.Sc. (Econ)  
CEO, the Åbo Akademi University Endowment

Arja Talma  
Vice Chairman of the Board, Chairman of the Board's Audit Committee  
M. Sc. (Econ.), eMBA

Christina Dahlblom  
Member of the Board, Member of the Board's Remuneration and Corporate Governance Committee  
D. Sc. (Econ.)  
CEO, entrepreneur, Miltton Sparks Ltd; Partner, Miltton Group Ltd

Stefan Damlin  
Member of the Board, Member of the Board's Risk Committee  
M.Sc. (Econ.)  
Managing Director, Wärtsilä Finland Oy

Maria Jerhamre Engström  
Member of the Board, Member of the Board's Risk Committee  
eMBA

Johannes Schulman,  
Member of the Board, Member of the Board's Audit Committee  
M.Sc. (Econ.)

Catharina von Stackelberg-Hammarén  
Member of the Board, Chairman of the Board's Remuneration and Corporate Governance Committee  
M.Sc. (Econ.)  
Managing Director, Marketing Clinic Ltd

The business address at which each of the Members of the Board can be contacted is Aktia Bank plc, P.O. Box 207, FIN-00101 Helsinki."

### **Update of The Managing Director and the other members of the Executive Committee**

The sub-section "The Managing Director and the other members of the Executive Committee" on page 115 of the base prospectus shall be deemed deleted and replaced with the following:

"The Managing Director and the other members of the Executive Committee

Juha Hammarén  
Acting CEO, Executive Vice President and Chief Operating Officer  
LL.M., eMBA

Irma Gillberg-Hjelt, LL.M.  
Director, Corporate Customers

Outi Henriksson, M.Sc. (Econ.)  
Chief Financial Officer, Finance, Treasury and Investor relations

Minna Miettinen, BA  
Chief Digital and Marketing Officer

Carola Nilsson, M.Sc. (Econ.)  
Deputy Managing Director, Private Banking

Sam Olin, B.Sc. (Econ.)  
Director, Premium Customers

Anssi Rantala, Dr. Soc. Sc.  
Executive Vice President, Aktia Asset Management, Aktia Life Insurance and Aktia Fund Management Company

Merja Sergelius, eMBA  
Executive Vice President, Private Customers

Anu Tuomolin, M.Sc (Econ.)  
Vice President, HR

Juha Volotinen, M.Sc (Econ.)  
Chief Information Officer, IT

The business address at which the Managing Director and each of the other members of the Executive Committee can be contacted is Aktia Bank plc, P.O. Box 207, FIN-00101 Helsinki; visitors' address Mannerheimintie 14, Helsinki.”

**The following shall be added as a second sub-section on page 118 of the base prospectus:**

“Combination of series A shares and series R shares, directed issue of shares without payment and amendment of the Articles of Association

The Annual General Meeting adopted the proposals by the Board of Directors concerning the combination of the company's two share series A and R, without increasing the share capital, so that after the combination the company only has one single share series that is subject to public trading and whose shares entitle to one (1) vote per share and have equal rights in all other respects. The Annual General Meeting also adopted the amendment of § 3 of the Articles of Association and the directed issue of shares without payment to the owners of R-shares related to the combination of the share series. In the directed issue of shares without payment, a maximum of 2,384,650 new shares are issued to the holders of series R shares in deviation from the pre-emptive rights of the shareholders, in such a way that the holders of series R shares will receive three (3) new shares without payment for every twenty-five (25) series R shares held on the same book-entry account. R-shares held by the company do not entitle to shares in the directed issue of shares without payment. The combination of the share series, the amendment of the Articles of Association and the new shares are registered in the Trade Register on 12 April 2018. The record date for the combination of share series is 12 April 2018 and trading with the company's only share series and the new shares is commencing on 13 April 2018 under ISIN code FI4000058870 and the new trading code AKTIA.”

**Update of Major Shareholders**

The section “Major Shareholders” on page 118 of the base prospectus shall be deemed deleted and replaced with the following:

## “Major Shareholders

The Issuer’s shares are publicly listed on the Official List of NASDAQ Helsinki Ltd. Its largest owners are a number of domestic savings bank foundations, some of which have been renamed, for example "Aktia foundations". The foundations have a long history with a primary aim to enhance individual life savings, support the local community and preserve savings banks' traditions in the geographic region where the Issuer performs its business activities. The largest of these foundations, the Tre Smeder Foundation (Stiftelsen Tre Smeder) (formerly Helsinki Savings Bank foundation), is also the largest single owner of the Issuer and holds 9.37 per cent. of the Issuer’s issued shares.

