

SUPPLEMENT DATED 12 MAY 2023 TO THE BASE PROSPECTUS DATED 12 AUGUST 2022

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 12 August 2022 and supplements on it dated 7 November 2022 and 17 February 2023 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.luxse.com/programme/Programme-AktiaBank/13744>) and on the websites of Aktia Bank plc (<https://www.aktia.com/en/investors/reports-and-presentations/year/2023>).

Purpose of this Prospectus Supplement

The purpose of this Prospectus Supplement is to incorporate by reference the unaudited consolidated and non-consolidated interim financial statements of Aktia Bank plc as at and for the period ended 31 March 2023 which are contained in the document entitled "Interim Report January-March 2023" (the Q1 Financial Statements). The unaudited Q1 Financial Statements for the first quarter of the year 2023 has 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 152)
- General information (Base prospectus page 150)

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 Q1 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 information that is not listed in the cross-reference is not incorporated by reference in accordance with Article 19(1) of Regulation (EU) 2017/1129. The non-incorporated parts are either not relevant for the investor or covered elsewhere in the Base Prospectus or this Supplement.

On 11 May 2023 Aktia Bank plc published its unaudited interim report for the period 1 January - 31 March 2023. A copy of the interim report is available in electronic form on the websites of Aktia Bank plc ([Aktia Bank Plc 1Q 2023](#)) Luxembourg Stock Exchange (<https://www.luxse.com/issuer/AktiaBank/65292>) and of the Finnish stock exchange Nasdaq Helsinki (<http://www.nasdaqomxnordic.com/uutiset/yhtiotiedotteet?languageld=1&Instrument=SSE101>).

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

Consolidated Balance Sheet	Page 25
Consolidated Income Statement	Page 23
Consolidated Statement of Comprehensive Income	Page 24
Consolidated Cash Flow Statement	Page 28
Consolidated Statement of Changes in Equity	Pages 26-27
Accounting Principles and Notes to the Consolidated Financial Statement	Pages 33-49
Report on review of the Interim Report	Pages 51-52

By virtue of this supplement Aktia Bank plc's interim report for the period 1 January – 31 March 2023 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 Q1 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 152 and 153 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 72,465,072 shares as on 31 March 2023. 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 March 2023 were:

RG Partners Oy:

10.20 per cent. of the Issuer's issued shares

Veritas Pension Insurance Company Ltd:

8.34 per cent. of the Issuer's issued shares

Companies controlled by Erkki Etola

8.17 per cent. of the Issuer's issued shares

Åbo Akademi University Foundation:

4.13 per cent. of the Issuer's issued shares

Oy Hammarén & Co Ab:

3.45 per cent. of the Issuer's issued shares

Mandatum Life Insurance Company Ltd:

2.50 per cent. of the Issuer's issued shares

Stiftelsen Tre Smeder

2.37 per cent. of the Issuer's issued shares

Aktia Foundation Porvoo (Aktiastiftelsen i Borgå):

2.14 per cent. of the Issuer's issued shares

Aktia Foundation Vaasa (Aktiastiftelsen i Vasa):

1.96 per cent. of the Issuer's issued shares

Varma Mutual Pension Insurance Company:

1.62 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 174 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 March 2023 and there has been no material adverse change in the financial position or prospects of the Issuer or the Group since 31 December 2022."

Recent Developments

The section "Recent Developments" does not exist on the base prospectus but following information shall be added as supplemental information for the Base Prospectus:

"Change in Aktia's Executive Committee: "Sari Leppänen, Chief Information Officer and a member of the Executive Committee at Aktia, will leave the company and undertake other duties outside of Aktia. She will be working for Aktia until the end of July 2023."

"The Board of Directors of Aktia Bank Plc and President and CEO Mikko Ayub have decided by mutual agreement that Ayub will leave his position in the company with immediate effect (on 27 Feb 2023). Ayub has served as President and CEO of Aktia since October 2018. The process of selecting a new CEO has begun. Juha Hammarén, Deputy to the CEO and Executive Vice President, has been appointed interim CEO. He has been a member of Aktia's Executive Committee since 2014 and served as Chairman of the Board of Aktia Life Insurance Ltd since 2018. In addition to the life insurance business, Hammarén has also been responsible for, inter alia, Aktia's operative business and credit risk management. Prior to his career in Aktia, Hammarén held many leadership positions in Sampo Bank and Danske Bank, most recently as CEO of Danske Finance Ltd."

"Aktia changes its segment reporting and publishes comparative figures after the implementation of the IFRS 17 standard:

- In the future, Aktia will report the asset management business and the life insurance business as separate segments.
- Aktia has implemented the IFRS 17 accounting standard as of 1 January 2023, which affects the comparative figures of the life insurance business and thus of the Group.
- The comparative figures have been recalculated in connection to the new segment reporting and the implementation of IFRS 17.
- The wording of Aktia's outlook has been clarified due to the recalculated comparative figures according to IFRS 17.

