Pohjola Bank plc’s Annual General Meeting

Helsinki Exhibition & Convention Centre
20 March 2014, 2.00 pm
1. Opening of the Meeting

Chairman of the Board of Directors
Reijo Karhinen
Exceptional circumstances still prevailing

Market interest rates
Market rate expectations from March/2014 onwards as of 10 March 2014

3-month Euribor

Source: Reuters EcoWin
Core Tier 1 ratio excluding transitional provisions
All-time high EBT in 2013

€ mn

2009 265 107
2010 308 126
2011 258 129
2012 372 145
2013 473 212

Pohjola's EBT
Dividends paid by Pohjola*

* Dividend proposed by the Board of Directors for 2013
Is Pohjola a proper listed company?
Pohjola’s very concentrated ownership

Shareholdings, %, 31 Dec. 2013

- Other shareholders: 45%
- Parent and other OP-Pohjola Group institutions: 55%

Votes, %, 31 Dec. 2013

- Other shareholders: 24%
- Parent and other OP-Pohjola Group institutions: 76%
Act on the Amalgamation of Deposit Banks: “The central institution is under an obligation to control its member banks in a consistent manner.”
In OP-Pohjola’s long history, the chapter when part of OP-Pohjola was listed on a stock exchange was successful but short.
2. Calling the Meeting to Order
3. Election of Persons
Checking the Minutes and Supervising Vote Counting
4. Legality of Meeting
5. Recording of Those Present and Confirmation of Voters List
6. Presenting the Financial Statements, Report by the Board of Directors and Auditor’s Report for 2013

Review by President and CEO
Jouko Pölönen
President and CEO’s Review

- Business performance
- Financial performance
- Balance sheet and capital adequacy
- Proposed dividend distribution
- Events after the reporting period
- Outlook for 2014
Pohjola’s Executive Committee

**Tarja Ollilainen**  
Senior Executive Vice President,  
Human Resources, Pohjola Bank plc

**Vesa Aho**  
CFO, Pohjola Bank plc
Pohjola’s Executive Committee

Petri Viertiö
CRO,
Pohjola Bank plc

Hannu Jaatinen
Acting Executive Vice President,
Banking,
Pohjola Bank plc
Pohjola’s Executive Committee

Karri Alameri
President,
Pohjola Asset Management Ltd
Business Performance
Group Earnings Before Tax €473 million

Earnings before tax by business line, € mn

- Banking: 221\,251
- Non-life Insurance: 92\,167
- Asset Management: 32\,24
- Group Functions: 27\,32
- Total: 372\,473
Banking

Hannu Jaatinen
Acting Executive Vice President, Banking
b. 1957
M.Sc. (Econ. & Bus. Adm.), eMBA
Strong 2013 especially for Corporate Banking

Banking’s earnings before tax by division, € mn

<table>
<thead>
<tr>
<th>Year</th>
<th>Corporate banking</th>
<th>Markets</th>
<th>Baltic banking</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>117</td>
<td>48</td>
<td>77</td>
</tr>
<tr>
<td>2010</td>
<td>133</td>
<td>55</td>
<td>55</td>
</tr>
<tr>
<td>2011</td>
<td>199</td>
<td>60</td>
<td>141</td>
</tr>
<tr>
<td>2012</td>
<td>221</td>
<td>70</td>
<td>152</td>
</tr>
<tr>
<td>2013</td>
<td>251</td>
<td>66</td>
<td>185</td>
</tr>
</tbody>
</table>

Legend:
- Orange: Corporate banking
- Light grey: Markets
- Dark grey: Baltic banking
Pohjola’s 5% Growth in Loan Portfolio above Industry Average Growth of 4%

Market share improved by 0.6 pps to 22.1% (Dec./2013)
Average Corporate Loan Margin Up by 5 bps and Average Margin of Senior Wholesale Funding at Previous Year’s Level

<table>
<thead>
<tr>
<th>Year</th>
<th>Average Corporate Loan Margin</th>
<th>Average Margin of Senior Wholesale Funding</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>1.33%</td>
<td>0.14%</td>
</tr>
<tr>
<td>2010</td>
<td>1.36%</td>
<td>0.22%</td>
</tr>
<tr>
<td>2011</td>
<td>1.34%</td>
<td>0.27%</td>
</tr>
<tr>
<td>2012</td>
<td>1.52%</td>
<td>0.40%</td>
</tr>
<tr>
<td>2013</td>
<td>1.57%</td>
<td>0.40%</td>
</tr>
</tbody>
</table>
Net commissions and fees rose in lending and payment transactions in particular

