

Aktia Bank Plc
Stock Exchange Release
5 March 2021 at 9.00 am

Notice to Aktia Bank Plc's Annual General Meeting 2021

Notice is hereby given to Aktia Bank Plc's shareholders that the Annual General Meeting will be held on 13 April 2021 at 4.00 pm at Aktia Bank Plc's head office, Arkadiankatu 4–6 A in Helsinki.

The Board of Directors of the company has decided on a special meeting procedure in accordance with the temporary legislation to limit the spread of the coronavirus pandemic. The company has decided on arranging the Annual General Meeting 2021 based on the prerequisites provided by the law in order to be able arrange the Annual General Meeting in a predictable way and to ensure the health and safety of the company's shareholders, employees and other stakeholders.

Shareholders of Aktia Bank Plc and their representatives can attend the Annual General Meeting and practice their rights as shareholders only by voting in advance and by making a counterproposal or asking questions in advance. It is not possible to attend the General Annual Meeting at the actual premises. Instructions to shareholders are available in this summons under the headline C. Instructions for the attendees of the Annual General Meeting and at www.aktia.com.

All shareholders will be invited to watch the Annual General Meeting that starts at 16.00, during which the shareholders can follow the presentations of the Chairman of the Board and the CEO and after the Annual General Meeting there is a virtual Q&A session.

Shareholders are asked to consider that questions that are asked during the Q&A session are not questions according to chapter 5, section 25 of the Finnish Limited Liability Companies Act. Questions according to chapter 5, section 25 of the Finnish Limited Liability Companies Act must be asked separately in advance. For further information on how to attend the virtual shareholder event and on how to ask questions in accordance with chapter 5, section 25 of the Finnish Limited Liability Companies Act, see heading C.4 Further instructions for the attendees of the Annual General Meeting.

A. Matters on the agenda of 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

Attorney-at-Law Mårten Knuts will act as Chairman of the Annual General Meeting. If Mårten Knuts due to weighty reasons is not able to act as Chairman, the Board of Directors will appoint a person that the Board of Directors considers to be best suited to act as Chairman.

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

General Counsel Ari Syrjäläinen will scrutinize the minutes and supervise the counting of votes. If Ari Syrjäläinen due to weighty reasons is not able to scrutinize the minutes and supervise the counting of votes, the Board of Directors will appoint a person that the Board of Directors considers to be best suited for scrutinizing 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

Shareholders considered present at the Annual General Meeting are shareholders who have voted in advance during the advance voting period and that according to chapter 5, sections 6 and 6b of the Finnish Limited Liability Companies Act are authorised to attend the Annual General Meeting. The voting list is confirmed based on information that Euroclear Finland Oy has handed to Innovatics Oy.

6. Presentation of the financial statements, consolidated financial statements, report by the Board of Directors and Auditor's report for 2020

Because it is possible to attend the Annual General Meeting only in advance, the company's financial statement and Annual Report, including the report by the Board of Directors and the Auditor's Report, that the company will publish no later than 23 March 2021 and that thereafter are available on the company's website www.aktia.com, are considered to have been put forward to the Annual General Meeting.

CEO's presentation.

7. 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 statement.

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

Considering the recommendations issued by the authorities, the Board proposes that Aktia Bank Plc's Annual General Meeting authorises the Board to later decide on the payment of a maximum dividend of 0.43 euro per share for the financial year 2020, so that the payment may be carried out at one or more occasions. The authorisation would be in force until the Annual General Meeting 2022. The Board is also proposed to be authorised to decide on the record date and the date of payment of a possible dividend.

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

10. Aktia Bank Plc's Remuneration Report for 2020

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

Because it is possible to attend the Annual General Meeting only in advance, the Remuneration Report for 2020 that the company will publish no later than 23 March 2021 and that thereafter is

available on the company's website www.aktia.com, is considered to have been put forward to the Annual General Meeting.

11. Resolution on remuneration for the members of the Board

The Shareholders' Nomination Board proposes that the remuneration for the Board of Directors for the term be determined as follows:

- Chairman, EUR 64,300 (2020: EUR 64,300)
- Deputy Chairman, EUR 43,000 (2020: EUR 36,400)
- Member, EUR 35,000 (2020: EUR 28,500)

In addition it is proposed that the Chairman of each Committee will further receive an annual remuneration of EUR 8,000.

The proposed meeting remuneration for the Board and Committee meetings is EUR 500 per person and per attended meeting. Compensation for travel and accommodation expenses as well as a daily allowance is paid in line with the Finnish Tax Administration's guidelines.

The Nomination Board proposes that 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 and the rest of the annual remuneration payable is paid in cash. The shares are acquired during a two-week time period from the time that the company's interim report for 1 January 2021–31 March 2021 is disclosed or as soon as possible in accordance with applicable legislation. The company will be responsible for all expenses and the possible transfer tax for acquiring 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 be decreased from nine and set at eight members.

