

## **MINUTES 1/2010**

1 (18)

26.3.2010

# ANNUAL GENERAL MEETING

Date	Friday, 26 March 2010, 2.00–4.00 pm
Place	Helsinki Exhibition & Convention Centre, Congress wing, Rautatieläisenkatu 3, 00520 HELSINKI
Those present	Shareholders 833 shareholders in person or represented by a legal representa- tive or proxy, representing a total of 212,391,518 shares and 479,884,158 votes.
	<ul><li>Board of Directors</li><li>Reijo Karhinen, Chairman</li><li>Tony Vepsäläinen, Vice Chairman</li></ul>

- Merja Auvinen, member
- Jukka Hienonen, member
- Simo Kauppi, member
- Satu Lähteenmäki, member
- Tom von Weymarn, member
- KPMG Oy Ab, Sixten Nyman, chief auditor
- Mikael Silvennoinen, President and CEO

## 1. Opening of the Meeting

Reijo Karhinen, OP-Pohjola Group's Executive Chairman and Chairman of the Board of Directors, delivered an opening speech and declared the Meeting open.

Executive Chairman Reijo Karhinen's slide show of the opening speech, Appendix 1/26 March 2010.

## 2.

# Calling the Meeting to order

Professor Risto Nuolimaa, LL.D., was elected Chairman of the Meeting.



#### **MINUTES 1/2010**

26.3.2010

Markku Koponen, Master of Laws trained on the bench, was appointed the secretary.

The rules of conduct were adopted with respect to the venue, requests for permission to speak and any vote to be taken. The Meeting approved the right to attend a General Meeting of Shareholders, to be granted to people other than shareholders, their representatives and assistants, such as Board members, auditors, President and CEO and members of the Group Executive Committee, media representatives and auxiliary personnel.

For the attention of the AGM, a note was made of special voting instructions delivered to the Company in advance and issued by holders of nominee-registered shares as well as procedures for entry of the voting instructions in the Minutes.

It was stated that the meeting documents as referred to in Chapter 5, Section 21 of the Limited Liability Companies Act were available for inspection by shareholders at the Company's head office and on the Company's website (pohjola.fi) as of 5 March 2010, in the manner as prescribed by said Act. These documents were also available at the AGM. The Company's Shareholder Register was also available at the Meeting.

It was also stated that the Meeting was being tape-recorded.

# 3.

## Election of persons checking the minutes and supervising vote counting

Karri Mäkitalo and Harri Sailas were elected persons in charge of checking the minutes.

Johanna Kangastie and Raimo Harju were elected persons in charge of supervising vote counting.

# 4. Legality of Meeting

In accordance with Article 10 of the Articles of Association, notice of the General Meeting of Shareholders shall be brought to the shareholders' attention, unless otherwise prescribed by law, by publishing it in at least two newspapers, determined by the Board of Directors, no earlier than two (2) months and no later than sev-



#### **MINUTES 1/2010**

26.3.2010

enteen (17) days prior to the Meeting, or be brought to the shareholders' attention in another verifiable manner. In accordance with a provision under Chapter 5, Section 19 of the Limited Liability Companies Act, a public limited company shall publish its notice of the General Meeting of Shareholders no later than three weeks prior to the Meeting. The Act also requires that notice of meeting be always published no later than nine days before the record date for the meeting. Shareholders wishing to attend the Meeting shall register for the Meeting by the date specified in the Notice of Meeting, which may be ten (10) days prior to the Meeting at the earliest.

It was stated that the Board of Directors had decided at its meeting of 11 February 2010 that the Notice of the Annual General Meeting would be published in Helsingin Sanomat and Hufvudstadsbladet.

It was recorded that the Notice of the Annual General Meeting had been published in Helsingin Sanomat and Hufvudstadsbladet on 1 March 2010. Said Notice was also published as a company release on 1 March 2010 and has been available to shareholders on the Company's website (pohjola.fi) since the same date. The record date for the AGM was 16 March 2010 and the deadline for registration for the AGM 19 March 2010, both stated in the Notice of the Annual General Meeting. The Notice of the Annual General Meeting was also specifically brought to the attention of the Finnish Financial Supervisory Authority. Said newspapers were available on the Chairman's table during the Meeting.