The major shareholders of the Issuer are:

Tre Smeder Foundation:

9.37 per cent. of the Issuer’s issued shares

Veritas Pension Insurance Company Ltd:

8.76 per cent. of the Issuer’s issued shares

The Society of Swedish Literature in Finland (Svenska Litteratursällskapet):

8.34 per cent. of the Issuer’s issued shares

Oy Hammarén & Co Ab:

4.3 per cent. of the Issuer’s issued shares

Åbo Akademi University Foundation:

3.53 per cent. of the Issuer’s issued shares

Aktia Foundation Porvoo (Aktiastiftelsen i Borgå):

2.82 per cent. of the Issuer’s issued shares

Life Annuity Fund Hereditas (Livränteanstalten Hereditas):

2.67 per cent. of the Issuer’s issued shares

Aktia Foundation Vaasa (Aktiastiftelsen i Vasa):

2.31 per cent. of the Issuer’s issued shares

Aktia Foundation Espoo-Kauniainen (Aktiastiftelsen i Esbo-Grankulla):

1.95 per cent. of the Issuer’s issued shares

Aktia Foundation Vantaa (Aktiastiftelsen i Vanda):

1.91 per cent. of the Issuer’s issued shares

The Issuer is not aware of agreements, the operation of which may at a subsequent date result in major changes in ownership of its shares.”

## **Update of Interest Rate Swaps**

The last sentence in the sixth paragraph in the chapter Interest Rate Swaps on page 126 shall be deemed deleted and replaced with the following:

“The Interest Rate Swap Agreements are collateralised by the counterparties, with agreed limits for the maximum value of such party’s uncollateralised swap positions.”

## Update of general information

The section "Significant or Material Change" on page 136 of the base prospectus shall be deemed deleted and replaced with the following:

"Significant or Material Change

There has been no significant change in the financial or trading position of the Issuer or the Group since 31 March 2018 and there has been no material adverse change in the financial position or prospects of the Issuer or the Group since 31 December 2017."

## MiFID II

Directive 2014/65/EU (as amended, **MiFID II**) was implemented on 3 January 2018 and, by virtue of this supplement, the following amendments shall be made to the base prospectus:

- (a) the words "The Luxembourg Stock Exchange's regulated market is a regulated market for the purposes of the Markets in Financial Instruments Directive (Directive 2004/39/EC)" on the cover page of the base prospectus shall be deemed deleted and replaced with the following "The Luxembourg Stock Exchange's regulated market is a regulated market for the purposes of Directive 2014/65/EU (the **Markets in Financial Instruments Directive**)"
- (b) the following wording shall be inserted immediately below the existing paragraph set out on page 3 of the base prospectus under the heading "IMPORTANT – EEA RETAIL INVESTORS":

"MiFID II product governance / target market – The Final Terms in respect of any Notes or Covered Bonds may include a legend entitled "MiFID II product governance" which will outline the target market assessment in respect of the Notes or Covered Bonds and which channels for distribution of the Notes or Covered Bonds are appropriate. Any person subsequently offering, selling or recommending the Notes or Covered Bonds (a **distributor**) should take into consideration the target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes or Covered Bonds (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the Product Governance rules under EU Delegated Directive 2017/593 (the **MiFID Product Governance Rules**), any Dealer subscribing for any Notes or Covered Bonds is a manufacturer in respect of such Notes or Covered Bonds, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MIFID Product Governance Rules."

- (c) the following wording shall be inserted immediately below the existing paragraph entitled "PROHIBITION OF SALES TO EEA RETAIL INVESTORS" set out under the heading "Applicable Final Terms" on page 44 of the base prospectus:

"**[MiFID II product governance / Professional investors and eligible counterparties (ECPs) only target market** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the [Notes/Covered Bonds] has led to the conclusion that: (i) the target market for the [Notes/Covered Bonds] is eligible counterparties and professional clients only, each as defined in [Directive 2014/65/EU (as amended, **MiFID II**)]**[MiFID II]**; and (ii) all channels for distribution of the [Notes/Covered Bonds] to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the [Notes/Covered Bonds] (a

**distributor**) should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the [Notes/Covered Bonds] (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]<sup>3</sup>

<sup>3</sup>Legend to be included on front of the Final Terms if following the ICMA 1 "all bonds to all professionals" target market approach."

## **GENERAL**

Aktia Bank plc accepts responsibility for the information contained in this supplement. To the best of the knowledge of Aktia Bank plc (having taken all reasonable care to ensure that such is the case) the information contained in this supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the base prospectus since the publication of the base prospectus and any other previously approved supplements.