Net commissions and fees, € mn

2009 | 2010 | 2011 | 2012 | 2013
---|---|---|---|---
85 | 93 | 97 | 96 | 100

- Markets and others
- Payment transactions
- Guarantees and documentary payments
- Lending
Good Quality Loan Portfolio and Lower Impairment Losses

€ mn

<table>
<thead>
<tr>
<th>Year</th>
<th>Credit loss recoveries and reversal of impairments, € mn</th>
<th>New impairments, € mn</th>
<th>Net impairments, € mn</th>
<th>Ratio of impairments of receivables to loan and guarantee portfolio, %</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>117</td>
<td>0.87%</td>
<td>0.87%</td>
<td></td>
</tr>
<tr>
<td>2010</td>
<td>105</td>
<td>0.75%</td>
<td>0.75%</td>
<td></td>
</tr>
<tr>
<td>2011</td>
<td>49</td>
<td>0.33%</td>
<td>0.33%</td>
<td></td>
</tr>
<tr>
<td>2012</td>
<td>54</td>
<td>0.34%</td>
<td>0.34%</td>
<td></td>
</tr>
<tr>
<td>2013</td>
<td>35</td>
<td>0.20%</td>
<td>0.20%</td>
<td></td>
</tr>
</tbody>
</table>
Pohjola Leading Manager in Finnish EUR-denominated Corporate Bond Issues

Lead manager performance in Finnish EUR-denominated corporate bond issues, € mn and volume, 2013

<table>
<thead>
<tr>
<th>Rank</th>
<th>Lead Manager</th>
<th>€ mn</th>
<th>Number of Issues</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Pohjola</td>
<td>984</td>
<td>16</td>
</tr>
<tr>
<td>2</td>
<td>Nordea</td>
<td>538</td>
<td>9</td>
</tr>
<tr>
<td>3</td>
<td>Danske</td>
<td>458</td>
<td>8</td>
</tr>
<tr>
<td>4</td>
<td>Deutsche</td>
<td>329</td>
<td>4</td>
</tr>
<tr>
<td>5</td>
<td>SEB</td>
<td>300</td>
<td>3</td>
</tr>
<tr>
<td>6</td>
<td>Alexander CF</td>
<td>275</td>
<td>2</td>
</tr>
<tr>
<td>7</td>
<td>Barclays</td>
<td>229</td>
<td>2</td>
</tr>
<tr>
<td>8</td>
<td>Credit Agricole</td>
<td>148</td>
<td>2</td>
</tr>
<tr>
<td>9</td>
<td>Credit Suisse</td>
<td>148</td>
<td>2</td>
</tr>
<tr>
<td>10</td>
<td>HSBC</td>
<td>125</td>
<td>2</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>3896</td>
<td>35</td>
</tr>
</tbody>
</table>

Source: Bloomberg, Pohjola Markets
Operating Cost/Income Ratio at Good Level Despite the Bank Levy

Operating cost/income ratio, %

<table>
<thead>
<tr>
<th>Year</th>
<th>Operating Cost/Income Ratio, %</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>35</td>
</tr>
<tr>
<td>2010</td>
<td>35</td>
</tr>
<tr>
<td>2011</td>
<td>35</td>
</tr>
<tr>
<td>2012</td>
<td>34</td>
</tr>
<tr>
<td>2013</td>
<td>36</td>
</tr>
</tbody>
</table>

- Operating cost/income ratio, %
- Strategic target < 35%
Non-life Insurance

Jouko Pölönen
President,
Pohjola Insurance Ltd
b. 1970
M.Sc. (Econ. & Bus. Adm.), eMBA
Marked improvement in Non-life Insurance EBT as a result of strong balance on technical account and investment income

Earnings before tax, € mn

- 2009: 102
- 2010: 83
- 2011: 8
- 2012: 92
- 2013: 167
Insurance premium revenue up 11%; more than the 6% market growth rate (preliminary information)

