

Aktia Bank Plc
Stock Exchange Release
10 March 2023 at 1.00 p.m.

Notice to Aktia Bank Plc's Annual General Meeting 2023

Notice is hereby given to Aktia Bank Plc shareholders that the Annual General Meeting will be held on Wednesday, 5 April 2023 at 4.00 p.m. at Pörssitalo, address Fabianinkatu 14, Helsinki. Persons who have registered for the meeting will be welcomed and voting sheets will be distributed from 3.00 p.m. onwards.

Shareholders of Aktia Bank Plc can also exercise their voting rights by voting in advance. Instructions for advance voting are set out in section C of this notice to the Annual General Meeting.

It is possible to follow the Annual General Meeting via webcast. Instructions on how to follow the webcast are available on the company's website www.aktia.com/en/investors/corporate-governance/annual-general-meeting. It is not possible to ask questions, make counterproposals, make other interventions, or vote via webcast. Following the meeting via webcast shall not be considered as participation in the Annual General Meeting or as the exercise of shareholders' rights.

A. Matters to be discussed at the Annual General Meeting

The agenda of the Annual General Meeting will be as follows:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinise the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the financial statements, consolidated financial statements, report by the Board of Directors and Auditor's report for 2022

CEO's presentation.

The company's financial statements and Annual Report, including the report by the Board of Directors and the Auditor's report, will be published no later than 15 March 2023, after which they are available on the company's website at www.aktia.com.

7. Adoption of the financial statements and the consolidated financial statements

The Board of Directors proposes that the Annual General Meeting adopts the financial statements. The company's auditor has recommended adopting the financial statements.

8. 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.

9. Resolution on the discharge from liability of the members of the Board of Directors, the CEO and his deputy

10. Handling of the Remuneration Report of the governing bodies

The Board of Directors proposes to the Annual General Meeting that the Remuneration Report for the company's governing bodies be confirmed.

The 2022 Remuneration Report of the company's governing bodies will be published no later than 15 March 2023, after which it is available on the company's website at www.aktia.com.

11. Resolution on remuneration for the members of the Board

The Nomination Board proposes that the remuneration for the Board of Directors for the term be unchanged from the current term and determined as follows:

- Chairman, EUR 64,300 (2022: EUR 64,300)
- Deputy Chairman, EUR 43,000 (2022: EUR 43,000)
- member, EUR 35,000 (2022: EUR 35,000)

Annual remunerations for the Chairmen of each Committee as well as meeting remunerations are proposed to be unchanged, meaning that it is proposed that the Chairman of each Committee will further receive an annual remuneration of EUR 8,000. The proposed meeting remuneration for Board and Committee meetings is EUR 700 per attended meeting for each person (EUR 500 per attended meeting for each person in 2022). 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 per attended meeting for each person (EUR 500 per attended meeting for each person in 2022). Compensation for travel and accommodation expenses as well as a daily allowance is paid in line with the Finnish Tax Administration's guidelines and the travel instructions of the company.

The Nomination Board proposes that approximately 40% of the annual remuneration (gross amount) shall be paid to the members in the form of Aktia shares. The company will on account of the Board members acquire Aktia shares on the market to the price that is formed through public trading or it will transfer the company's own shares to the Board members and the rest of the annual remuneration payable is paid in cash. The shares are acquired or transferred during a two-week time period from the day following the company's interim report for 1 January 2023–30 June 2023 is disclosed or as soon as possible in accordance with applicable legislation. If the remuneration can't be paid in shares, it can be paid in cash entirely. The company will be responsible for all expenses and the possible transfer tax for acquiring or transferring the shares.

12. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes that the number of members of the Board of Directors is kept unchanged and set to eight (8) members. However, should any of the candidates

proposed under section 13 below not be able to attend the Board, the proposed number of Board members shall be decreased accordingly.

13. Election of members of the Board of Directors

The Shareholders' Nomination Board proposes that of the present members of the Board of Directors Maria Jerhamre Engström, Harri Lauslahti, Sari Pohjonen, Johannes Schulman, Lasse Svens and Timo Vättö subject to their consent, shall be re-elected for a term continuing until the next Annual General Meeting has concluded. For more information on the members of the Board of Directors proposed to be re-elected, please see the company's website at www.aktia.com.

