

## SUPPLEMENT DATED 16 FEB 2021 TO THE BASE PROSPECTUS DATED 14 JULY 2021

# Aktia

### AKTIA BANK PLC

*(Incorporated with limited liability in Finland)*

€5,000,000,000

### Euro Medium Term Note and Covered Bond Programme

This supplement is supplemental to, and must be read in conjunction with the base prospectus dated 14 July 2021 and supplement on it dated 6 August 2021 and 5 November 2021 prepared by Aktia Bank plc with respect to its €5,000,000,000 Euro Medium Term Note and Covered Bond Programme and constitutes a supplement for the purposes of Article 23 (1) of Regulation (EU) No. 2017/1129 (The “Prospectus Regulation”)

This supplement will be available for viewing on the website of the Luxembourg Stock Exchange (<https://www.bourse.lu/programme/Programme-AktiaBank/13744>) and on the websites of Aktia Bank plc ([https://www.aktia.com/en/investors/reports-and-presentations/year/2022?field\\_report\\_category\\_target\\_id=All](https://www.aktia.com/en/investors/reports-and-presentations/year/2022?field_report_category_target_id=All)).

### Purpose of this Prospectus Supplement

The purpose of this Prospectus Supplement is to incorporate by reference the unaudited consolidated and non-consolidated annual financial statements of Aktia Bank plc as at and for the period ended 31 December 2021 which are contained in the document entitled "Financial Statement Release January-December 2021" (the Q4 Financial Statements). The unaudited Q4 Financial Statements for the fourth quarter of the year 2021 and for the full year of 2021 have been compiled and prepared on a basis which are comparable with the historical financial information and consistent with the Issuer's accounting policies.

The purpose of this Prospectus Supplement is also to amend and update following information on the Base Prospectus:

- Major Shareholders (Base prospectus page 151)
- General information (Base prospectus page 148)
- Recent developments (Base prospectus page 146)

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.

If the Q4 Financials Statements incorporate any information therein, either expressly or implicitly, such information will not form part of this Supplement for the purposes of the Prospectus Regulation except where such information is specifically incorporated by reference. The non-incorporated parts are either not relevant for the investor or covered elsewhere in the Base Prospectus or this Supplement.

On 16 Feb 2022 Aktia Bank plc published its unaudited interim report for the period 1 January - 31 December 2021. A copy of the interim report is available in electronic form on the websites of Aktia Bank plc (<https://www.aktia.com/en/investors/reports-and-presentations/year/2022>), Luxembourg Stock Exchange (<https://www.bourse.lu/home>) and of the Finnish stock exchange Nasdaq Helsinki (<http://www.nasdaqomxnordic.com/uutiset/yhtiotiedotteet?languageId=1&Instrument=SSE101>).

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

Consolidated Balance Sheet	Page 26
Consolidated Income Statement	Page 24
Consolidated Statement of Comprehensive Income	Page 25
Consolidated Cash Flow Statement	Page 29
Consolidated Statement of Changes in Equity	Pages 28
Accounting Principles and Notes to the Consolidated Financial Statement	Pages 33 – 47

By virtue of this supplement Aktia Bank plc's interim report for the period 1 January – 31 December 2021 is incorporated by reference in, and forms part of, the base prospectus. The information above amends the "Documents incorporated by reference" section on the Base Prospectus (page 51).

Aktia has defined the alternative performance measures (APM) to be presented in the Group's financial reports in accordance with the guidelines on Alternative Performance Measures issued by the European Securities and Markets Authority dated 5 October 2015 (ESMA/2015/1415). The Alternative Performance Measures (APMs) are financial measures that have not been defined in the IFRS rules, the capital requirements regulation (CRD/CRR) or in the Solvency II framework (SII). Therefore, the APMs shall not be regarded as substitutes for financial measures in accordance with IFRS.

### Update of Major Shareholders

The section Major Shareholders on page 151 and 152 of the base prospectus shall be deemed deleted and replaced with the following:

"Aktia Bank is listed in Nasdaq Helsinki Ltd. Aktia had one series of shares and a total of 74,144,081 shares as on 31 December 2021. One Aktia share holds one vote. The Aktia share's trading code is AKTIA and its ISIN code is FI4000058870. AKTIA is a part of the "OMX Helsinki\_GI"- index.

The major shareholders of the Issuer as on 31 December 2021 were:

RG Partners Oy:  
10.11 per cent. of the Issuer's issued shares

Veritas Pension Insurance Company Ltd:  
8.37 per cent. of the Issuer's issued shares

Companies controlled by Erkki Etola  
7.70 per cent. of the Issuer's issued shares

Åbo Akademi University Foundation:  
4.15 per cent. of the Issuer's issued shares

Oy Hammarén & Co Ab:  
3,47 per cent. of the Issuer's issued shares

Stiftelsen Tre Smeder  
2,38 per cent. of the Issuer's issued shares

Mandatum Life Insurance Company Ltd:  
2.22 per cent. of the Issuer's issued shares

Aktia Foundation Porvoo (Aktiastiftelsen i Borgå):  
2.15 per cent. of the Issuer's issued shares

Aktia Foundation Vaasa (Aktiastiftelsen i Vasa):  
2.04 per cent. of the Issuer's issued shares

Varma Mutual Pension Insurance Company:  
1.63 per cent. of the Issuer's issued shares

Sparbanksstiftelsen I Karis-Pojo  
1.46 per cent. of the Issuer's issued shares

Taaleri Oyj  
1,35 per cent. of the Issuer's issued shares

Ilmarinen Mutual Pension Insurance Company  
1,24 per cent. of the Issuer's issued shares

In addition to the above the Issuer is not aware of any agreements, the operation of which may at a subsequent date result in major changes in ownership of its shares."

## Update of general information

The section "Significant or Material Change" on page 171 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 performance or financial position of the Issuer or the Group since 31 December 2021 and there has been no material adverse change in the financial position or prospects of the Issuer or the Group since 31 December 2020.

## Recent Developments

The section "Recent Developments" on page 146 of the base prospectus shall be added with the following:

“Aktia issued a EUR 500 million covered bond

On Tuesday 18 January 2022, Aktia Bank Plc issued a new EUR 500 million covered bond, due in October 2028. The bond was priced at a negative margin compared to swap rates (MS -1). This was the first Finnish covered bond in 2022. Aktia’s previous corresponding issue took place in 2019.

The final order book included subscription offers corresponding to over EUR 1.1 billion from over 45 investors. Most of the orders were received from the Nordic countries, approximately 43 per cent, more than half of them from Finnish investors. Subscription orders were also submitted for example from Germany and Austria (35 per cent) and from the Netherlands and Luxembourg (14 per cent).

The issuing banks were ABN Amro, Danske Bank, LBBW, Nordea and Swedbank.“

“The arrangement between Aktia and Alexander Corporate Finance has been completed

Aktia Bank Plc and the investment bank Alexander Corporate Finance Oy (“ACF”) announced on 30 November 2021 an arrangement, which will result in Aktia owning 20% of ACF’s shares. The prerequisite for the arrangement has been the approval from the Finnish Financial Supervisory Authority that has now been received, and both parties have decided on the completion of the arrangement on 2 February 2022. With the arrangement, the new name of Alexander Corporate Finance will be Aktia Alexander Corporate Finance Oy.”

## 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.