The AGM was declared legally convened and quorate to discuss matters stated in the Notice of the Annual General Meeting.

It was decided that the matters stated in the Notice of the Annual General Meeting would be discussed in the order as mentioned in the Notice of the Annual General Meeting.

Notice of Annual General Meeting, Appendix 2/26 March 2010.

#### 5.

## Recording of those present and confirmation of voters list

Of shareholders, proxies and assistants present at the Meeting, a voters list was drawn up showing the number of shares and votes



#### **MINUTES 1/2010**

26.3.2010

of each shareholder. According to the voters list, 833 shareholders were represented at the beginning of the Meeting, representing a total of 212,391,518 shares and 479,884,158 votes. These shares accounted for 66.5% per cent of all Company shares and the votes accounted for 80.0% of all votes.

The appended voters list was adopted.

Voters List for Annual General Meeting, Appendix 3/26 March 2010.

#### 6.

Presentation of the Financial Statements, the Report by the Board of Directors and the Auditors' Report for 2009

- Review by the President and CEO

It was recorded that, in accordance with regulations in force in Finland, the Company's Financial Statements for 2009 comprise the Parent Company's Financial Statements which consist of the Parent Company's Balance Sheet, Income Statement, Cash Flow Statement and Notes to the Financial Statements, and the Consolidated Financial Statements prepared in compliance with the International Financial Reporting Standards (IFRS), which consist of the Consolidated Balance Sheet, Consolidated Income Statement, Consolidated Cash Flow Statement, Statement of Changes in Equity and Notes to the Consolidated Financial Statements.

It was recorded that the Financial Statements for 2009, the Report by the Board of Directors and the Auditors' Report had been available for inspection by shareholders at the Company's head office in the manner as prescribed by the Limited Liability Companies Act and the Securities Markets Act and on the Company's website (pohjola.fi) as of 5 March 2010. They were also available at the Meeting.

Mikael Silvennoinen, President and CEO, held a review of the 2009 performance of the Company and its consolidated group, dealing with the following issues, among other things:

- Group business performance
- Group earnings performance
- Consolidated balance sheet and capital adequacy



#### **MINUTES 1/2010**

26.3.2010

- Pohjola share
- Updated strategy
- Outlook for 2010
- Dividend policy
- Dividend for 2009

Subsequently, Silvennoinen presented the Financial Statements 2009 of the Company and its consolidated group in greater detail.

Note was made of the Auditors' Report dated on 11 February 2010 issued by the Company auditor.

Slide show based on the review by President and CEO Mikael Silvennoinen,

Appendix 4/26 March 2010.

Pohjola Bank plc's Financial Statements for 2009 and Report by the Board of Directors, Appendix 5/26 March 2010. Auditors' Report dated on 11 February 2010 and issued by KPMG Oy Ab, Appendix 6/26 March 2010.

For the attention of the Annual General Meeting, note was made of the review by Mikael Silvennoinen and the aforementioned meeting documents.

It was recorded that the Annual General Meeting discussed the Review by Mikael Silvennoinen, the Financial Statements and indemnity principles, among other things, and that Mikael Silvennoinen and Tomi Yli-Kyyny, Pohjola Insurance Ltd's President, replied to questions asked by shareholders. It was also stated that Pohjola Insurance would afterwards send the shareholders concerned separate replies to a few detailed questions regarding indemnity principles.

# 7. Adoption of Financial Statements

It was recorded that the Company auditor had recommended the adoption of the Financial Statements of the Parent Company and its consolidated group in the Auditors' Report dated on 11 February 2010.



#### **MINUTES 1/2010**

26.3.2010

<u>The AGM decided</u> to adopt the Financial Statements 2009 of the Parent Company and its consolidated group, as proposed by the Board of Directors.

