

Aktia plc  
Stock Exchange Release  
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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to Aktia plc shareholders of the Annual General Meeting, to be held at 3.00 pm on 16 April 2012 at Scandic Marina Congress Center, address Katajanokanlaituri 6, Helsinki. Persons who have registered their intention to attend will be welcomed from 2.00 pm onwards and voting sheets will be distributed.

### ***A. Matters to be addressed at the AGM***

The agenda of the AGM will be as follows:

1. Opening of the meeting
2. Appointment of the chairman and secretary of the meeting
3. Election of persons to check the minutes and supervise the counting of votes
4. Establishment of the meeting's legality
5. Establishment of persons present at the meeting and confirmation of voting list
6. Presentation of the financial statements, consolidated financial statements, report by the Board of Directors, Auditor's report and the statement by the Board of Supervisors for 2011

CEO's overview

7. Resolution on the adoption of the financial statements and the consolidated financial statements
8. Resolution on the use of the profit indicated in the balance sheet and dividend payout

The Board of Directors proposes that a dividend of EUR 0.30 per share be paid for the financial year 2011. Shareholders entitled to dividend are those who are registered in the register of shareholders maintained by Euroclear Finland Ltd on the record date 19 April 2012. The Board of Directors proposes that the dividend be paid out on Thursday 26 April 2012 in accordance with the rules of Euroclear Finland Ltd.

9. Resolution on discharging the members of the Board of Supervisors and the Board of Directors, the CEO and his deputy from liability
10. Resolution on remuneration for the members of the Board of Supervisors

The nomination committee proposes that following remuneration be paid to members of the Board of Supervisors:

- Annual remuneration, Chair: EUR 21,500 (2011: EUR 21,500)
- Annual remuneration, Deputy Chair: EUR 9,500 (9,500)
- Annual remuneration, Member: EUR 4,200 (4,200)
- Remuneration per meeting: EUR 500 (450)

The nomination committee proposes that members of the Board of Supervisors be obliged to use 20% of their annual remuneration (gross amount) for the acquisition of Aktia plc A shares directly from the Stock Exchange at market price within two weeks from the inaugural meeting of the Board of Supervisors 2012.

Further, the members are proposed to be entitled to compensation for costs for travel and lodging and a daily allowance in accordance with government travel rules.

11. Resolution on auditor's remuneration

The nomination committee proposes that remuneration to the auditor be paid as invoiced.

12. Determination of the number of members on the Board of Supervisors

The nomination committee proposes that the number of members of the Board of Supervisors be thirty-three (33).

13. Determination of the number of auditors

The nomination committee proposes that the number of auditors be one (1).

14. Election of members of the Board of Supervisors

To be re-elected as members of the Board of Supervisors the nomination committee proposes members of the Board of Supervisors Harriet Ahlnäs, Anna Bertills, Roger Broo, Gun Kapténs, Bo Linde, Per Lindgård, Kristina Lyytikäinen, Henrik Rehnberg, Henrik Sundbäck and Sture Söderholm, who are all due to step down at the Annual General Meeting 2012.

The nomination committee proposes that Chief Secretary Johan Aura be elected as new member.

All candidates are proposed to be elected for a term of office in accordance with Article 9 in the Articles of Association of the company, beginning when the Annual General Meeting 2012 is closed and continuing until the Annual General Meeting 2015 has concluded.

15. Election of auditor

The nomination committee proposes that the APA firm KPMG Oy Ab be elected as auditor, with Jari Härmälä, M.Sc. (Econ.), APA, as auditor-in-charge.

16. The Board of Directors' proposal on amendment of the Articles of Association

The Board of Directors proposes to the Annual General Meeting that Article 6 of the Articles of Association be amended so that summons to the Annual General Meeting is published on the company's website and that information on the Annual General Meeting is also communicated through one or more of the daily papers specified by the Board of Directors with general circulation in Finland.

- Current wording: "Summons to an Annual General Meeting is communicated to shareholders through announcement in one or more of the daily papers specified by the Board of Directors with general circulation in Finland. The summons must include details of matters to be discussed at the meeting."
- Proposed new wording: "Summons to an Annual General Meeting is communicated to shareholders on the company's website. The summons must include details of matters to be discussed at the meeting. Information on an Annual General Meeting is also published in one or more of the daily papers specified by the Board of Directors with general circulation in Finland."

17. Conferring of authority on the Board of Directors to take decisions on one or more issues of shares or instruments referred to in Chapter 10 of the Limited Liability Companies Act that grant entitlement to shares.

The Board of Directors proposes that the Annual General Meeting decide on authorisation for the Board of Directors to issue shares, or instruments entitling to shares as referred to in Chapter 10 of the Limited Liability Companies Act, as follows:

- Supported by the authorisation, a maximum of 6,700,000 new shares, corresponding to 10% of the company's total shares at present, may be issued.
- Of the total number of shares issued supported by the authorisation, no more than one third may be series R shares.
- The Board of Directors has the right to use this authorisation to strengthen the company's capital base.
- The authorisation to issue shares does not exclude the Board of Director's right to decide on exceptions from shareholders' priority rights of subscription (direct share issue).
- The subscription price in the issue may, on decision by the Board of Directors, also be paid as set-off or as property given as capital contribution.
- The Board of Directors is entitled to decide on other terms and conditions regarding the issue of shares according to the authorisation.

The authorisation is valid until the next ordinary Annual General Meeting and may be recalled during this time through a decision by the General Meeting. The subscription period for shares issued as supported by the authorisation may be longer than the term of the authorisation.

