

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to Aktia Bank plc shareholders of the Annual General Meeting, to be held at 4.00 pm on 7 April 2014 at Pörssitalo, address Fabianinkatu 14, Helsinki. Persons who have registered their intention to attend will be welcomed from 3.00 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 2013

CEO's overview

7. 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 0.42 per share be paid for the financial year 2013. Shareholders entitled to dividend are those who are registered in the register of shareholders maintained by Euroclear Finland Ltd on the record date 10 April 2014. The Board of Directors proposes that the dividend be paid out on 23 April 2014 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 22,600 (2013: EUR 21,500)
- Annual remuneration, Deputy Chair: EUR 10,000 (9,500)
- Annual remuneration, Member: EUR 4,400 (4,200)
- Remuneration per meeting: EUR 500 (500)

The nomination committee proposes that the Board of Supervisors shall use 30% (2013; 25%) of the annual remuneration (gross amount) for acquisition of Aktia Bank plc A shares directly from the Stock Exchange at market price within two weeks from the inaugural meeting of the Board of

Supervisors 2014. Should insider rules prevent acquisition of shares during the above mentioned period, the shares shall be acquired immediately when the insider rules in force so permit.

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-two (32).

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 Håkan Mattlin, Christina Gestrin, Patrik Lerche, Håkan Fagerström, Jorma J. Pitkämäki, Peter Simberg, Bengt Sohlberg and Mikael Westerback, who are all due to step down at the Annual General Meeting 2014

The members of the Board of Supervisors Lorenz Uthardt and Sven-Erik Granholm are also due to step down at the Annual General Meeting 2014. Lorenz Uthardt is not eligible for re-election due to the age limit and Sven-Erik Granholm does not wish to stand for re-election.

The nomination committee proposes that Solveig Söderback (M. Soc. Sc.), e.g. Chair of the Board of Directors of Aktiastiftelsen i Malax, and Peter Karlgren (agrolgist), e.g. Chair of the Board of Directors of Houtskarins Säästöpankkisäätiö.

All candidates are proposed to be elected for a term of office in accordance with Article 8 in the Articles of Association of the company, beginning when the Annual General Meeting 2014 is closed and continuing until the Annual General Meeting 2017 has concluded.

15. Election of auditor

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

16. Authorisation of 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 6,658,000 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 company's share-based incentive systems and/or for company acquisitions.

- The authorisation to issue shares does not exclude the Board of Director's right to decide on exceptions from shareholders' pre-emptive subscription right (direct share issue).
- The subscription price in the issue may, by decision by the Board of Directors, also be paid as set-off or as contribution in kind.
- 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 18 months from the decision by the Annual General Meeting and recalls the authorisation to issue shares given by the Annual General Meeting 2013.

17. Authorisation of 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 authorise the Board of Directors to decide on the acquisition of a maximum of 200,000 series A shares, corresponding to approx. 0.4 per cent of the total amount of series A shares at present. The shares may be acquired in one or several instalments using the unrestricted shareholders' equity of the company. The shares may be acquired in derogation of the pre-emptive right of the shareholders to the shares of the company in public trading on NASDAQ OMX Helsinki Ltd at market price.

The authorisation may be used to acquire to further transfer or retention shares to be used for the company's share-based incentive systems and/or for remuneration of members of the administrative bodies of the company. The Board of Directors is authorised to decide on all other terms and conditions regarding the acquisition of own shares.

The authorisation is valid for 18 months from the decision by the Annual General Meeting.

18. Authorisation of 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 shares own shares held by the company, as follows:

- Supported by the authorisation, a maximum of 6,658,000 series A shares and a maximum of 2,219,300 series R shares can be divested .
- 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 18 months from the decision by the Annual General Meeting and recalls the authorisation to divest own shares given by the Annual General Meeting 2013.

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 Bank plc's website www.aktia.com. Aktia Bank 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, the report by the Board of Directors and the auditor's report will be available on the website mentioned above by 17 March 2014 at the latest. Copies of the above-mentioned documents will be sent to

shareholders on request. Above-mentioned documents will also be available at the shareholder meeting. The minutes of the meeting will also be available on above mentioned website by 21 April 2014.

C. Notes for AGM participants

1. Shareholders listed as such in the company's register

Shareholders listed as such in the company's register of shareholders maintained by Euroclear Finland Ab as at 26 March 2014 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 1 April 2014 at the latest. Participants can register for the AGM:

- a) through the company's website www.aktia.com
- b) by telephone at +358 800 0 2474 (8.30 am-4.30 pm on weekdays)
- c) in writing to Aktia Bank 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, address, telephone number as well as the name and personal identification code and of any representative. The personal details that shareholders give to Aktia Bank plc will only be used for purposes associated with the Annual General Meeting and preparing the relevant registrations.

2. Owners of nominee registered shares

Owners of nominee registered shares have the right to attend the Annual General Meeting with the shares he/she would have been entitled to have entered in the company's register of shareholders, kept by Euroclear Finland Ltd, on the record date of the Annual General Meeting 26 March 2014. Attendance also requires that the shareholder has been entered into the company's temporary register of shareholders, kept by Euroclear Finland Ltd, based on these shares on 2 April 2014 at 10 am at the latest. For the nominee registered shares, this is also considered as registration to the Annual General Meeting.

Owners of shares registered in the name of a trustee shall in good time request their asset manager for the necessary instructions on being entered into the temporary register of shareholders, the granting of powers of attorney and registration for the Annual General Meeting. The trustee's account management organisation requests owners of shares registered in the name of a trustee, who wish to attend the Annual General Meeting, to be entered into the company's temporary register of shareholders at the latest at the above mentioned time.

3. 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 Bank plc/Group Legal, PO Box 207, 00101 Helsinki, e-mail koncernjuridik@aktia.fi, or to the fax number : + 350 10 247 6568.

4. 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 28 February 2014, the total number of shares in Aktia plc is 66,578,811; 46,706,723 series A shares and 19,872,088 series R shares. The total number of votes is 444 148 483. During any voting, the 22,653 series A shares and 11,658 series R shares, giving entitlement to a total of 255,813 votes, which the company owns itself, will not be taken into account. A further 776,665 series A shares, representing 776,665 votes, constitute shares distributed as compensation for the merger to owners of Veritas Mutual Non-Life Insurance Company in 2009, that have not yet been listed on any book-entry account and can therefore not be taken into account in any voting.

AKTIA BANK PLC BOARD OF DIRECTORS

AKTIA BANK PLC

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