Insurance premium revenue by division and change, € mn

<table>
<thead>
<tr>
<th>Division</th>
<th>2012</th>
<th>2013</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Private Customers</td>
<td>566</td>
<td>630</td>
<td>+11%</td>
</tr>
<tr>
<td>Corporate Customers</td>
<td>513</td>
<td>567</td>
<td>+10%</td>
</tr>
<tr>
<td>Baltic States</td>
<td>46</td>
<td>52</td>
<td>+13%</td>
</tr>
<tr>
<td>Total</td>
<td>1126</td>
<td>1249</td>
<td>+11%</td>
</tr>
</tbody>
</table>
Pohjola Strengthened Its Leading Market Position

Market share in 2012 by non-life insurer

- Others
- Fennia 8.6%
- Local 26.7%
- Tapiola 26.0%
- Pohjola 29.1%
- If (incl. Tryg) 9.6%

Pohjola preliminary information 2013 approx. 30%
The number of customers shared by Banking and Non-life Insurance increased by 94,000 in 2013.
Growth in Loyal Customer Households over 45,000

- **Growth of loyal customer households**
- **Number of loyal customer households**


- 2005: 0
- 2006: 10,000
- 2007: 20,000
- 2008: 30,000
- 2009: 40,000
- 2010: 50,000
- 2011: 60,000
- 2012: 70,000
- 2013: 80,000

Number:
- 2005: 0
- 2006: 10,000
- 2007: 20,000
- 2008: 30,000
- 2009: 40,000
- 2010: 50,000
- 2011: 60,000
- 2012: 70,000
- 2013: 80,000

Values:
- 2005: 0
- 2013: 80,000

Total:
- 2005: 0
- 2013: 80,000
Excellent operating profitability* thanks to higher insurance premium revenue and the efficiency-enhancement programme

*) excl. changes in reserving bases and amortisation of intangible assets
Return on Investments at Fair Value Lower than Year Before Due to Higher Interest Rates

Allocation of investment portfolio, %

<table>
<thead>
<tr>
<th>Year</th>
<th>Money market</th>
<th>Bonds and bond funds</th>
<th>Private equity</th>
<th>Equities</th>
<th>Alternative investments</th>
<th>Real estate</th>
</tr>
</thead>
<tbody>
<tr>
<td>2012</td>
<td>9%</td>
<td>3%</td>
<td>3%</td>
<td>1%</td>
<td>10%</td>
<td>3%</td>
</tr>
<tr>
<td>2013</td>
<td>1%</td>
<td>4%</td>
<td>10%</td>
<td>3%</td>
<td>3%</td>
<td>1%</td>
</tr>
</tbody>
</table>

Return on investments at fair value, %

<table>
<thead>
<tr>
<th>Year</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Return on investments at fair value, %</td>
<td>10.7 %</td>
<td>5.1 %</td>
<td>-0.4 %</td>
<td>10.8 %</td>
<td>3.5 %</td>
</tr>
</tbody>
</table>

Pohjola
First-year performance beyond expectations

Customer contacts: approx. 30,000
No. of surgeries: 1,306

Praised by customers

Net Promoter Score (NPS): 90.2

Effective clinical pathway

Average number of working days missed due to injury

<table>
<thead>
<tr>
<th>Procedure</th>
<th>KNEE MENISCUS</th>
<th>ANTERIOR LUCIATE LIGAMENT</th>
<th>SHOULDER</th>
</tr>
</thead>
<tbody>
<tr>
<td>OTHER INDUSTRY PLAYERS</td>
<td>62</td>
<td>61</td>
<td>160</td>
</tr>
<tr>
<td>OMASAIRAALA HOSPITAL</td>
<td>32</td>
<td>113</td>
<td>113</td>
</tr>
</tbody>
</table>
Pohjola Offers Insurance Cover Up to the Age of 100 Years
Asset Management

Karri Alameri
President,
Pohjola Asset Management Ltd
b. 1963
B.Sc. (Econ. & Bus. Adm.), CEFA
Asset Management EBT down due to lower performance-based management fees

Earnings before tax, € mn

- 2009: 21
- 2010: 31
- 2011: 27
- 2012: 32
- 2013: 24
Assets under Management up by 16%

€ bn

2009 33.1
2010 35.0
2011 31.3
2012 32.8
2013 37.9
OP Mutual Funds increased its proportion of assets under management.