13. Election of members of the Board of Directors

The Shareholders' Nomination Board proposes that of the current members of the Board of Directors, Johan Hammarén, Maria Jerhamre Engström, Harri Lauslahti, Olli-Petteri Lehtinen, Johannes Schulman, Lasse Svens and Arja Talma based on their consent, be re-elected for a term continuing up until the end of the next Annual General Meeting. For more information on the Board members proposed to be re-elected, please see the company's website at www.aktia.com.

The Shareholders' Nomination Board also proposes that Timo Vättö be elected as new Board member for the same term, based on his consent. Further information on the new Board member proposed to be elected has been attached to this release and can be found closer to the Annual General Meeting on the company's website www.aktia.com.

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 (10.16%) 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 Christina Dahlblom and Kari A.J. Järvinen 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 2021 is closed and continuing up until the Annual General Meeting 2022 has ended.

17. 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 Limited Liability 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 Limited Liability Companies Act, as follows:

A maximum amount of 6,967,000 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 16 April 2020.

18. 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 or retention.

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 16 April 2020.

19. 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.

The 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.

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 16 April 2020.

20. Resolution on the forfeit of the right to shares in the collective account and the rights the shares carry

The Board of Directors proposes that the Annual General Meeting resolves, in accordance with Chapter 3 Section 14 a Sub-section 3 in the Finnish Limited Liability Companies Act, on that the right to a share incorporated in the book-entry system and the rights that the share carries have been forfeited for the shares in Aktia Bank Plc's collective account.

The Board of Directors proposes that the forfeiture in accordance with the Limited Liability Companies Act would concern those shares still in the company's collective account and for which a request for registration to the book-entry account has not been put forward before the Annual General Meeting's decision on the matter on 13 April 2021.

The proposition concerns a maximum of 47,920 shares which on the day of this summons to the Annual General Meeting were registered on Aktia Bank Plc's collective account. The number of shares for which a request for registration has been put forward before the resolution from the Annual General Meeting and for which an exchange is performed at the latest on 13 April 2021 are deducted from the number of shares mentioned above.

The Board of Directors of the company proposes that the forfeited shares will be used to implementing the company's share incentive programme and remuneration.

The shares that are now subject to forfeiture are the maximum 47,920 Aktia shares that are still in the company's collective account. The shares were issued as a buffer in connection with the merger of Veritas Mutual Non-Life Insurance Company to Aktia Plc on 1 January 2009. Based on paid insurance premiums, the owner-customers of Veritas Mutual Non-Life Insurance Company received shares as a merger consideration.

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 summons 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 as well as the Remuneration Report for 2020 will be available on the above-mentioned website on 23 March 2021, at the latest. Copies of the above-mentioned documents will be sent to shareholders on request. The minutes of the Annual General Meeting will be available on the website mentioned above on 27 April 2021, at the latest.

C. Instructions for the attendees of the Annual General Meeting

1. Shareholders registered in the shareholders' register

To limit the spread of the coronavirus pandemic, the Annual General Meeting will be arranged so that neither shareholders nor their representatives can attend the Annual General Meeting in person. Shareholders and their representatives cannot attend the meeting through a live broadcast in real-time with the help of technical tools. Shareholders and their representatives can attend the Annual General Meeting and practice their rights as shareholders only by voting in advance and by making a counterproposal or asking questions in advance in accordance with the instructions below. Shareholders

that have registered their intention to attend the Annual General Meeting can watch the Annual General Meeting live online. Shareholders that are watching the Meeting in this way are not considered attendees of the Annual General Meeting and will therefore have no right to ask questions or vote at the Annual General Meeting. Shareholders are asked to note that the online broadcast is only arranged if it can be arranged so that all rules and recommendations in terms of the coronavirus pandemic issued by the authorities can be followed. Additional information about and instructions for watching the online broadcast are available on the company's website www.aktia.com.

Each shareholder, who is registered in the company's register of shareholders maintained by Euroclear Finland Ltd on 30 March 2021, has the right to attend 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.

The registration to attend and advance voting will be initiated on 12 March 2021 at 10.00 a.m. when the time period assigned for submitting counterproposals that are subject for voting has ended. Shareholders who are registered in the company's register of shareholders and who wish to attend the Annual General Meeting by voting in advance must register their intention to attend and vote in advance by 4.00 p.m. on 6 April 2021, at the latest.

When registering to attend, the requested information, such as the shareholder's name, personal ID or business identity code, address, e-mail address and telephone number must be given. If a shareholder is authorising a representative, the requested information about the representative, such as name and personal ID must also be given. The personal details that shareholders give to Aktia Bank Plc, Innovatics Oy or another representative appointed by the company will only be used for purposes associated with the Annual General Meeting and processing the relevant registrations.

Shareholders with a Finnish book-entry account can register and vote in advance on certain items of the agenda during 12 March–6 April 2021 as follows:

a) through the company's website www.aktia.com

For electronic registration and advance voting, Finnish personal ID or business identity code as well as strong identification of the shareholders or their representatives with Finnish banking codes or a mobile certificate are needed. The terms and instructions for the electronic advance voting are available on the company's website at www.aktia.com.

b) by mail or e-mail

Shareholders can send the advance voting form that as of 12 March 2021 is available on the company's website www.aktia.com or corresponding information by mail to Innovatics Oy at the address Innovatics Oy, Annual General Meeting/Aktia Bank Plc, Ratamestarinkatu 13 A, 00520 Helsinki or by email to agm@innovatics.fi. If shareholders are attending the Annual General Meeting by sending votes in advance to Innovatics Oy by mail or email before the end of the registration or advance voting period, this is considered a registration to attend the Annual General Meeting, provided that the above-mentioned information needed to register is included.