Dissenting and other opinions can be found in section 17 below.

#### 8.

Decision on disposal of profit shown by the balance sheet and on dividend distribution

> It was recorded that Pohjola Bank plc's shareholders' equity totalled EUR 1,573,915,313.76 on 31 December 2009, EUR 439,990,536.66 of which represented distributable equity.

> It was stated that the following amounts were at the AGM's disposal for profit distribution:

Profit for the financial year	91,051,491.64 euros	
Retained earnings	17,558,207.96 euros	
Reserve for invested non-restricted		
equity	307,931,364.75 euros	
Other non-restricted reserves	23,449,472.31 euros	

Total

439,990,536.66 euros

It was stated that the Board of Directors had proposed that a pershare dividend of EUR 0.31 be paid on 68,406,725 Series K shares and EUR 0.34 on 251,144,690 Series A shares for the financial year 2009, dividend distribution totalling EUR 595,279.35. It was recorded that the profit for 2009, EUR 91,051,491.64, and EUR 15,543,787.71 out of retained earnings be allocated to dividend distribution, as proposed by the Board of Directors. As a result, EUR 333,395,257.31 remain in the Company's distributable equity. In addition, the Board of Directors had proposed that a maximum of EUR 500,000 be available to the Board of Directors reserved from the distributable funds for donations and other contributions to the public good.

It was recorded that the Company's financial position had not undergone any material changes after the financial year, as notified by the Board of Directors. The Company's liquidity was good and has not been jeopardised by the proposed profit distribution, in the Board of Directors' view.



#### **MINUTES 1/2010**

26.3.2010

It was recorded that the Company auditor had expressed his opinion in the Auditors' Report dated on 11 February 2010, according to which the Board's proposal for the disposal of profit shown on the balance sheet was in compliance with the Limited Liability Companies Act.

<u>The AGM decided</u> to approve the Board's proposal for the disposal of the Company's distributable funds.

<u>The AGM decided</u> that dividends would be paid on 9 April 2010 to shareholders who have been entered in the Company's Shareholder Register, maintained by Euroclear Finland Ltd, by the dividend record date on 31 March 2010.

Dissenting and other opinions can be found in section 17 below.

## 9. Decision on discharge from liability of members of the Board of Directors and President and CEO

It was recorded that the decision on discharge from liability of members of the Board of Directors and President and CEO for the financial year 2009 applied to the following persons:

- Reijo Karhinen, Chairman of the Board of Directors
- Tony Vepsäläinen, Vice Chairman of the Board of Directors
- Merja Auvinen, member of the Board of Directors
- Eino Halonen, member of the Board of Directors (until 27 March 2009)
- Jukka Hienonen, member of the Board of Directors (as of 27 March 2009)
- Simo Kauppi, member of the Board of Directors
- Satu Lähteenmäki, member of the Board of Directors
- Markku Vesterinen, member of the Board of Directors
- Tom von Weymarn, member of the Board of Directors
- Mikael Silvennoinen, President and CEO

It was recorded that the Company auditor had recommended the discharge from liability of the members of the Board of Directors and the President and CEO in the Auditors' Report dated on 11 February 2010.



#### **MINUTES 1/2010**

26.3.2010

<u>The AGM decided</u> to discharge the members of the Board of Directors and the President and CEO from liability for the financial year 2009.

Dissenting and other opinions can be found in section 17 below.

10.

# Decision on emoluments payable to the Board of Directors

<u>The AGM decided</u> on monthly emoluments of EUR 7,000 payable to the Chairman of the Board of Directors, EUR 5,000 to the Vice Chairman and EUR 4,000 to other members of the Board of Directors, as proposed by Paavo Haapakoski, representative of OP-Pohjola Group Central Cooperative. In addition, the attendance allowance is EUR 500 per Board meeting and Committee meeting. Monthly Board emoluments are treated as pensionable salary. Daily allowances and compensation for travel expenses are payable in accordance with the Group's Travel Expenses Regulations.