<table>
<thead>
<tr>
<th>Year</th>
<th>OP Mutual Funds</th>
<th>Pohjola Private</th>
<th>Institutional Clients</th>
</tr>
</thead>
<tbody>
<tr>
<td>2012</td>
<td>29%</td>
<td>59%</td>
<td></td>
</tr>
<tr>
<td>2013</td>
<td>33%</td>
<td>55%</td>
<td></td>
</tr>
</tbody>
</table>

Market share of institutional asset management 21% in 2013*

*Source: SFR 2013
Successful 2013 in Investment

A total of 59% of OP Mutual Funds included in Asset Management portfolio management outperformed their benchmark index in 2013

* Funds managed by Pohjola Asset Management Ltd
Performance excl. management fee
Lower income depressed Asset Management efficiency

Operating cost/income ratio, %

<table>
<thead>
<tr>
<th>Year</th>
<th>2009</th>
<th>2010*</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>53</td>
<td>53</td>
<td>49</td>
<td>47</td>
<td>53</td>
</tr>
</tbody>
</table>

- Operating cost/income ratio, %
- Strategic target < 45 %
- * excl. items related to corporate transaction
Financial Performance
Pohjola Group’s EBT Improved by €101 million to €473 million

<table>
<thead>
<tr>
<th>Year</th>
<th>EBT (€ mn)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>265</td>
</tr>
<tr>
<td>2010</td>
<td>308</td>
</tr>
<tr>
<td>2011</td>
<td>258</td>
</tr>
<tr>
<td>2012</td>
<td>372</td>
</tr>
<tr>
<td>2013</td>
<td>473</td>
</tr>
</tbody>
</table>
2013 Total Income Increased by 9% and Total Expenses by 2% (excl. bank levy expenses down by 1%)

CAGR 2007-2013
- Income 7%
- Expenses 5%

Target 569
Reported Cost Savings of €27 million for 2013 under the Efficiency-enhancement Programme in Line with the Target

Realised and remaining cost savings 2013–2015, € mn

- Target: €50 million
- Realised 2013: €27 million
- Remaining 2014: €12 million
- Remaining 2015: €11 million
Record EBT was based on successful customer businesses and cost savings resulting from the efficiency-enhancement programme.

Pohjola Group’s earnings before tax, € mn, year-on-year change 2013 vs. 2012.

- Net interest income, Markets: -33 (2012: 0, 2013: 0)
- Net interest income, Other operations: -28 (2012: 0, 2013: 0)
- Net commissions and fees: -7 (2012: 0, 2013: 0)
- Net trading income: +14 (2012: 0, 2013: 0)
- Net investment income: +26 (2012: 0, 2013: 0)
- Net income from Non-life Insurance: +91 (2012: 0, 2013: 0)
- Expenses: -11 (2012: 0, 2013: 0)
- Impairments: +21 (2012: 0, 2013: 0)
Balance Sheet and Capital Adequacy
Balance sheet total decreased by €0.9 billion and increase in receivables was financed through debt securities issued to the public
Earnings strengthened the capital base and Core Tier 1 capital

Redemption of debenture loans decreased Tier 2 capital

Shareholders’ equity, € bn

<table>
<thead>
<tr>
<th></th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Share capital</td>
<td>0.4</td>
<td>0.4</td>
</tr>
<tr>
<td>Retained earnings</td>
<td>1.1</td>
<td>1.4</td>
</tr>
<tr>
<td>Other reserves</td>
<td>0.2</td>
<td>1.1</td>
</tr>
<tr>
<td>Fair value reserve</td>
<td>2.8</td>
<td>3.0</td>
</tr>
</tbody>
</table>

Capital base, € bn

<table>
<thead>
<tr>
<th></th>
<th>2012</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Share capital</td>
<td>2.0</td>
<td>2.0</td>
</tr>
<tr>
<td>Other Tier 1 capital</td>
<td>0.4</td>
<td>0.4</td>
</tr>
<tr>
<td>Core Tier 1 capital</td>
<td>1.6</td>
<td>1.6</td>
</tr>
<tr>
<td>Tier 2 capital</td>
<td>0.0</td>
<td>0.0</td>
</tr>
</tbody>
</table>
Core Tier 1 ratio improved by 0.7 pps in 2013

Change in the treatment of insurance holdings on 1 January 2014 increased the Common Equity Tier 1 ratio (CET1) to 11.9 %.
Capital Adequacy Ratio under the Act on the Supervision of Financial and Insurance Conglomerates

<table>
<thead>
<tr>
<th>Year</th>
<th>Capital Adequacy Ratio</th>
</tr>
</thead>
<tbody>
<tr>
<td>2009</td>
<td>1.73</td>
</tr>
<tr>
<td>2010</td>
<td>1.71</td>
</tr>
<tr>
<td>2011</td>
<td>1.41</td>
</tr>
<tr>
<td>2012</td>
<td>1.70</td>
</tr>
<tr>
<td>2013</td>
<td>1.75</td>
</tr>
</tbody>
</table>

