

Pohjola



Notice of Pohjola Bank plc's
Annual General Meeting

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Notice is hereby given that Pohjola Bank plc's (hereinafter the Company) Annual General Meeting (AGM) will be held in the Congress Wing of the Helsinki Exhibition & Convention Centre, Rautatietäisensäkatu 3, Helsinki (Eastern Pasila) on Friday, 22 March 2013 March, starting at 2.00 pm. The venue's location and travel information can be found on the Helsinki Exhibition & Convention Centre's website at www.finnexpo.fi > English > About the Exhibition & Convention Centre > Location and Connections (or Travel info and parking on the front page).

The venue will be open to shareholders registered for the Meeting from 1.00 pm and tea and coffee will be served in the reception area before the Meeting.

A. Items on the AGM's agenda

Agenda:

1. Opening of the Meeting
2. Calling the Meeting to order
3. Election of persons checking the minutes and supervising vote counting
4. Legality of the Meeting
5. Recording of those present and confirmation of voters list
6. Presentation of the Financial Statements, the Report by the Board of Directors and the Auditor's Report for 2012
 - President and CEO's review
7. Adoption of the Financial Statements
8. Decision on allocation of profit shown on the balance sheet and dividend distribution

The Board of Directors proposes to the AGM that a per-share dividend of EUR 0.46 be paid on Series A shares and EUR 0.43 on Series K shares, based on the Company's adopted balance sheet for the financial year that ended on 31 December 2012. The dividend record date is 27 March 2013 and the payment date 5 April 2013. In addition, the Board of Directors proposes that a maximum of EUR 150,000 be available to the Board of Directors reserved from the distributable funds for donations and other charitable contributions.

9. Decision on discharge from liability of members of the Board of Directors and President and CEO
10. Decision on emoluments payable to the Board of Directors

With approximately 61% of votes conferred by the shares of Pohjola Bank plc, OP-Pohjola Group Central Cooperative has announced that it will propose to the AGM that monthly Board emoluments be as follows: EUR 8,000 payable to the Chairman, EUR 5,500 payable to the Vice Chairman and

EUR 4,500 payable to other Board members. An additional monthly emolument of EUR 1,000 will be paid to such Board committee chairs who are not the Chairman or Vice Chairman of the Board. These monthly Board emoluments are treated as pensionable salary, in accordance with the proposal. In addition, the proposed attendance allowance is EUR 550 per Board meeting and Committee meeting. It is proposed that daily allowances and compensation for travel expenses be payable in accordance with the Group's Travel Expenses Regulations. The proposed emoluments equal the current ones.

11. Decision on the number of members of the Board of Directors

By law, the Chairman of OP-Pohjola Group Central Cooperative's Executive Board acts as the Chairman of the Company's Board of Directors and the Vice Chairman of OP-Pohjola Group Central Cooperative's Executive Board acts as the Vice Chairman of the Board of Directors, and the Board comprises a minimum of three (3) and a maximum of six (6) other members elected by the AGM. OP-Pohjola Group Central Cooperative has announced that it will propose to the AGM that the Board of Directors comprise eight (8) members. The current number of Board members is eight (8).

12. Election of members of the Board of Directors

OP-Pohjola Group Central Cooperative has announced that it will propose to the AGM that President and CEO Jukka Hienonen, Managing Director Jukka Hulkkonen, Managing Director Mirja-Leena (Mirkku) Kullberg, President and CEO Harri Sailas and Tom von Weymar be re-elected to the Board of Directors, in accordance with their consent. Merja Auvinen, Deputy Managing Director, has announced that she will not stand for re-election to the Board of Directors. Accordingly, OP-Pohjola Group Central Cooperative proposes that Marja Partio (56), Managing Director of Kymenlaakson Osuuspankki, be elected to replace Merja Auvinen. Personal details on the Board nominees are available at www.pohjola.com > Investor Relations > Corporate Governance > Annual General Meetings. The Board members' term of office terminates upon the closing of the AGM following their election. In addition, the Board of Directors has a Chairman, Reijo Karhinen, Executive Chairman and CEO of OP-Pohjola Group, who chairs the Executive Board of OP-Pohjola Group Central Cooperative, the central institution of OP-Pohjola Group; and a Vice Chairman, Tony Vepsäläinen, who acts as Chief Business Development Officer of OP-Pohjola Group Central Cooperative.

13. Decision on auditors' remuneration

OP-Pohjola Group Central Cooperative has announced that it will propose to the AGM that auditors' remuneration be paid based on a reasonable invoiced amount.

14. Election of auditors

OP-Pohjola Group Central Cooperative has announced that it will propose to the AGM that KPMG Oy Ab, a firm of authorised public accountants, be re-elected the Company's auditor, in accordance with its consent, with the term of office terminating upon the closing of the AGM following its election.

15. Authorisation given to the Board of Directors to decide on a share issue

The Board of Directors proposes that the AGM authorise the Board of Directors to decide on one or several rights issues. The total number of Series A and Series K shares offered for subscription in such a rights issue may not exceed 24,000,000 and 6,000,000, respectively.