Dissenting and other opinions can be found in section 17 below.

# 11. Decision on the number of members of the Board of Directors

It was stated that, in accordance with Article 12 of the Articles of Association, the Company has a Board of Directors with the Chairman of the Executive Board of the central institution of the amalgamation of the cooperative banks acting as its Chairman and with the Vice Chairman of the Executive Board of the central institution of the amalgamation of the cooperative banks acting as its Vice Chairman, as well as a minimum of three and a maximum of six other members elected by the Annual General Meeting. Currently, the Board of Directors comprises eight (8) members.

As proposed by Paavo Haapakoski, representative of OP-Pohjola Group Central Cooperative, <u>the AGM decided</u> that the Board of Directors have eight (8) members, six (6) of whom is elected by the Annual General Meeting, in accordance with the Articles of Association.

Dissenting and other opinions can be found in section 17 below.



## **MINUTES 1/2010**

9 (18)

26.3.2010

## 12. Election of members of the Board of Directors

As proposed by Paavo Haapakoski, representative of OP-Pohjola Group Central Cooperative, <u>the AGM decided</u> to elect the following persons to the Board of Directors, their term expiring upon closing of the Annual General Meeting 2011:

- Managing Director Merja Auvinen
- President and CEO Jukka Hienonen
- Managing Director Simo Kauppi
- Director Satu Lähteenmäki
- President and CEO Harri Sailas (new)
- Tom von Weymarn

It was recorded and stated that, in accordance with the Articles of Association, Reijo Karhinen, Executive Chairman of OP-Pohjola Group and Chairman of the Executive Board of OP-Pohjola Group Central Cooperative, acts as the Chairman of Pohjola Bank plc's Board of Directors and Tony Vepsäläinen, President of OP-Pohjola Group Central Cooperative and Vice Chairman of the Executive Board of OP-Pohjola Group Central Cooperative, acts as the Vice Chairman.

It was stated that the elected persons had given their prior consent to said duties.

Dissenting and other opinions can be found in section 17 below.

#### 13.

## Decision on auditors' remuneration

<u>The AGM decided</u> that remuneration payable to the auditors be based on a reasonable invoiced amount, as proposed by Paavo Haapakoski, representative of OP-Pohjola Group Central Cooperative.

Dissenting and other opinions can be found in section 17 below.



## **MINUTES 1/2010**

10 (18)

26.3.2010

# 14. Election of auditors

It was stated that, according to Article 15 of the Articles of Association, the Company has a minimum of one and a maximum of three auditors and, if none of them is a firm of authorised public accountants as referred to in the Auditing Act, one deputy auditor for the purpose of auditing the Company's accounting records, financial statements and governance. The auditors' term of office terminates upon the closing of the Annual General Meeting following their election.

As proposed by Paavo Haapakoski, representative of OP-Pohjola Group Central Cooperative, <u>the AGM decided</u> to elect one firm of authorised public accountants, as referred to in the Auditing Act, for the purpose of auditing governance, accounting records, Financial Statements and the Report by the Board of Directors for the financial year 2010.

As proposed by Paavo Haapakoski, representative of OP-Pohjola Group Central Cooperative, <u>the AGM decided</u> to elect KPMG Oy Ab, firm of authorised public accountants, to act as the Company's auditor.

It was stated that the elected firm of authorised public accountants had given its prior consent to said duties. It was also recorded that Sixten Nyman, APA, acts as the chief auditor, appointed by KPMG Oy Ab.

Dissenting and other opinions can be found in section 17 below.

# 15. Decision on alteration of the Articles of Association

Upon a presentation by Mikael Silvennoinen, the AGM discussed a proposal by the Board of Directors to alter Article 10 of the Articles of Association.

It was recorded that the Board's proposal had been available for inspection by shareholders at the Company's head office and on the Company's website (pohjola.fi) as of 1 March 2010.