- Capital adequacy ratio under the Act on the Supervision of Financial and Insurance Conglomerates
- Statutory minimum requirement: 1.00
Proposed Dividend Distribution
Proposed Dividend Distribution for 2013

- In line with the dividend policy, the proposed dividend accounts for 50% of earnings for the financial year
  - €0.67 per one Series A share
  - €0.64 per one Series K share
- Dividend payout ratio during 2009–13 averaged 53%

* Proposal by the Board of Directors
** Share-issue adjusted dividend for 2009

<table>
<thead>
<tr>
<th>Year</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dividends distributed, € mn</td>
<td>106.6</td>
<td>125.8</td>
<td>129.0</td>
<td>145.0</td>
<td>212.1</td>
</tr>
<tr>
<td>Effective dividend yield (Series A share), %</td>
<td>4.5</td>
<td>4.5</td>
<td>5.5</td>
<td>4.1</td>
<td>4.6</td>
</tr>
</tbody>
</table>
Events after the reporting period

- OP-Pohjola Group Central Cooperative’s tender offer
- Pohjola Group’s new financial targets
OP-Pohjola Group Central Cooperative’s tender offer for all outstanding Pohjola Bank plc shares

- On 6 February 2014, OP-Pohjola Group Central Cooperative announced that it would make a tender offer for all outstanding Pohjola Bank plc shares
  - The offer price is €16.80 per Series A and K share. A premium of 18.1% compared to the closing price of the series A Share on 5 February 2014 and a premium of 23.3% compared to the volume-weighted average trading price during the 6-month period preceding the announcement of the tender offer (30.5% during 12-month-period)
  - Offer period: 24 February–1 April 2014
- On 13 February 2014, Pohjola’s Board of Directors issued a statement pertaining to the offer as referred to the Securities Markets Act. In its statement, the Board of Directors considers that the offer provides a reasonable alternative for shareholders in prevailing circumstances and recommends acceptance of the offer to the shareholders.
Board of Directors increased the capital adequacy target and revised the dividend policy as a result of tighter regulation.

<table>
<thead>
<tr>
<th>Previous targets</th>
<th>New targets</th>
</tr>
</thead>
<tbody>
<tr>
<td>Core Tier 1 ratio, %</td>
<td>CET1, %</td>
</tr>
<tr>
<td>11%</td>
<td>15%</td>
</tr>
<tr>
<td>Dividend payout ratio</td>
<td>Dividend payout ratio</td>
</tr>
</tbody>
</table>
| 50%, provided that Core Tier 1 at least 10% | 50%, provided that CET1 at least 15%.
Dividend payout ratio 30% until the 15% CET1 achieved. |
| Solvency ratio, % | 70% | 120% |
Achieving the new capital adequacy ratio target enabled by a stronger capital base and the management of risk-weighted assets

Strengthening CET1 between 2014 and 2016, % (estimate)
## Financial Targets

<table>
<thead>
<tr>
<th>Financial targets</th>
<th>Target</th>
<th>2013</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Financial targets over the economic cycle</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Group</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ROE, %</td>
<td>13</td>
<td>14.6</td>
<td>11.2</td>
</tr>
<tr>
<td>Common Equity Tier 1, %</td>
<td>15</td>
<td>11.9</td>
<td>n/a</td>
</tr>
<tr>
<td><strong>Banking</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating cost/income ratio, %</td>
<td>&lt; 35</td>
<td>36</td>
<td>34</td>
</tr>
<tr>
<td><strong>Non-life Insurance</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating combined ratio, %</td>
<td>&lt; 92</td>
<td>86.9</td>
<td>90.5</td>
</tr>
<tr>
<td>Operating expense ratio, %</td>
<td>18</td>
<td>18.7</td>
<td>21.5</td>
</tr>
<tr>
<td>Solvency ratio (Solvency 2), %</td>
<td>120*</td>
<td>125*</td>
<td>n/a</td>
</tr>
<tr>
<td><strong>Asset Management</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating cost/income ratio, %</td>
<td>&lt; 45</td>
<td>53</td>
<td>47</td>
</tr>
<tr>
<td><strong>Target for total expenses</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total expenses at end of 2015, € million</td>
<td>At 2012-end level</td>
<td>580</td>
<td>569</td>
</tr>
<tr>
<td><strong>Rating target</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>AA rating affirmed by at least two credit rating agencies (or at least at the main competitors' level)</td>
<td>2</td>
<td>2</td>
<td>2</td>
</tr>
<tr>
<td><strong>Dividend policy</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Aim: distributing a minimum of 50% of earnings for the financial year in dividends, provided that Common Equity Tier 1 is 15%. Dividend payout ratio is 30% of earnings for the financial year until CET1 of 15% has been achieved.</td>
<td>≥ 50 (30)</td>
<td>50**</td>
<td>51</td>
</tr>
</tbody>
</table>