The Shareholders' Nomination Board also proposes that Ann Grevelius and Carl Haglund are elected as new members of the Board of Directors for the same term, subject to their consent. Further information on the new Board members proposed to be elected have been attached to this notice and can be found on the company's website at www.aktia.com closer to the company's Annual General Meeting.

Should any of the candidates presented above not be able to attend the Board, the available candidates are proposed to be elected accordingly.

All the proposed persons are independent in relation to the company according to the definition of the Corporate Governance Code. Only Timo Vättö is not independent of a significant shareholder since he is a member of the Board of Rettig Group Oy Ab, which is the largest owner of RG Partners Oy – the largest shareholder (10.22%) of Aktia Bank.

All the proposed persons have informed that they intend, if they are elected, to re-elect Lasse Svens amongst them as Chairman of the Board of Directors and to elect Timo Vättö as Deputy Chairman.

The Board members of Aktia Bank Johan Hammarén and Olli-Petteri Lehtinen have informed that they will not be available for re-election.

14. 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.

15. Determination of the number of auditors

The Board of Directors proposes, based on the recommendation of the Board of Directors' Audit Committee, that the number of auditors shall be one (1).

16. 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.

17. Amending the articles of association

Due to the amendments made to Chapter 5 of the Finnish Companies Act, the Board of Directors proposes to the Annual 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)."

18. Authorising the Board of Directors to decide on one or more issues of shares or special rights entitling to shares referred to in Chapter 10 of the Finnish Companies Act

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.

19. Authorising the Board of Directors to decide on the acquisition of the company's own shares

The Board of Directors proposes that the Annual 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.

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

The Board of Directors proposes that the Annual 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.

21. Closing of the meeting

B. Documents of the Annual General Meeting

The proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as this notice are available on Aktia Bank Plc's website www.aktia.com. Aktia Bank Plc's Annual Report including the company's financial statements, the report by the Board of Directors and the Auditor's report, and the 2022 Remuneration Report, will be available on the above-mentioned website on 15 March 2023, at the latest. The minutes of the Annual General Meeting will be available on the above-mentioned website on 19 April 2023, at the latest.

C. Instructions for the participants in the Annual General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered in the company's register of shareholders maintained by Euroclear Finland Ltd as at 24 March 2023, has the right to participate in the Annual General Meeting. Shareholders whose shares are registered in their personal Finnish book-entry account are registered in the company's register of shareholders.

Registration for the Annual General Meeting starts on 13 March 2023 at 10.00 a.m. Shareholders who are registered in the company's register of shareholders and who wish to participate in the Annual General Meeting must register their intention to attend by 4.00 p.m. on 29 March 2023, at the latest. Participants can register for the Annual General Meeting:

- a) through the company's website www.aktia.com/en/investors/corporate-governance/annual-general-meeting. Electronic registration requires strong identification of the shareholder or his/her legal representative or proxy with a Finnish or Swedish bank ID or mobile certificate;
- b) by mail or e-mail. Shareholders registering by mail or e-mail shall submit the registration form available on the company's website www.aktia.com/en/investors/corporate-governance/annual-general-meeting or equivalent information to Innovatics Oy, Annual General Meeting / Aktia Bank Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki or by e-mail to agm@innovatics.fi.

When registering, please provide the requested information, such as the shareholder's name, date of birth or business ID, contact details, the name of any assistant or proxy representative and the proxy's date of birth. The personal data provided by shareholders to Aktia Bank Plc or Innovatics Oy will only be used in connection with the Annual General Meeting and the processing of the necessary registrations related thereto.

The shareholder, his/her representative or proxy must be able to prove his/her identity and/or right of representation at the meeting if necessary. Further information on the use of proxy and power of attorney are described below in section C 3.

Further information on registration and advance voting is available by telephone during the registration period of the Annual General Meeting by calling at +358 10 2818 909 on weekdays from 9.00 a.m. to 12.00 p.m. and from 1.00 p.m. to 4.00 p.m.