#### **MINUTES 1/2010**

26.3.2010

As proposed by the Board of Directors, <u>the AGM decided</u> to alter Articles 10 of the Articles of Association, as follows:

Notice of the General Meeting of Shareholders shall be brought to the shareholders' attention, unless otherwise prescribed by law, by publishing it in at least two newspapers, determined by the Board of Directors, no earlier than two (2) months and no later than three (3) weeks prior to the Meeting, or be brought to the shareholders' attention in another verifiable manner.

Shareholders wishing to attend the Meeting shall register for the Meeting by the date specified in the Notice of Meeting, which may be ten (10) days prior to the Meeting at the earliest.

Dissenting and other opinions can be found in section 17 below.

Proposal by Pohjola Bank plc's Board of Directors to the Annual General Meeting to alter Article 10 of the Articles of Association, Appendix 7/26 March 2010.

# 16. Authorisation given to the Board of Directors to decide on a share issue

It was stated that the Board of Directors had proposed that the Annual General Meeting authorise the Board of Directors to decide on one or several rights issues.

It was recorded that the Board's proposal had been available for inspection by shareholders at the Company's head office and on the Company's website (pohjola.fi) as of 1 March 2010.

The AGM discussed the Board's proposal, presented by President and CEO Mikael Silvennoinen, and <u>decided</u> the following based on said Board proposal:

> The AGM authorises 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.



## **MINUTES 1/2010**

12 (18)

26.3.2010

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. The Board of Directors also has the right to determine whether the subscription price is to be entered in full or in part in the Company's reserve for invested non-restricted equity or in share capital.

The authorisation is effective until the following AGM.

Dissenting and other opinions can be found in section 17 below.

Proposal by Pohjola Bank plc's Board of Directors to the Annual General Meeting for authorising the Board to decide on a share issue, Appendix 8/26 March 2010

#### 17.

# Degree of unanimity and any votes taken on decisions, and dissenting and other opinions

With respect to the matter referred to in section 7 above (Adoption of Financial Statements), it was recorded that

- the shareholder specified in Appendix 10, whose number of shares held and votes conferred by the shares totalled 1,577 and represented by Mikko Äijälä (Skandinaviska Enskilda Banken AB (publ), Helsinki branch office), abstained from voting.
- shareholders specified in Appendix 11, whose number of shares held and votes conferred by the shares totalled 1,816,784 and represented by Kati Lappalainen (Nordea Bank Finland Plc), abstained from voting.



#### **MINUTES 1/2010**

26.3.2010

With respect to the matter referred to in section 8 above (Decision on disposal of profit shown by the balance sheet and on dividend distribution), it was recorded that

- the shareholder specified in Appendix 9, whose number of shares held and votes conferred by the shares totalled 4,200 and represented by Niina Väisänen (Svenska Handelsbanken AB (publ), Branch Office Operations in Finland), abstained from voting.
- shareholders specified in Appendix 10, whose number of shares held and votes conferred by the shares totalled 7,650 and represented by Mikko Äijälä (Skandinaviska Enskilda Banken AB (publ), Helsinki branch office), abstained from voting.
- shareholders specified in Appendix 11, whose number of shares held and votes conferred by the shares totalled 2,125,973 and represented by Kati Lappalainen (Nordea Bank Finland Plc), abstained from voting.

With respect to the matter referred to in section 9 above (Decision on discharge from liability of members of the Board of Directors and President and CEO), it was recorded that

- shareholders specified in Appendix 10, whose number of shares held and votes conferred by the shares totalled 50,071 and represented by Mikko Äijälä (Skandinaviska Enskilda Banken AB (publ), Helsinki branch office), abstained from voting.
- shareholders specified in Appendix 11, whose number of shares held and votes conferred by the shares totalled 1,833,649 and represented by Kati Lappalainen (Nordea Bank Finland Plc), abstained from voting.

