

## 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 13 April 2015 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 2014

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 0.48 per share be paid for the financial year 2014. Shareholders entitled to dividend are those who are registered in the register of shareholders maintained by Euroclear Finland Ltd on the record date 15 April 2015. The Board of Directors proposes the dividend to be paid out on 22 April 2015.

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 the remuneration for members of the Supervisory Board to remain unchanged from the previous year, and amount to:

- Annual remuneration, Chair: EUR 22,600
- Annual remuneration, Deputy Chair: EUR 10,000
- Annual remuneration, Member: EUR 4,400
- Remuneration per meeting: EUR 500

The Nomination Committee proposes that 30 % of the annual remuneration (gross amount) shall continuously be paid to the members in the form of Aktia Bank plc A shares.

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

11. Resolution on auditor's remuneration

The nomination committee proposes that a reasonable remuneration be paid to the auditor against invoice.

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 decrease to twenty-nine (2014: 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 Harriet Ahlnäs, Johan Aura, Anna Bertills, Henrik Rehnberg and Sture Söderholm, who are all due to step down at the Annual General Meeting 2015. For new members, the following persons are proposed: Annika Grannas, M.Sc. (Econ.), among other things the Chair of the Board of Vöyrin Säästöpankki's Aktia Foundation, Yvonne Malin-Hult, M.Sc. (Econ.), among other things the Chair of the Board of Aktia Foundation in Sipoo, as well as Professor Kim Wikström.

The new candidates are presented at the end of the summons.

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 2015 is closed and continuing until the Annual General Meeting 2018 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. Amendment of the Articles of Association

The Board of Directors proposes that Article 2 in the Articles of Association concerning Field of operations be amended as follows, reflecting the fact that the bank ceased to act as central credit institution in spring 2015:

"Article 2 Field of operations and types of activities

The company engages in activities permissible to deposit banks, including mortgage banking activities. In accordance to the concession issued by the Financial Supervisory Authority, the bank provides investment services as referred to the Financial Services and Markets Act. ~~The bank is the central financial institution for credit institutions within the guarantee funds for savings banks (Säästöpankkien Vakuusrahoisto, Business ID 0222778-6) and POP Banks (Paikallisosuuspankkien Vakuusrahoisto, Business ID 1597846-6).~~"

17. Conferring of authority on the Board of Directors to take decisions on one or more issues of shares or specific rights 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 specific rights entitling to shares as referred to in Chapter 10 of the Limited Liability Companies Act, as follows:

The number of shares to be issued in accordance with this authorisation is 6,658,000, corresponding to approximately 10% of all shares in the company.

The Board of Directors decides on all terms for issues of shares and issues of specific rights entitling to shares. The authorisation is attributable to the issue of new shares. Issue of shares or specific rights entitling to shares can take place in deviation of shareholders' pre-emptive subscription right to shares (direct share issue).

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, for the company's share-based incentive scheme and/or for company acquisitions.

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 7 April 2014.

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

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to take decisions on acquisition of 200,000 series A shares at a maximum, approximately corresponding to 0.4% of the total number of series A shares in the company. The own shares may be acquired in one or several lots using the company's unrestricted equity.

The own shares may be acquired at the price prevailing in public trading at the time of purchase or otherwise at a price prevailing on the market. Own shares may be purchased in other relations than shareholders' holdings of shares (direct share issue).

The company's own shares may be acquired for use in the company's share-based incentive scheme and/or the remuneration of members of the company's administrative bodies, and that the acquired shares be either transferred or kept by the company.

The Board of Directors decides on all other terms concerning acquisition of the company's own shares.

The authorisation is valid 18 months from the decision by the Annual General Meeting and recalls the authorisation to purchase own shares given by the Annual General Meeting 7 April 2014.

#### 19. 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 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 may be divested.

The Board of Directors decides on all other terms concerning divestment of the company's own shares. The divestment of the company's own shares can take place in deviation from the shareholders' pre-emptive subscription right to shares (direct share issue), 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 7 April 2014.

## 20. 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](http://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 23 March 2015 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 from the AGM will be available on the website mentioned above by 27 April 2015 at the latest.

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

#### **1. Shareholders who are entered in the company's register of shareholders**

Shareholders listed as such in the company's register of shareholders maintained by Euroclear Finland Ab as at 30 March 2015 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 7 April 2015 at the latest. Participants can register for the AGM:

- a) through the company's website [www.aktia.com](http://www.aktia.com)
- b) by telephone at +358 800 0 2474 (8.30 am-4.30 pm on weekdays)
- d) 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 30 March 2013. 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 08/04/2015 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](mailto:koncernjuridik@aktia.fi), or to the fax number +358 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 27 February 2015, 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 98,162 series A shares and the 6,658 series R shares, giving entitlement to a total of 231,322 votes, which the company owns itself, will not be taken into account. Further, 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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## **Presentation of proposed new members to the Board of Supervisors**

### Annika Grannas (b. 1971)

- M.Sc. (Econ)
- Ombudsman, Farmers' Social Insurance Institution Mela
- Accounting and tax returns services in her own company AG Bokföring
- Chair, Vöyrin Säästöpankki's Aktia Foundation
- Domiciled in Vöyri

### Yvonne Malin-Hult (b. 1959)

- M.Sc. (Econ)
- CFO, Ekokem plc until 31 December 2014
- Chair, foundation Säästöpankkisäätiö Sipoo
- Board member, cooperative Andelslaget Varuboden-Osla
- Domiciled in Sipoo

### Kim Wikström (b. 1961)

- D. Sc. (Tech), Industrial Management
- Professor, Industrial Management, Åbo Akademi
- Senior Partner, PBI Research Institute
- Board member, Åbo Underrättelser, Stiftelsen för projektforskning, PBI Research Institute, Midnight Sun Sailing
- Member of steering group Value Creation, FIMECC Ltd
- Member of management group, Global Networks
- Domiciled in Turku