* Pro forma, Solvency II regulations are still partly unfinished
** Board proposal to the Annual General Meeting of 20 March 2014
Outlook for 2014
Outlook for 2014: 1/2

**Pohjola Group**

- Consolidated EBT in 2014 are expected to be higher than in 2013.

**Banking**

- Loan portfolio is expected to grow at the same rate as in 2013. Banking earnings before tax in 2014 are expected to be at the same level as or higher than in 2013.

**Non-life Insurance**

- Operating COR for 2014 is estimated to vary between 87% and 91% if the number of large claims is not much higher than in 2013. Non-life Insurance earnings before tax in 2014 are expected to be higher than in 2013.
Asset Management

- The greatest uncertainties related to financial performance are associated with the actual performance-based commissions and fees tied to the success of investments and the amount of assets under management. Asset Management earnings before tax in 2014 are expected to be at the same level as or higher than in 2013.

Group Functions

- The key determinants affecting the financial performance include net interest income arising from assets in the liquidity buffer, any capital gains or losses on notes and bonds and any impairment loss that may be recognised on notes and bonds in the income statement. Group Functions earnings before tax in 2014 are expected to be lower than in 2013 due to low interest rates and tighter liquidity regulation.

Still great uncertainty about the economic outlook and the operating environment. The full version of "Outlook for 2014" can be found in the Financial Statements Bulletin.
Q&A

- Financial Statements
- OP-Pohjola Group Central Cooperative’s tender offer
7. Adoption of the Financial Statements
8. Allocation of Profit Shown by the Balance Sheet and Decision on Dividend Distribution
8. Board Proposal for Profit Distribution 1/2

- On 31 December 2013, the shareholders’ equity of Pohjola Bank plc totalled EUR 1,855,939,485.05, of which EUR 703,532,356.31 represented distributable equity.
- The Board of Directors proposes that EUR 212,073,201.58 out of the profit for 2013 be allocated to dividend distribution. Accordingly, EUR 491,459,154.73 remains in the Company’s distributable equity.
- The Board of Directors proposes that the Company’s distributable funds be distributed to shareholders as follows:

<table>
<thead>
<tr>
<th>Number of shares</th>
<th>Dividend/share, €</th>
<th>Dividend payout total, €</th>
</tr>
</thead>
<tbody>
<tr>
<td>Series A share</td>
<td>252,009,866</td>
<td>0.67</td>
</tr>
<tr>
<td>Series K share</td>
<td>67,541,549</td>
<td>0.64</td>
</tr>
<tr>
<td>Total</td>
<td>319,551,415</td>
<td>0.66</td>
</tr>
</tbody>
</table>

- In addition, the Board of Directors proposes that a maximum of EUR 75,000 be available to the Board of Directors reserved from the distributable funds for donations and other charitable contributions.
8. Board Proposal for Profit Distribution 2/2

- The Company’s financial position has not undergone any material changes since the end of the financial year 2013. The Company’s liquidity is good and will not be jeopardised by the proposed profit distribution, in the Board of Directors’ view.

- The Board of Directors proposes that the dividend be paid to shareholders who have been entered in the Shareholder Register, maintained by Euroclear Finland Ltd, by the dividend record date on 25 March 2014 and that the dividend be paid on 3 April 2014.
8. Report on Donations and Other Charitable Contributions in 2013

- On 22 March 2013, the AGM reserved a maximum of €150,000 for use by the Board of Directors for donations and other charitable contributions.