To further increase reporting transparency, the Aktia Group's reported segments have been changed. As of 1 January 2023, the life insurance business has been separated from the former Asset Management segment. Since then, the reporting segments of Aktia Group are Banking, Asset Management, Life Insurance and Group Functions. Aktia has also adopted the IFRS 17 accounting standard, which has changed the valuation and presentation of insurance contracts in the financial statements as of 1 January 2023. It is worth noting that the recalculated comparative figures for the net income from life insurance, and thus the comparable operating profit for 2022, are exceptionally high due to the increase in interest rates and its impact on the discount rate used for calculating the present value of liabilities for insurance contracts.

In connection with the implementation of IFRS 17, the transition effect on 1 January 2022 was a decrease of EUR 104 million of shareholders' equity (net after tax), which was entered directly in shareholders' equity. The implementation of IFRS 17 does not affect the solvency ratio of Aktia Life Insurance Ltd or the Bank Group's capital adequacy ratio. However, the capital adequacy ratio of the finance and insurance conglomerate increased by almost two percentage points and the return on equity (ROE) by almost two percentage points."

“Decisions of Aktia Bank Plc's Annual General Meeting and organising meeting of the Board of Directors:

The Annual General Meeting of Aktia Bank Plc was held today, 5 April 2023 in Helsinki. The Annual General Meeting supported all the proposals presented to the meeting and approved the remuneration report. The Annual General Meeting adopted the financial statements of the parent company and the consolidated financial statements and discharged the members of the Board of Directors, the CEO and his deputy from liability for the accounting period 1 January – 31 December 2022.

Dividend payment: In accordance with the proposal by the Board of Directors, the Annual General Meeting decided on the payment of a dividend of 0.43 euro per share for the accounting period 1 January – 31 December 2022.

Shareholders registered in the register of shareholders of the company maintained by Euroclear Finland Ltd on the record date for the dividend payment 11 April 2023 are entitled to the dividend. The dividend shall be paid out on 18 April 2023.

The Board of Directors: The Annual General Meeting confirmed the number of board members as eight.

Maria Jerhamre Engström, Harri Lauslahti, Sari Pohjonen, Johannes Schulman, Lasse Svens and Timo Vättö were re-elected as Board members. Ann Grevelius and Carl Haglund were elected as new members of the Board of Directors. All board members were elected for a term of office continuing up until the end of the next Annual General Meeting.

Remuneration: In accordance with the proposal by the Board of Directors the Annual General Meeting decided to approve the remuneration report for the governing bodies of Aktia Bank Plc.

The annual remuneration for the Board members was confirmed as EUR 64,300 for the chair, EUR 43,000 for the deputy chair and EUR 35,000 for members. Approximately 40% of the annual (gross) remuneration shall be paid in the form of Aktia shares. In addition, the Chairman of each Committee will further receive an annual remuneration of EUR 8,000. The remuneration for attended meetings was established as EUR 500 per attended meeting. If participation in a board meeting requires travelling outside the board member's country of residence, the remuneration for board meeting is EUR 1,400. Compensation for travel and accommodation expenses as well as a daily allowance will be paid in line with the Finnish Tax Administration's guidelines and the company's travel policy.

Auditor: The Annual General Meeting determined that the number of auditors shall be one, and re-elected APA firm KPMG Oy Ab as auditor with Marcus Tötterman, M.Sc. (Econ.), APA, as auditor-in-charge, for a term of office continuing up until the end of the next Annual General Meeting. Remuneration to the auditor shall be paid against the auditor's reasonable invoice.

Amending the articles of association: The Annual General Meeting adopted the proposal of the Board of Directors regarding amendment of article 5 of the company's Articles of Association to allow organising of a remote general meeting without a meeting venue as an alternative to a physical general meeting or a hybrid meeting. In the same context, the venue for physical general meetings was defined to be Helsinki, Espoo or Vantaa.

Authorisations of the Board of Directors: The Annual General Meeting adopted the proposal of the Board of Directors regarding resolution for share issue authorisation for up to 7,238,000 shares or securities entitling to shares, authorisation to acquire up to 500,000 company's own shares for use in the company's share based scheme and/or the remuneration of members of the company's Board of Directors and authorisation to divest up to 500,000 company's own shares.

Organising meeting of the Board of Directors: The Board of Directors, which convened after the General Meeting, elected Lasse Svens as chair and Timo Vättö as vice chair.

The Board of Directors has decided on the composition of the Board's Audit Committee, Risk Committee, as well as the Remuneration and Corporate Governance Committee.

The Board of Directors elected Sari Pohjonen as chair and Ann Grevelius and Johannes Schulman as members of the Audit Committee.

Maria Jerhamre Engström was elected as chair and Harri Lauslahti and Lasse Svens as members of the Risk Committee.

Timo Vättö was elected as chair and Carl Haglund and Lasse Svens as members of the Remuneration and Corporate Governance Committee.”

“Moody’s affirmed Aktia’s ratings and changed outlook to negative:

On 6 April, Moody’s Investors Service changed the long-term outlook on Aktia’s credit ratings for short-term and long-term funding from stable to negative. At the same time, Moody’s confirmed Aktia’s short-term funding rating at A2/P-1 and long-term funding rating at A2.”

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.