

Aktia Bank plc

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given to Aktia Bank plc shareholders of an Extraordinary General Meeting, to be held on Thursday, 21 September 2017 at 4.00 pm at Tekniskas salar, address Eerikinkatu 2, 00100 Helsinki. Persons who have registered their intention to attend will be welcomed from 3.00 pm onwards and voting sheets will be distributed. The Extraordinary General Meeting is held to take decision on amendment of the articles of association of Aktia Bank plc and thus to abolish the company's Board of Supervisors.

A. Matters on the agenda of the Extraordinary General Meeting

At the General Meeting, the following matters will be considered:

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. Decision on amendment of the articles of association of Aktia Bank plc

The articles of association of Aktia Bank plc are proposed to be amended so that the Board of Supervisors is abolished (Sections 8 and 9) and all references to the Board of Supervisors are deleted (Sections 4, 7, 10, 11 and 12). The election of board members is transferred from the Board of Supervisors to the General Meeting. A Nomination Board comprising representatives of the five largest shareholders is proposed to be established in the form of a new Section 8 in the articles of association for nomination of candidates for the Board of Directors for election at the General Meeting. In Section 10 the term of office for members of the Board of Directors is proposed to be amended from one calendar year to one term of office commencing at an Annual General Meeting and ending at the next Annual General Meeting.

The age limit of a Board Member in Section 9 is proposed to be abolished.

In Section 15 a currently outdated reference to an association of auditors authorised by the Chamber of Commerce is proposed to be deleted and replaced by "an association of auditors".

Further, some minor technical adjustments have been made to the articles of association.

The proposal for amended articles of association is attached to this notice and also available at www.aktia.com/Corporate Governance/Annual General Meeting.

7. Adoption of the Charter of the Shareholders' Nomination Board

The Extraordinary General Meeting is proposed to adopt a charter for the Shareholders' Nomination Board in accordance with the recommendation 18b of the Finnish Corporate Governance Code (2015). The

charter of the Shareholders' Nomination Board stipulates the duties and working processes of the Nomination Board.

The proposal for charter of the Shareholders' Nomination Board is attached to this notice and also available at www.aktia.com/Corporate Governance/Annual General Meeting.

8. Resolution on an extension of the term of office of the current Board of Directors and on remuneration for the Board of Directors

The Extraordinary General Meeting is proposed to adopt the decision taken by the Board of Supervisors 21 September 2017 to extend the term of office of the current Board of Directors from the end of this calendar year up until the General Meeting 2018 in order to facilitate at rhythm where the General Meeting elects the members of the Board of Directors and the Board's term of office runs from that General Meeting to the following General Meeting. At present, the Board of Directors comprise the following members: Dag Wallgren, Chairman, Lasse Svens, Vice Chairman, Christina Dahlblom, Stefan Damlin, Sten Eklundh, Kjell Hedman, Catharina Stackelberg and Arja Talma. More information about the present members of the Board of Directors is available at www.aktia.com/Corporate Governance.

Further, the Extraordinary General Meeting is proposed to adopt the decision taken by the Board of Supervisors 21 September 2017 that remuneration to the members of the Board for the period starting from the end of this calendar year up until the General Meeting 2018 shall be paid based on the remuneration adopted by the Board of Supervisors for the calendar year 2017.

- Chair EUR 61,200 p.a.
- Vice Chair EUR 34,650 p.a.
- Member EUR 27,140 p.a.

From the proportion of the annual remuneration paid for the period from the beginning of the calendar year (2018) up until the General Meeting 2018, 40 per cent of the remuneration shall be paid in the form of Aktia A shares.

The remuneration per meeting attended is EUR 500 for Board members and the remuneration for committee chairs is EUR 1,000 per meeting where they act as chairman.

Closing of the meeting

B. Documents of the Extraordinary General Meeting

The proposals that relate to the above agenda as well as this notice of the Extraordinary General Meeting are available on Aktia Bank plc's website www.aktia.com. 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 Extraordinary General Meeting will be available on the website mentioned above by 05/10/2017 at the latest.

C. Instructions for the participants in the Extraordinary General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on in the company's register of shareholders maintained by Euroclear Finland Ab as at 11/09/2017, has the right to participate in the Extraordinary 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 registered in the company's register of shareholders and who wish to participate in the Extraordinary General Meeting must register their intention to attend by 4.00 pm on 15/09/2017 at the latest. Participants can register for the Extraordinary General Meeting:

- 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)
- 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 Extraordinary General Meeting and preparing the relevant registrations.

2. Owners of nominee registered shares

Owners of nominee registered shares have the right to attend the Extraordinary 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 Extraordinary General Meeting 11/09/2017. 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 18/09/2017 at 10 am at the latest. For the nominee registered shares, this is also considered as registration to the Extraordinary General Meeting.

Owners of shares registered in the name of a trustee shall well in advance 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 Extraordinary General Meeting. The trustee's account management organisation requests owners of shares registered in the name of a trustee, who wish to attend the Extraordinary 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 Extraordinary General Meeting and exercise their rights through a representative. The shareholder's representatives 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 +358 10 247 6568.

4. Other information

Pursuant to chapter 5, section 25 of the Limited Liability Companies Act, shareholders present at the Extraordinary General Meeting have the right to request information with respect to the matters to be considered at the meeting.

On the day this notice of the Extraordinary General Meeting was drawn up, namely 08/08/2017, 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 52,440 series A shares and 6,658 series R shares, giving entitlement to a total of 185,600 votes, which the company owns itself, will not be taken into account. Further, series A shares, representing 767,286 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

For more information, please contact:

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