

SUPPLEMENT NUMBER 2 DATED 3 OCTOBER 2013 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 (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.

RECENT DEVELOPMENTS

The Board of Directors of Pohjola Bank has appointed Jouko Pölönen to act as Pohjola Bank's President and CEO as of 15 November 2013. Jouko Pölönen, 43, is currently acting as Pohjola Insurance Ltd's President and will also continue to act as Pohjola Insurance Ltd's President after he adopts the role of President and CEO of Pohjola Bank.

Mr Jouko Pölönen will be the Chairman of the Executive Committee of Pohjola Group from 15 November 2013. His main positions of trust outside of Pohjola Group are as follows:

- Non-life Insurance Executive Committee of the Federation of Finnish Financial Services: member
- The Federation of Accident Insurance Institutions: Chairman of the Board of Directors

On 30 June 2013 Mr Jouko Pölönen held 12,273 Series A shares of Pohjola Bank.

As of 3 October 2013, there are no potential conflicts of interest between Mr Jouko Pölönen's duties to the Bank and his other duties and private interests.

All references in the Base Prospectus to the President and CEO shall be deemed to refer to Jouko Pölönen with effect from 15 November 2013.