2. Owners of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting 24 March 2023 would be entitled to be registered in the company's register of shareholders maintained by Euroclear Finland Ltd. Participation also requires that the shareholder has been entered into the company's temporary register of shareholders, maintained by Euroclear Finland Ltd, on the basis of such shares by 31

March 2023 at 10.00 a.m. at the latest. In the case of nominee-registered shares, this is considered as registration for the Annual General Meeting. Changes in the shareholding after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the shareholder's voting rights.

The holder of nominee-registered shares is advised to request well in advance the necessary instructions from his/her custodian bank regarding temporary registration in the register of shareholders, the issuing of proxy documents and voting instructions, registration, and attendance at the Annual General Meeting and advance voting. The account manager of the custodian bank shall register the holder of nominee-registered shares who wishes to attend the Annual General Meeting temporarily in the register of shareholders of the company by the aforementioned date and time at the latest and, if necessary, arrange for advance voting on behalf of the holder of nominee-registered shares before the end of the registration period for holders of nominee-registered shares.

3. Proxy representatives and powers of attorney

A shareholder may attend the Annual General Meeting and exercise his/her rights there through a proxy representative. Shareholder's proxy may also elect to vote in advance as described in this notice if he/she so wishes. The proxy representative shall authenticate to the electronic registration service and advance voting personally with strong authentication, after which he/she will be able to register and vote in advance on behalf of the shareholder that he/she represents. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that he/she is entitled to represent the shareholder at the Annual General Meeting. You can prove your right to representation by using the Suomi.fi e-Authorizations service available in the electronic registration service.

Model proxy documents and voting instructions are available on the company's website www.aktia.com/en/investors/corporate-governance/annual-general-meeting. If a shareholder participates in the Annual General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, Annual General Meeting / Aktia Bank Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki or by e-mail to agm@innovatics.fi before the end of the registration period. In addition to submitting the proxy documents, the shareholder or his/her proxy shall register for the Annual General Meeting in the manner described above in this notice.

4. Advance voting

A shareholder whose shares in the company are registered in his/her personal Finnish book-entry account may vote in advance between 13 March 2023 and 29 March 2023 on certain items on the agenda of the Annual General Meeting

a) via the company's website at www.aktia.com/en/investors/corporate-governance/annual-general-meeting. Login to the service is done in the same way as for registration in section C.1 of this notice.

b) by mail or by e-mail by submitting the advance voting form available on the company's website or equivalent information to Innovatics Oy at Innovatics Oy, Annual General Meeting / Aktia Bank Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail at agm@innovatics.fi. Advance votes must

be received by the time the advance voting ends. The submission of votes in this way before the end of the registration and advance voting period shall be considered as registration for the Annual General Meeting, provided that it contains the above information required for registration.

A shareholder who has voted in advance cannot exercise the right to ask questions or demand a vote under the Finnish Companies Act unless he/she attends the Annual General Meeting in person or by proxy at the meeting venue.

With respect to nominee registered shareholders, the advance voting is carried out by the account manager. The account manager may vote in advance on behalf of the holders of nominee-registered shares whom he/she represents in accordance with the voting instructions given by them during the registration period set for the nominee-registered shareholders.

Proposals for resolution that are subject to advance voting are deemed to have been made at the Annual General Meeting without any changes. The conditions and other instructions for electronic advance voting are available on the company's website at www.aktia.com/en/investors/corporate-governance/annual-general-meeting.

5. Further instructions for attendees of the Annual General Meeting

The official language of the meeting is Swedish. There is no simultaneous interpretation at the meeting.

Shareholders present at the Annual General Meeting have the right to present questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Finnish Companies Act.

Changes in the shareholding after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the shareholder's voting rights.

Shareholders are welcome to participate in coffee service arranged after the meeting.

On the date of this notice to the Annual General Meeting the total number of shares in Aktia Bank Plc is 72,465,072 shares, representing 72,465,072 votes. The company holds on the date of this notice a total number of 172,541 of its own shares. The shares held by the company on the record date of the Annual General Meeting do not entitle to vote at the Annual General Meeting.

Helsinki, 10 March 2023

**AKTIA BANK PLC
BOARD OF DIRECTORS**

For more information, please contact:

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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 the 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 31 December 2022 amounted to EUR 13.5 billion, and the balance sheet total was EUR 12.4 billion. Aktia's shares are listed on Nasdaq Helsinki Ltd (AKTIA).
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