

**SUPPLEMENT NUMBER 2 DATED 12 JUNE 2015 TO THE BASE PROSPECTUS  
DATED 17 FEBRUARY 2015**



**POHJOLA BANK PLC**

*(incorporated with limited liability in the Republic of Finland)*

**EUR 15,000,000,000 Programme for the Issuance of Debt Instruments**

This supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the Base Prospectus dated 17 February 2015, as supplemented by a supplemental prospectus dated 29 April 2015 (together, the "**Base Prospectus**") prepared by Pohjola Bank plc (the "**Bank**" or "**Pohjola Bank**") in connection with its Programme for the Issuance of Debt Instruments (the "**Programme**") for the issuance of up to EUR 15,000,000,000 in aggregate principal amount of instruments (the "**Instruments**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

## **IMPORTANT NOTICES**

Pohjola Bank accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Instruments issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

## DOCUMENTS INCORPORATED BY REFERENCE

The purpose of this Supplement is to incorporate by reference in the Base Prospectus, Pohjola Bank plc's audited consolidated financial statements (including the report by the board of directors and auditors' report thereon and notes thereto) in respect of the year ended 31 December 2014 (the "**2014 Financial Statements**") which have been filed with the FCA and shall be deemed to be incorporated by reference in, and form part of, this Supplement and the Base Prospectus, except for:

(i) the seventh paragraph entitled "Outlook for 2015" under the heading "Report by the Board of Directors for 2014" on page 1 of the 2014 Financial Statements; and

(ii) the paragraph entitled "Outlook for 2015" under the heading "Report by the Directors for 2014" on page 21 of the 2014 Financial Statements,

which are not incorporated in and do not form part of this Supplement and the Base Prospectus.

Any information contained in the 2014 Financial Statements which is not incorporated by reference in this Supplement is either not relevant to investors or is covered elsewhere in the Base Prospectus or Supplement.

If the 2014 Financial Statements incorporated by reference in this Supplement itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement.

A copy of the 2014 Financial Statements have been filed with the National Storage Mechanism (and will be available for inspection at <http://www.morningstar.co.uk/uk/nsm>) and can be obtained, free of charge, from the registered office of the Bank (Teollisuuskatu, 1b FIN-00510, Helsinki, Finland) or the Bank's website (<http://www.pohjola.fi>).