

Aktia Bank Plc
Stock Exchange Release
17 February 2023 at 8.10 a.m.

Board of Directors' proposals to Aktia Bank Plc's Annual General Meeting 2023

The Board of Directors of Aktia Bank Plc (hereinafter "Aktia" or "company") has decided that the Annual General Meeting will be held on 5 April 2023 at 4.00 pm at Stock Exchange Building, Fabianinkatu 14 in Helsinki.

The company will publish the invitation to the Annual General Meeting separately later. The invitation will contain more detailed information on registration and attendance at the General Meeting.

In addition to the proposals set forth by the Board of Directors below, the proposals of the Shareholders' Nomination Board for the Annual General Meeting 2023 concerning the number of members and election of the Board of Directors and the remuneration of the Board of Directors have been published in a separate Stock Exchange Release on 31 January 2023.

Adoption of the financial statements and the consolidated financial statements

The Board of Directors proposes that the Annual General Meeting will decide on confirming the financial statements. The company's auditor has recommended confirming the financial statements.

Resolution on the use of the profit shown in the balance sheet and the payment of dividend

The Board of Directors proposes that a dividend of EUR 0.43 per share shall be paid for the financial year 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 Board of Directors proposes that the dividend shall be paid out on 18 April 2023 in accordance with the rules of Euroclear Finland Ltd.

Aktia Bank Plc's Remuneration Report for 2022

The Board of Directors proposes to the Annual General Meeting that the Remuneration Report for the company's governing bodies be confirmed. The Remuneration Report is expected to be published on or about 15 March 2023.

Resolution on the auditor's remuneration

The Board of Directors proposes, based on the recommendation of the Board of Directors' Audit Committee, that remuneration shall be paid to the auditor against the auditor's reasonable invoice.

Election of the auditor

The Board of Directors proposes, based on the recommendation of the Board of Directors' Audit Committee, that KPMG Oy Ab, a firm of authorised public accountants, shall be elected as auditor, with Marcus Tötterman, M.Sc. (Econ.), APA, as auditor-in-charge for a term of office beginning when the

Annual General Meeting 2023 is closed and continuing up until the Annual General Meeting 2024 has ended.

Amendment of the Articles of Association

Due to the amendments made to Chapter 5 of the Finnish Companies Act, the Board of Directors proposes to the General Meeting that the General Meeting amends 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. The purpose of the amendment is to facilitate the holding of a remote general meeting in unexpected or exceptional circumstances, however not limited to these situations. According to the Finnish Companies Act, a shareholder must be able to exercise their rights fully at a remote general meeting in the same way as at a traditional general meeting held physically. The amendments do not prevent the holding of physical or hybrid meetings. The venues for physical general meetings will be defined in the same context.

In accordance with the proposal of the Board of Directors, Article 5 of the company's Articles of Association shall be amended as follows:

"5 § Right to attend the General Meeting and the venue of the General Meeting

To participate in the General Meeting, a shareholder must notify the company of their attendance by the deadline specified in the invitation to the meeting. The deadline for registration may not be earlier than ten days before the General Meeting.

The General Meeting can be held in Helsinki, Espoo, or Vantaa. The Board of Directors may decide that the General Meeting shall be held without a meeting venue so that the shareholders exercise their right to decide during the meeting in full and in a timely manner by means of a telecommunication connection and a technical aid (remote meeting)."

Authorising the Board of Directors to decide on issue of shares or special rights entitling to shares referred to in Chapter 10 of the Companies Act in one or several tranches

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

A maximum amount of 7,238,000 shares can be issued based on this authorisation, which corresponds 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 of special rights entitling to shares. The authorisation concerns the issuance of new shares. Issues of shares or of special rights entitling to shares can be carried out in deviation from the shareholders' pre-emptive subscription right to the company's shares (directed share issue).

The Board of Directors has the right to use this authorisation, among other things, to strengthen the company's capital base, for the company's share-based incentive scheme, acquisitions and/or other corporate transactions.

The authorisation is effective for 18 months from the resolution by the General Meeting and revokes the authorisation to issue shares given by the Annual General Meeting on 6 April 2022.

Authorising the Board of Directors to decide on acquisition of own shares

The Board of Directors proposes that the General Meeting authorises the Board of Directors to decide on the acquisition of 500,000 shares at a maximum, corresponding to approximately 0.7% of the total number of shares in the company.

The company's own shares may be acquired in one or several tranches using the unrestricted equity of the company.

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

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

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

The authorisation is effective for 18 months from the resolution by the General Meeting and revokes the authorisation to purchase the company's own shares given by the Annual General Meeting on 6 April 2022.

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

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

Based on the authorisation, a maximum of 500,000 shares may be divested.

Board of Directors is authorised to decide on all additional terms concerning the 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 rights to shares in the company (directed share issue), e.g. for implementing the company's incentive programs and for remuneration, including divesting the company's own shares to board members for payment of board remuneration.

The authorisation is effective for 18 months from the resolution by the General Meeting and revokes the authorisation to divest the company's own shares given by the Annual General Meeting on 6 April 2022.

Aktia Bank Plc

Further information:

Lotta Borgström, Director, Investor Relations and Communications, tel. 010 247 6838, lotta.borgstrom (at) aktia.fi

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Aktia is a Finnish asset manager, bank and life insurer that has been creating wealth and wellbeing from one generation to the next for 200 years. We serve our customers in digital channels everywhere and face-to-face in our offices in Helsinki, Turku, Tampere, Vaasa and Oulu regions. Our award-winning asset management business sells investment funds internationally. We employ approximately 900 people around Finland. Aktia's assets under management (AuM) on 30 September 2022 amounted to EUR 13.6 billion, and the balance sheet total was EUR 11.9 billion. Aktia's shares are listed on Nasdaq Helsinki Ltd (AKTIA). [aktia.com](https://www.aktia.com).