- In 2013, the Board of Directors made such donations and contributions as follows:
  - to Pohjola Bank Art Foundation worth €50,000
  - as other donations worth €1,300
9. Decision on Discharge from Liability of the Members of the Board of Directors and the President and CEO
10. Decision on Emoluments Payable to the Board of Directors
10. Proposal by OP-Pohjola Group Central Cooperative for Board Emoluments

- Monthly Board emoluments
  - Chairman €8,000 (unchanged)
  - Vice Chairman €5,500 (unchanged)
  - Other members €4,500 (unchanged)
    - An additional monthly emolument of €1,000 will be paid to such Board committee chairs who are not the Chairman or Vice Chairman of the Board of Directors (unchanged)
- In addition, the Board members will receive an attendance allowance of €550 for each meeting (unchanged). An attendance allowance also applies to the meetings of Board Committees.
- Monthly emoluments are treated as pensionable salary.
- Daily allowances and compensation for travel expenses are payable in accordance with the Group’s Travel Expenses Regulations (unchanged).
11. Decision on the Number of Members of the Board of Directors
11. Decision on the Number of Board Members
Proposal by OP-Pohjola Group Central Cooperative

- The Board of Directors comprises eight members, six of whom are elected by the AGM.
12. Election of Members of the Board of Directors
12. Election of Members of the Board of Directors
Proposal by OP-Pohjola Group Central Cooperative 1/3

**Jukka Hienonen**
b. 1961  
M.Sc. (Econ. & Bus. Adm.)  
President and CEO, SRV Group Plc

**Jukka Hulkkonen**
b. 1955  
M. Sc. (Forestry), eMBA, kauppaneuvos (Finnish honorary title)  
Managing Director, Lounaismaan Osuuspankki
12. Election of Members of the Board of Directors
Proposal by OP-Pohjola Group Central Cooperative 2/3

Mirja-Leena Kullberg
b. 1962
Diploma in Business and Administration, IDBM
Managing Director, Artek oy ab

Marjo Partio
b. 1956
M.Sc. (Econ. & Bus. Adm.), DBA
Managing Director, Kymenlaakson Osuuspankki
12. Election of Members of the Board of Directors
Proposal by OP-Pohjola Group Central Cooperative 3/3

Harri Sailas
b. 1951
M.Sc. (Econ. & Bus. Adm.)
President and CEO, Ilmarinen Mutual Pension Insurance Company

Tom von Weymarn
b. 1944
M.Sc. (Eng.)
12. Chairman and Vice Chairman of the Board of Directors

By virtue of law and/or the Articles of Association and his position, the Board of Directors also comprises:

Reijo Karhinen
b. 1955
M.Sc. (Econ. & Bus. Adm.), vuorineuvos (Finnish honorary title)

Executive Chairman, OP-Pohjola Group,
CEO and Chairman of the Executive Board, OP-Pohjola Group Central Cooperative,
Chairman of Pohjola’s Board of Directors

Tony Vepsäläinen
b. 1959
LL.M., eMBA

Chief Business Development Officer and Deputy to Executive Chairman and CEO, OP-Pohjola Group Central Cooperative,
Vice Chairman of OP-Pohjola Group Central Cooperative’s Executive Board, Vice Chairman of Pohjola’s Board of Directors
13. Decision on Auditors’ Remuneration
13. Decision on Auditors’ Remuneration
Proposal by OP-Pohjola Group Central Cooperative

- Auditors’ remuneration is based on a reasonable invoiced amount approved by the Company
  - Remuneration (Group-level) €291,742 in 2013 (€333,779)
  - Fees for non-audit services paid to KPMG Oy Ab €693,000 in 2013 (€404,103)
  - Total of €984,741 in 2013 (€737,882)
14. Election of Auditors
14. Election of Auditors
Proposal by OP-Pohjola Group Central Cooperative

- Re-electing KPMG Oy Ab to act as the auditor

- Oy KPMG Ab is also the auditor of OP-Pohjola Group Central Cooperative, the parent institution
15. Authorisation Given to the Board of Directors to Decide on a Share Issue
15. Authorisation Given to the Board of Directors to Decide on a Share Issue

Board Proposal 1/2

- The Board of Directors proposes to the AGM 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, i.e. accounting for around 9% of the existing number of shares.
15. Authorisation Given to the Board of Directors to Decide on a Share Issue

Board Proposal 2/2

- 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 20 March 2015.
16. Closing of the Meeting
16. Closing of the Meeting

The Minutes of the Meeting will be available for inspection by shareholders at the Company’s head office and on the Company’s website as of 3 April 2014.
Pohjola Bank plc’s Annual General Meeting

Thank you!