With respect to the matter referred to in section 10 above (Decision on emoluments payable to the Board of Directors), it was recorded that

- the shareholder specified in Appendix 10, whose number of shares held and votes conferred by the shares totalled 1,577 and represented by Mikko Äijälä (Skandinaviska Enskilda Banken AB (publ), Helsinki branch office), abstained from voting.
- shareholders specified in Appendix 11, whose number of shares held and votes conferred by the shares totalled 1,816,784 and represented by Kati Lappalainen (Nordea Bank Finland Plc), abstained from voting.



## **MINUTES 1/2010**

26.3.2010

• shareholder Annikki Fabert, whose number of shares held and votes conferred by the shares totalled 320, expressed a dissenting opinion on the amount of Board emoluments to be recorded in the minutes, without demanding any vote on the matter.

With respect to the matter referred to in section 11 above (Decision on the number of members of the Board of Directors), it was recorded that

 shareholders specified in Appendix 11, whose number of shares held and votes conferred by the shares totalled 1,816,784 and represented by Kati Lappalainen (Nordea Bank Finland Plc), abstained from voting.

With respect to the matter referred to in section 12 above (Election of members of the Board of Directors), it was recorded that

- shareholders specified in Appendix 9, whose number of shares held and votes conferred by the shares totalled 524,393 and represented by Niina Väisänen (Svenska Handelsbanken AB (publ), Branch Office Operations in Finland), opposed the proposal without making a counterproposal or demanding a vote.
- shareholders specified in Appendix 10, whose number of shares held and votes conferred by the shares totalled 4,978,668 and represented by Mikko Äijälä (Skandinaviska Enskilda Banken AB (publ), Helsinki branch office), opposed the proposal without making a counterproposal or demanding a vote (in addition, shareholders representing 2,763,429 shares and votes abstained from voting).
- shareholders specified in Appendix 11, whose number of shares held and votes conferred by the shares totalled 2,644,894 and represented by Kati Lappalainen (Nordea Bank Finland Plc), opposed the proposal without making a counterproposal or demanding a vote (in addition, shareholders representing 1,816,784 shares and votes abstained from voting).

With respect to the matter referred to in section 13 above (Decision on auditors' remuneration), it was recorded that

 shareholders specified in Appendix 9, whose number of shares held and votes conferred by the shares totalled 525,320 and represented by Niina Väisänen (Svenska Handelsbanken AB (publ), Branch Office Operations in



#### **MINUTES 1/2010**

26.3.2010

Finland), opposed the proposal without making a counterproposal or demanding a vote.

- shareholders specified in Appendix 10, whose number of shares held and votes conferred by the shares totalled 7,328,371 and represented by Mikko Äijälä (Skandinaviska Enskilda Banken AB (publ), Helsinki branch office), opposed the proposal without making a counterproposal or demanding a vote (in addition, shareholders representing 64,577 shares and votes abstained from voting).
- shareholders specified in Appendix 11, whose number of shares held and votes conferred by the shares totalled 2,164,334 and represented by Kati Lappalainen (Nordea Bank Finland Plc), opposed the proposal without making a counterproposal or demanding a vote (in addition, shareholders representing 1,888,749 shares and votes abstained from voting).

With respect to the matter referred to in section 14 above (Election of auditors), it was recorded that

- shareholders specified in Appendix 9, whose number of shares held and votes conferred by the shares totalled 13,756 and represented by Niina Väisänen (Svenska Handelsbanken AB (publ), Branch Office Operations in Finland), opposed the proposal without making a counterproposal or demanding a vote.
- shareholders specified in Appendix 10, whose number of shares held and votes conferred by the shares totalled 4,145,026 and represented by Mikko Äijälä (Skandinaviska Enskilda Banken AB (publ), Helsinki branch office), opposed the proposal without making a counterproposal or demanding a vote (in addition, shareholders representing 63,000 shares and votes abstained from voting).
- shareholders specified in Appendix 11, whose number of shares held and votes conferred by the shares totalled 78,785 and represented by Kati Lappalainen (Nordea Bank Finland Plc), opposed the proposal without making a counterproposal or demanding a vote (in addition, shareholders representing 1,888,749 shares and votes abstained from voting).

