

**SUPPLEMENT NUMBER 6 DATED 15 APRIL 2014 TO THE BASE PROSPECTUS  
DATED 30 MAY 2013**



**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 30 May 2013, as supplemented by a first supplemental prospectus dated 31 July 2013, a second supplemental prospectus dated 3 October 2013, a third supplemental prospectus dated 30 October 2013, a fourth supplemental prospectus dated 14 February 2014 and a fifth supplemental prospectus dated 20 February 2014 (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.

In accordance with Section 87Q(4)-(6) of the Financial Services and Markets Act 2000, investors who have agreed to purchase or subscribe for any Instruments before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances.

## RECENT DEVELOPMENTS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

The statement:

"OP-Pohjola Group Central Cooperative ("**OP-Pohjola**") announced, on 2 April 2014, that the voluntary public tender offer made public on 6 February 2014, in which OP-Pohjola offered to buy all Pohjola Bank's outstanding Series A and K shares that were not already held by OP-Pohjola (the "**Tender Offer**"), would be completed on or around 8 April 2014. The execution of the trades on 8 April 2014 based on the Tender Offer has increased the total shareholding of OP-Pohjola in Pohjola Bank to 94.05% of all Pohjola Bank shares and the votes conferred by the shares to 96.78% of all the votes. After the completion of the Tender Offer, OP-Pohjola Group Central Cooperative's intention is to redeem the shares of the minority shareholders, and to exercise its control in Pohjola Bank plc to have Pohjola Bank plc apply for permission from the Helsinki Stock Exchange to cease trading in Pohjola Bank plc's A shares on the official list of the Helsinki Stock Exchange and to delist the A shares from such official list. The intention of OP-Pohjola Group Central Cooperative is for Pohjola Insurance Ltd and Pohjola Asset Management Ltd, which are owned by Pohjola Bank plc, to be transferred through various structural arrangements to OP-Pohjola Group Central Cooperative as fully-owned direct subsidiaries, as well as for Pohjola Bank plc and Helsinki OP Bank Plc to merge."

is to be supplemented to the following points of the Base Prospectus:

- (i) section entitled "Information on Pohjola Bank" under the heading "Pohjola Bank as Part of OP-Pohjola Group" after the first paragraph on page 70;
- (ii) section entitled "Information on Pohjola Bank" under the heading "Shares and Major Shareholders" after the last paragraph on page 75; and
- (iii) section entitled "Information on OP-Pohjola Group and the Central Cooperative" under the heading "OP-Pohjola Group Central Cooperative's Subsidiaries" after the last sentence of the first paragraph beginning with words "*Pohjola Bank acts as OP-Pohjola Group's central bank...*" on page 79.