Representatives of shareholders, when returning an advance voting form, shall show a dated power of attorney or shall in some other reliable way be able to prove that they are entitled to represent the shareholder at the Annual General Meeting.

Instructions for the advance voting are also available on the company's website at www.aktia.com before the advance voting is initiated. More information is also available during the registration period by calling 010 2818 909 Monday–Friday at 9.00 am–12.00 pm and 1.00–4.00 pm.

2. Owners of nominee registered shares

A holder of nominee registered shares has the right to attend the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting 30 March 2021 would be entitled to be registered in the company's register of shareholders maintained by Euroclear Finland Ltd. Attendance 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 8 April 2021 at 10.00 am at the latest. For nominee registered shares this also constitutes registration to the Annual General Meeting.

Owners of nominee registered shares are advised in good time to request their custodian bank 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 account management organisation of the custodian bank registers a holder of nominee registered shares who wants to attend the Annual General Meeting into the company's temporary register of shareholders at the latest by the above-mentioned time. Additionally, the account management organisation of the custodian bank must see to that the advance voting takes place on behalf of the owners of nominee registered shares within the registration period for nominee registered shares.

3. Representatives and powers of attorney

Shareholders may attend the Annual General Meeting and exercise their rights through a representative. Shareholders' representatives need to present a dated power of attorney or in some other reliable way demonstrate their right to represent the shareholder at the Annual General Meeting. If a shareholder is represented by more than one representative at the General Meeting, each of whom represents the shareholder with shares by the shareholder in different book-entry accounts, the shares by which each representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

A power of attorney model and instructions on voting are available on the company's website at www.aktia.com on 12 March 2021 at the latest. Possible powers of attorney are primarily to be sent as an attachment to the registration to attend and the advance voting form or alternatively by email to agm@innovatics.fi or as an original by mail to the address Innovatics Oy, Annual General Meeting/Aktia Bank Plc, Ratamestarinkatu 13 A, 00520 Helsinki. The powers of attorney must be received by the addressee before the end of the registration period on 6 April at 4.00 p.m.

The representatives of shareholders must register and vote in advance and can also leave counterproposals and ask questions in a way that are described in the summons. Sending a power of attorney and advance votes before the end of the registration and advance voting period are considered as a registration to the Meeting if all the above-mentioned information necessary for registration has been provided.

Returning a power of attorney and advance votes to Innovatics Oy before the end of the time period for advance voting is considered a registration to attend the Annual General Meeting provided that the power

of attorney and instructions on voting include the details mentioned under C.1. that are required for registration.

4. Further instructions for attendees of the Annual General Meeting

A shareholder that owns at least one hundredth of all the shares in the company is entitled to give a counterproposal for all the proposals that have been presented on the agenda of the Annual General Meeting. Such counterproposals must be sent to the company by email to koncernjuridik@aktia.fi by 10 March 2021 at 4.00 pm. Shareholders that are putting forward a counterproposal must be able to show a report on their holding of shares when putting forward their counterproposal. A counterproposal is addressed at the Annual General Meeting only if the shareholder is entitled to attend the Annual General Meeting and if the shareholder on the record date for the Annual General Meeting owns at least one hundredth of all shares in the company. If a counterproposal is not addressed at the Annual General Meeting, the votes that have been given for the proposal are not considered. The company publishes possible counterproposals that are subject to voting on the company's website www.aktia.com by 12 March 2021.

Shareholders can ask questions about matters that are being considered at the Meeting in accordance with chapter 5, section 25 of the Finnish Limited Liability Companies Act up until 26 March 2021 by sending them by email to the address koncernjuridik@aktia.fi. Such questions from shareholders, the company's management's answers to them as well as other counterproposals than those put up to a vote are available on the company's website at www.aktia.com on 31 March 2021 at the latest. The prerequisite to be able to ask questions and put forward a counterproposal is that shareholders can show an adequate statement on their ownership of shares.

On the date of this summons to the Annual General Meeting, the total number of shares in Aktia Bank Plc is 69,674,173 shares, representing 69,674,173 votes.

Helsinki, 5 March 2021

AKTIA BANK PLC

BOARD OF DIRECTORS

Further information:

Lasse Svens, Chairman of the Board, tel. 020 786 1411

Mikko Ayub, CEO, tel. 010 247 6210

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www.aktia.com

*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 830 people around Finland. Aktia's assets under management (AuM) on 31 December 2020 amounted to EUR 10.4 billion, and the balance sheet total was EUR 10.6 billion. Aktia's shares are listed on Nasdaq Helsinki Ltd (AKTIA).
aktia.com.*