This authority is equivalent to the authority conferred by the 2011 Annual General Meeting to issue shares, which has not been utilised at all and which expires at the 2012 Annual General Meeting.

#### 18. Conferring of authority on the Board of Directors to decide to divest own shares

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to take decisions on divesting the 288,674 series A shares and 178,762 series R shares which are held by Aktia plc, as follows:

- The assignment price of the shares should be at least the price paid for the respective share at the time of the assignment in public trading on the Nasdaq OMX Helsinki exchange.
- The Board of Directors has the unrestricted right to determine to whom the shares will be divested and can thus determine that the divestment take place in deviation from the shareholders' pre-emptive rights e.g. to implement the company's incentive programme and remuneration.

The authorisation is valid until the next ordinary Annual General Meeting and may be recalled during this time through a decision by the General Meeting.

This authority is equivalent to the authority conferred by the 2011 Annual General Meeting to divest shares, which expires at the 2012 Annual General Meeting.

#### 19. Closing of the meeting

### ***B. AGM documents***

The proposals that relate to the above agenda as well as this notice of the AGM are available on Aktia plc's website [www.aktia.fi](http://www.aktia.fi). Aktia plc's annual report, encompassing the company's financial statements, the report by the Board of Directors, the auditor's report plus the Board of Supervisors' statement on the accounts and the auditor's report will be available on the website mentioned above by 26 March 2012 at the latest. The Board of Directors' proposals and the financial documents will also be available at the Annual General Meeting. Copies of the above-mentioned documents and of this notice of the AGM will be sent to shareholders on request.

## **C. Notes for AGM participants**

### **1. Right to participate and registration**

Shareholders listed as such in the company's register of shareholders maintained by Euroclear Finland Ltd as at 2 April 2012 have the right to participate in the Annual General Meeting. Shareholders whose shares are registered to their personal Finnish book-entry account are listed as shareholders in the company's register of shareholders. Shareholders who are entered 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 pm on 11 April 2012 at the latest. Participants can register for the AGM:

- a) through the company's website [www.aktia.fi](http://www.aktia.fi)
- b) by telephone at +358 800 0 2474 (8.00 am-8.00 pm on weekdays)
- c) by fax on +358 10 247 6568 or
- d) in writing to Aktia plc, Group Legal, P.O. Box 207, 00101 Helsinki.

For registration purposes, the shareholder is requested to give his/her name and personal identification code or business ID as well as the name and personal identification code and of any representative. The personal details that shareholders give to Aktia plc will only be used for purposes associated with the Annual General Meeting and preparing the relevant registrations.

### **2. Representatives and powers of attorney**

Shareholders may participate in the Annual General Meeting and exercise their rights through a representative. The shareholder's representative shall produce a dated power of attorney or demonstrate their right to represent the shareholder in some other reliable way. If a shareholder is represented by more than one representative at the general meeting, each of which represent the shares held by the shareholder in different book-entry accounts, it must be indicated, at the time of registration, which of the shareholder's shares each representative represents. Representatives should submit their powers of attorney to the company before the meeting at the following address: Aktia plc/Group Legal, P.O. Box 207, 00101 Helsinki, e-mail [koncernjuridik@aktia.fi](mailto:koncernjuridik@aktia.fi), or to the fax number given above.

### **3. Owners of nominee registered shares**

Shareholders, who hold their shares under the name of a nominee and who are entitled to be entered in the company's register of shareholders on the record date of the Annual General Meeting 2 April 2012, who wish to attend the Annual General Meeting, may according to instructions provided by their asset manager request to be entered into the company's temporary register of shareholders no later than 10.00 am on 11 April 2012. Owners of nominee registered shares are considered registered for the Annual General Meeting if they have been entered into the company's temporary register of shareholders as mentioned above. Owners of nominee registered shares shall in good time request their asset manager to provide the necessary instructions on being entered into the register of shareholders, the granting of powers of attorney and registration for the Annual General Meeting.

### **4. Advance voting**

Shareholders, who have a Finnish book-entry account, may vote in advance on certain items of the agenda of the Annual General Meeting through the Aktia's website [www.aktia.fi](http://www.aktia.fi). Shareholders may vote in advance from 14 March 2012 to 4 pm on 11 April 2012. The Finnish book-entry account number of the shareholder is needed for voting in advance.

A shareholder voting in advance may not use his/her right under the Finnish Limited Liability Companies Act to ask questions or request a vote and his/her possibility to vote on an item regarding which the decision proposals may have changed after the beginning of the advance voting period may be restricted unless he/she will attend the meeting in person or by way of representation. The conditions and other instructions relating to the electronic advance voting may be on Aktia's website [www.aktia.fi](http://www.aktia.fi).

## **5. Other information**

Shareholders present at the Annual General Meeting have the right to ask questions concerning matters addressed at the Annual General Meeting in accordance with Chapter 5 Section 25 of the Limited Liability Companies Act.

On the day this notice of the AGM was drawn up, namely 14 March 2012, the total number of shares in Aktia plc is 46,936,908 series A shares and 20,050,850 series R shares. The total number of votes is 447,953,908. During any voting, the 288,674 series A shares and 178,762 series R shares, giving entitlement to a total of 3,863,832 votes, which the company owns itself, will not be taken into account. A further 803,134 series A shares, representing 803,134 votes, constitute shares distributed as compensation for the merger to owners of Veritas Mutual Non-Life Insurance Company, that have not yet been listed on any book-entry account and can therefore not be taken into account in any voting.

### **AKTIA PLC BOARD OF DIRECTORS**

AKTIA PLC

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