

## FINAL TERMS

### PART A CONTRACTUAL TERMS

dated 9 September 2011

**Pohjola Bank plc** ("**Pohjola Bank**" or the "**Issuer**")  
*(Incorporated in Finland with limited liability)*

Issue of EUR 100,000,000 5.25 per cent. Subordinated Instruments due 14 September 2021  
under the **EUR 15,000,000,000 Programme for the Issuance of Debt Instruments**

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Instruments in any Member State of the European Economic Area which has implemented the Prospectus Directive (as defined below) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Instruments. Accordingly any person making or intending to make an offer in that Relevant Member State of the Instruments may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Instruments in any other circumstances.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 5 November 2010, as supplemented by the supplemental Base Prospectus dated 9 February 2011, supplemental Base Prospectus dated 8 March 2011, supplemental Base Prospectus dated 5 May 2011, supplemental Base Prospectus dated 6 June 2011 and supplemental Base Prospectus dated 3 August 2011, which together constitute a base prospectus for the purposes of Prospectus Directive. The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU.

This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the offices of Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB and on Pohjola Bank plc's website (<http://www.pohjola.com>) and [www.londonstockexchange.com/rns](http://www.londonstockexchange.com/rns) and copies may be obtained from the registered office of Pohjola Bank plc at Teollisuuskatu 1b, FIN-00510 Helsinki, Finland.

1. (i) Issuer: Pohjola Bank plc
2. (i) Series Number: 127  
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Euro ("EUR")
4. Aggregate Nominal Amount of Instruments: EUR 100,000,000  
(i) Series: EUR 100,000,000  
(ii) Tranche: EUR 100,000,000
5. Issue Price: 99.612 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: EUR 100,000  
(ii) Calculation Amount: EUR 100,000
7. (i) Issue Date: 14 September 2011  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 14 September 2021
9. Interest Basis: 5.25 per cent. Fixed Rate  
Condition 5A is applicable.  
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest or Redemption/  
Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. Status of the Instruments: Subordinated Instruments. Conditions 3B  
and 7B are applicable.  
  
(i) Date Board approval for issuance  
of Instruments obtained: 18 May 2011
14. Method of distribution: Non-syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15. **Fixed Rate Instrument Provisions** Applicable
- (i) Rate(s) of Interest: 5.25 per cent. per annum payable annually in arrear
- (ii) Interest Payment Date(s): 14 September in each year, adjusted in accordance with the Modified Following Business Day Convention. No adjustments will be made to Fixed Coupon Amounts. Business Day shall mean a day in which banks are for the entire day open for business in London and which is a TARGET Settlement Day.
- (iii) Fixed Coupon Amount(s): EUR 5,250 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Other terms relating to the method of calculating interest for Fixed Rate Instruments: Not Applicable
16. **Floating Rate Instrument Provisions** Not Applicable
17. **Zero Coupon Instrument Provisions** Not Applicable
18. **Index-Linked Interest Instrument Provisions** Not Applicable
19. **Dual Currency Instrument Provisions** Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

20. **Call Option** Not Applicable
21. **Put Option** Not Applicable
22. **Final Redemption Amount** EUR 100,000 per Calculation Amount
23. **Early Redemption Amount**
- Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if
- EUR 100,000 per Calculation Amount

different from that set out in the Conditions):

## GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

- |     |   |   |
|-----|---|---|
| 24. | Form of Instruments:  | <b>Bearer Instruments:</b><br><br>Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for Definitive Instruments in the limited circumstances specified in the Permanent Global Instrument |
| 25. | New Global Instrument:  | Yes   |
| 26. | Financial Centre(s) or other special provisions relating to payment dates:  | London, TARGET 2  |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature):   | No  |
| 28. | Details relating to Partly Paid Instruments: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Instruments and interest due on late payment: | Not Applicable  |
| 29. | Details relating to Instalment Instruments: amount of each instalment, date on which each payment is to be made:  | Not Applicable  |
| 30. | Redenomination, renominalisation and reconventioning provisions   | Not Applicable  |
| 31. | Other final terms:  | Not Applicable  |

## DISTRIBUTION

- |     |                                      |                |
|-----|--------------------------------------|----------------|
| 32. | (i) If syndicated, names of Managers | Not Applicable |
|     | (ii) Stabilising Manager(s) (if      | Not Applicable |

any):

- 33. If non-syndicated, name and address of Dealer: Pohjola Bank plc / Pohjola Markets  
Teollisuuskatu 1b  
FIN-00510 Helsinki  
Finland
- 34. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA  
D
- 35. Additional selling restrictions: Not Applicable

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of the London Stock Exchange of the Instruments described herein pursuant to the EUR 15,000,000,000 Programme for the Issuance of Debt Instruments of Pohjola Bank plc.

**RESPONSIBILITY**

Pohjola Bank plc accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: ..... By: .....

Duly authorised

Duly authorised

**PART B  
OTHER INFORMATION**

**1. LISTING**

Admission to trading: Application has been made by the Issuer (or on its behalf) for the Instruments to be admitted to trading on the regulated market of the London Stock Exchange with effect from on or around the Issue Date.

Estimate of total expenses related to admission to trading: GBP 2,700

**2. RATINGS**

Ratings: The Instruments to be issued are expected to be rated:

S & P: A+

Moody's: Aa3 (on review for a possible downgrade)

Fitch: A+

Each of Standard & Poor's Credit Market Services Europe Ltd., Moody's Investors Services Ltd. and Fitch Ratings Limited is established in the European Union and has applied for registration under Regulation (EU) No 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.

A rating is not a recommendation to buy, hold or sell securities and may be subject to suspension or withdrawal at any time.

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer.

4. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus

(ii) Estimated net proceeds: EUR 99,612,000

(iii) Estimated total expenses: Not applicable

5. Indication of yield: 5.301 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. **OPERATIONAL INFORMATION**

ISIN Code: XS0677081993

Common Code: 067708199

CUSIP: Not Applicable

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking Societe Anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

New Global Instrument intended to be held in a manner which would allow Eurosystem eligibility: No