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## Pohjola Bank plc's Annual General Meeting 2013 and Proposals by the Board of Directors to the Annual General Meeting

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Pohjola Bank plc  
STOCK EXCHANGE RELEASE  
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Pohjola Bank plc's Annual General Meeting 2013 and Proposals by the Board of Directors to the Annual General Meeting

Pohjola Bank plc's Board of Directors has decided that the Annual General Meeting (AGM) be held in the Helsinki Exhibition & Convention Centre on Friday, 22 March 2013, starting at 2.00 pm.

Notice of the Meeting will be published as a stock exchange release on Monday 18 February 2013 and on the Company's website on Tuesday 19 February 2013. An announcement of the Meeting will appear in Helsingin Sanomat and Hufvudstadsbladet on 19 February 2013. Registration for the Meeting will begin on 19 February 2013 at 8.00 am.

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. In addition, the Board of Directors has decided to propose to the AGM that the AGM authorise the Board of Directors to decide on one or several share issues.

### 1. Allocation of distributable funds for the financial year 2012

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.

### 2. Authorisation to decide on one or several rights issues

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.

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.

Pohjola Bank plc

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Carina Geber-Teir  
Chief Communications Officer

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Pohjola Bank plc is a Finnish financial services group which provides its customers with banking, non-life insurance and asset management services. Our mission is to promote the prosperity, security and wellbeing of our customers. Profitable growth and an increase in company value form our key objectives. Pohjola Group serves corporate customers in Finland and abroad by providing an extensive range of financial, investment, cash-management and non-life insurance services. We offer non-life insurance and private banking services to private customers. Pohjola Series A shares have been listed on the Large Cap List of the NASDAQ OMX Helsinki since 1989. The number of shareholders totals around 32,000. Pohjola's consolidated earnings before tax came to 374 million euros in 2012 and the balance sheet total amounted to 45 billion euros on 31 December 2012. Pohjola is part of OP-Pohjola Group, the leading financial services group in Finland with over four million customers.