With respect to the matter referred to in section 15 above (Alteration of the Articles of Association), it was recorded that



#### **MINUTES 1/2010**

26.3.2010

- the shareholder specified in Appendix 10, whose number of shares held and votes conferred by the shares totalled 1,577 and represented by Mikko Äijälä (Skandinaviska Enskilda Banken AB (publ), Helsinki branch office), abstained from voting.
- shareholders specified in Appendix 11, whose number of shares held and votes conferred by the shares totalled 1,816,784 and represented by Kati Lappalainen (Nordea Bank Finland Plc), abstained from voting.

With respect to the matter referred to in section 16 above (Authorisation given to the Board of Directors to decide on a share issue), it was recorded that

- shareholders specified in Appendix 10, whose number of shares held and votes conferred by the shares totalled 64,483 and represented by Mikko Äijälä (Skandinaviska Enskilda Banken AB (publ), Helsinki branch office), opposed the proposal without making a counterproposal or demanding a vote.
- shareholders specified in Appendix 11, whose number of shares held and votes conferred by the shares totalled 71,965 and represented by Kati Lappalainen (Nordea Bank Finland Plc), opposed the proposal without making a counterproposal or demanding a vote (in addition, shareholders representing 1,816,784 shares and votes abstained from voting).

It was stated that decisions on the aforementioned matters were otherwise made unanimously and that no votes were taken at the Meeting.

Dissenting and other opinions, Appendices 9–11/26 March 2010.

# 18. Closing of the Meeting

The Chairman stated that the Meeting had discussed matters assigned to it in accordance with the Notice of the Annual General Meeting.

It was stated that the Minutes of the Meeting would be available for inspection by shareholders at the Company's head office, Teollisuuskatu 1 b, Helsinki, and on the Company's website (poh-



## **MINUTES 1/2010**

26.3.2010

jola.fi) no later than 9 April 2010. Under the Limited Liability Companies Act, shareholders have the right, upon request, to receive a copy of the Minutes and its appendices (appendices are subject to a charge).

The Chairman expressed his thanks to the shareholders and the Company's management for the Meeting and closed the Meeting at 4.00 pm.

In fidem

Risto Nuolimaa Chairman

Markku Koponen Secretary

The Minutes have been checked and adopted:

Karri Mäkitalo

Harri Sailas

## APPENDICES

1. Executive Chairman Reijo Karhinen's slide show of the opening speech, Appendix 1/26 March 2010.

2. Notice of Annual General Meeting, Appendix 2/26 March 2010.

3. Voters List for Annual General Meeting, Appendix 3/26 March 2010.

4. Slide show based on the review by President and CEO Mikael Silvennoinen, related to section 6, Appendix 4/26 March 2010.

5. Pohjola Bank plc's Financial Statements for 2009 and Report

by the Board of Directors, Appendix 5/26 March 2010.

6. Auditors' Report dated on 11 February 2010 and issued by KPMG Oy Ab, Appendix 6/26 March 2010.

7. Proposal by Pohjola Bank plc's Board of Directors to the Annual General Meeting to alter Article 10 of the Articles of Association, Appendix 7/26 March 2010

8. Proposal by Pohjola Bank plc's Board of Directors to the Annual General Meeting for authorising the Board to decide on a share issue, Appendix 8/26 March 2010



# **MINUTES 1/2010**

26.3.2010

- 9–11. Dissenting opinions, Appendices 9–11/26 March 2010
  - Shareholders represented by the Brand Office Operations in Finland of Svenska Handelsbanken AB (publ) (Appendix 9).
  - Shareholders represented by the Helsinki branch office of Skandinaviska Enskilda Banken AB (publ) (Appendix 10)
  - Shareholders represented by Nordea Bank Finland Plc (Appendix 11).