

Proposals for Members of Pohjola Bank plc's Board of Directors and Auditors and Their Remuneration

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Pohjola Bank plc
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With around 61% of the votes conferred by Pohjola Bank plc shares, OP-Pohjola Group Central Cooperative has announced that it will propose to Pohjola Bank plc's Annual General Meeting (AGM) of 22 March 2013 that eight members be elected to the Company's Board of Directors. It proposes that the following existing members be re-elected: Mr Jukka Hienonen, President and CEO; Mr Jukka Hulkkonen, Managing Director; Ms Mirku Kullberg, Managing Director; Mr Harri Sailas, President and CEO; and Mr Tom von Weymarn. Ms Merja Auvinen, Deputy Managing Director, has announced that she will not stand for re-election to the Board of Directors. Accordingly, OP-Pohjola Group Central Cooperative proposes that Ms Marjo Partio (56), Managing Director of Kymenlaakson Osuuspankki, be elected to replace Ms Auvinen.

On the basis of their duties as per the Articles of Association, the following persons are members of Pohjola Bank plc's Board of Directors: Mr Reijo Karhinen, Chairman of the Executive Board of OP-Pohjola Group Central Cooperative and Executive Chairman and CEO of OP-Pohjola Group, as Chairman of the Board of Directors; and Mr Tony Vepsäläinen, Vice Chairman of the Executive Board of OP-Pohjola Group Central Cooperative, Chief Business Development Officer, as Vice Chairman of the Board of Directors.

OP-Pohjola Group Central Cooperative has also announced that it will propose to the AGM that monthly Board emoluments be as follows: EUR 8,000 payable to the Chairman, EUR 5,500 payable to the Vice Chairman and EUR 4,500 payable to other Board members. An additional monthly emolument of EUR 1,000 will be paid to such Board committee chairs who are not the Chairman or Vice Chairman of the Board. In addition, the proposed attendance allowance per meeting is EUR 550. An attendance allowance also applies to the meetings of Board Committees. These monthly Board emoluments are treated as pensionable salary, in accordance with the proposal. The proposed emoluments equal those paid in 2012.

OP-Pohjola Group Central Cooperative has announced that it will propose that KPMG Oy Ab, a firm of authorised public accountants, be re-elected the Company's auditor. OP-Pohjola Group Central Cooperative proposes that auditor's remuneration be based on a reasonable invoiced amount.

The proposed new Board member, Marjo Partio, M.Sc. (Econ. & Bus. Adm.) and DBA, has acted as Managing Director of Kymenlaakson Osuuspankki and its predecessor since 1996. Before that, she acted as Investment Manager and Bank Manager of Kouvola Seudun Osuuspankki, among other things. Ms Partio joined the payroll of the then OP Bank Group in 1981. She also sat on OP-Pohjola Group Central Cooperative's Supervisory Board from 2007 until 2012, acting as member of the Working Committee from 2006-12 and Vice Chairman of Kaakkois-Suomen OP-liitto from 2003-09. She has been a member of the South-East Finland Regional Advisory Committee of the Federation of Finnish Industries since 2005.

Pohjola Bank plc

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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 in-

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.