

SUPPLEMENT DATED 13 AUGUST 2013 TO THE BASE PROSPECTUS DATED 14 JUNE 2013

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 14 June 2013, 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 base prospectus dated 14 June 2013. This supplement and the document incorporated by reference will be available for viewing on the website of the Luxembourg Stock Exchange (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.

1. Merger between Aktia plc and Aktia Bank plc effective on 1 July 2013

By virtue of this supplement:

- the sentence “The implementation of the merger between Aktia plc and Aktia Bank plc was registered on 1 July 2013 and consequently the merger became effective as of that date.” is added to the “*A merger with Aktia plc may affect the Group's risk profile*”-risk factor (pages 20-21) and the “*History and Development of the Issuer*”-section (page 95) of the base prospectus.

2. Board of Supervisors

By virtue of this supplement the section “Board of Supervisors” on page 99 is deleted in its entirety and replaced with the following two sections:

Board of Supervisors

The term of office for the Issuer's Board of Supervisors commenced on 1 July, 2013. The Board of Supervisors is responsible for monitoring the administration of the Issuer and reports on the Issuer's financial statements, the report by the Board of Directors and the audit report to the Issuer's Ordinary Annual General Meeting. The Board of Supervisors makes decisions on matters that are related to the significant restriction or expansion of operations. It also appoints the Issuer's Board of Directors and can advise the Board of Directors in matters that are of special importance.

Members of the Board of Supervisors

Håkan Mattlin
Chair
Lic.Soc. Sc., Honorary Counsellor,
Director General

Christina Gestrin
Deputy Chair
M.Sc. (Agr. & Forestry),
Member of Parliament

Patrik Lerche
Deputy Chair
M.Sc. (Econ.),
Managing Director

Jan-Erik Stenman
Deputy Chair
LL.M.,
Managing Director

Henrik Sundbäck
Deputy Chair
M.Sc. (Agr. & Forestry),
Consultant

Lorenz Uthardt
Deputy Chair
D.Soc.Sc, Agrologist, Honorary Counsellor

Bo-Gustav Wilson
Deputy Chair
M.Sc. (Econ.)

Harriet Ahlnäs
M.Sc. (Eng.),
Principal, Managing Director

Mikael Aspelin
LL.M.

Johan Aura
MA (Education)
Chief Secretary

Anna Bertills
M.Soc.Sc.
Managing Director

Roger Broo
M.Soc.Sc., Chamber Counsellor

Agneta Eriksson
M.A.
Director

Håkan Fagerström
Forester
Managing Director

Sven-Erik Granholm
B.Sc. (Econ.)

Gun Kapténs
M.Soc.Sc.
Municipal Manager

Erik Karls
Farmer
Managing Director

Bo Linde
B.Sc. (Econ.)
Secretary General

Per Lindgård
Teacher

Kristina Lyytikäinen
B.A. (Soc.Sc.)
Entrepreneur

Stefan Mutanen
Managing Director

Clas Nyberg
M.Sc. (Eng.)
Entrepreneur

Jorma J. Pitkämäki
M. Sc. (Econ.)
Director General

Henrik Rehnberg
M.Sc. (Eng)
Farmer

Gunvor Sarelin-Sjöblom
M.A

Author, Artist

Peter Simberg
Agrologist

Bengt Sohlberg
Agrologist
Entrepreneur

Sture Söderholm
Lic. Odont

Maj-Britt Vääriskoski
Financial Director

Lars Wallin
Service Manager

Mikael Westerback
Chamber Counsellor

Ann-Marie Åberg
Physiotherapist

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

Apart from contractual relationships regarding financial services, provided by the Issuer or its subsidiaries on market terms, there are no potential conflicts of interest between any duties to the Issuer of the members of the Board of Supervisors and their private interests and/or other duties.

3. Aktia Bank plc's interim report for the period 1 January - 30 June 2013 published

On 6 August 2013 Aktia Bank plc and Aktia plc published their unaudited interim reports for the period 1.1 - 30.6.2013. A copy of the interim reports are available in electronic form on the websites of Aktia Bank plc (www.aktia.fi/en/investors/financial-reports/reports), the Finnish stock exchange Nasdaq OMX Helsinki (www.nasdaqomxnordic.com) and of the Luxembourg Stock Exchange (www.bourse.lu).

The interim reports contain the information set out at the following pages:

Aktia Bank plc:

Consolidated Balance Sheet	Page 13
Consolidated Income Statement	Page 11
Consolidated Statement of Comprehensive Income	Page 12
Consolidated Cash Flow Statement	Page 15
Consolidated Statement of Changes in Equity	Page 14

Note 8: Balance sheet as at 1 July 2013 for Aktia Bank plc Page 27

Aktia plc

Consolidated Balance Sheet Page 16

Consolidated Income Statement Page 14

Consolidated Statement of Comprehensive Income Page 15

Consolidated Cash Flow Statement Page 18

Consolidated Statement of Changes in Equity Page 17

By virtue of this supplement Aktia Bank plc's interim report for the period 1 January - 30 June 2013 and Aktia plc's interim report for the period 1 January - 30 June 2013 are incorporated 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).

The credit ratings referred to in the interim reports are ratings issued by either Moody's Investors Service Ltd, Standard & Poor's Credit Market Services Europe Limited or Fitch Ratings Limited, all of which are established in the European Union and registered as credit rating agencies in accordance with Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (as amended) (the "CRA Regulation"); as such they are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with such Regulation.

4. Significant Change

There has been no significant change in the financial or trading position of the Issuer since 30th June, 2013.

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.

In accordance with Article 13 paragraph 2 of Chapter 1, Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities, investors who have agreed to purchase or subscribe for the securities before this supplement is published have the right, exercisable no later than 15.8.2013, to withdraw their acceptances.