According to the proposal, the Board of Directors is also authorised to waive the shareholders' pre-emptive right (private placement), should there be, from the Company's perspective, a financially cogent reason to do so, in accordance with the Limited Liability Companies Act. In such a case, this authorisation may be exercised for the purpose of financing and executing company acquisitions or other transactions relating to the Company's business.

The authorisation contains the Board of Directors' right of stipulating the terms and conditions of a share issue and on other matters relating to these measures. Based on the proposal, the Board of Directors also has the right to decide on whether the subscription price will be entered in full or in part in the reserve for invested non-restricted equity or share capital.

It is proposed that the Board authorisation be valid until 22 March 2014.

16. Closing of the Meeting

B. Meeting documents

The aforementioned proposals made by the Board of Directors, this Notice of Annual General Meeting and other documents for the AGM, as prescribed by the Limited Liability Companies Act and the Securities Markets Act, are available for inspection by shareholders at www.pohjola.com. The Company's Financial Statements, Report by the Board of Directors, Corporate Governance Statement and Auditor's Report will be available on the aforementioned website approximately as of 1 March 2013.

The presentation material based on the President and CEO's review at the AGM will be available in Finnish, Swedish and English on the Company's website at www.pohjola.com > Investor Relations > Corporate Governance > Annual General Meetings after the AGM. The Minutes of the AGM will be

available for inspection on the aforementioned website in two weeks' time after the AGM.

C. Instructions for AGM attendants

1. Right to attend the AGM and registration for the AGM

The AGM will be open to all shareholders registered on the record date for the AGM, Tuesday, 12 March 2013, in the Company's Shareholder Register, maintained by Euroclear Finland Ltd. A shareholder whose shares have been entered in his personal book-entry securities account is listed on the Company's Shareholder Register.

Shareholders wishing to attend the AGM must inform the Company thereof no later than 4.00 pm on Friday, 15 March 2013. Shareholders may begin to register for the AGM as of 19 February 2013, Tuesday, starting at 8.00 am:

- on the Company's website at www.pohjola.com;
- by telephone, +358 (0)10 252 2900, Mon.-Fri. from 9.00 am until 4.00 pm;
- by fax, +358 (0)10 252 3646; or
- by letter, Pohjola Bank plc, Anna Eskelinen/Vä4/3rd floor, P.O. Box 308, FI-00013 Pohjola.

The registration, including the shareholder's name, personal identity code (or date of birth) or business ID, address, telephone number and the name of any authorised representative or assistant and the authorised representative's personal identity code, must arrive at the Company by the abovementioned deadline. These personal details will be used only in connection with the AGM and any related necessary handling of registrations.

2. Authorised representative and power of attorney

A shareholder may use an authorised representative to exercise his rights at the AGM. A shareholder's authorised representative must present a dated power of attorney or otherwise prove in a reliable manner that he is authorised to represent the shareholder.

A shareholder may have several authorised representatives who represent him through shares in different book-entry accounts. In such a case, the shareholder must, in connection with registration, notify of the shares on the basis of which each authorised representative represents him.

For the purpose of facilitating arrangements for the AGM, any powers of attorney should be sent by letter, Pohjola Bank plc, Anna Eskelinen Vä4/3rd floor, P.O. Box 308, FI-00013 Pohjola, or by fax +358 (0)10 252 3646, by the deadline for registration stated above. A power of attorney template is available at www.pohjola.com > Investor Relations > Corporate Governance > Annual General Meetings.

A shareholder may also authorise a representative by filing such authorisation electronically when registering for the AGM at www.pohjola.com > Investor Relations > Corporate Governance > Annual General Meetings. For this purpose, the shareholder needs to provide the number of his book-entry account.

3. Holder of nominee-registered shares

A holder of nominee-registered shares wishing to attend the AGM must be reported for temporary entry into the Company's Shareholder Register no later than 10.00 am (Finnish time) on Monday, 18 March 2013. Such reporting for temporary entry requires that the holder of nominee-registered shares should have had the right to be entered into the Company's Shareholder Register on the basis of the same shares on 12 March 2013, the record date for the AGM. Reporting for temporary entry into the Shareholder Register is considered registration for the AGM.

The asset manager's account operator shall report for said entry. A holder of nominee-registered shares should ask his asset manager well in advance for the necessary instructions relating to reporting for entry into the Shareholder Register, the issue of powers of attorney and registration for the AGM. Further information on this matter can also be found at www.pohjola.com > Investor Relations > Corporate Governance > Annual General Meetings.

4. Other information

A shareholder present at the AGM has the right to present questions about matters discussed at the Meeting, in accordance with Chapter 5, Section 25 of the Limited Liability Companies Act. He may send such a question in advance to the Company's Investor Relations by email to [ir\(a\)pohjola.fi](mailto:ir(a)pohjola.fi).

On 19 February 2013, the date of release of Notice of the Annual General Meeting, the number of Company shares totals 319,551,415, Series A shares and Series K shares numbering 251,942,798 and 67,608,617, respectively. On the same date, the votes conferred by Company shares totals 589,985,883, the votes conferred by Series A shares and Series K shares totalling 251,942,798 and 338,043,085, respectively.

Helsinki, 18 February 2013

Pohjola Bank plc
Board of Directors

For more information, please send email to [ir\(a\)pohjola.fi](mailto:ir(a)pohjola.fi)