

SUPPLEMENT NUMBER 2 DATED 8 FEBRUARY 2012 TO THE BASE PROSPECTUS DATED 7 NOVEMBER 2011



POHJOLA BANK PLC

(incorporated with limited liability in the Republic of Finland)

EUR 15,000,000,000 Programme for the Issuance of Debt Instruments

This Supplement is supplemental to, forms part of and must be read and construed in conjunction with the Base Prospectus dated 7 November 2011, as supplemented by a first supplemental prospectus dated 20 December 2011 (together, the "**Base Prospectus**") each prepared by Pohjola Bank plc (the "**Bank**" or "**Pohjola Bank**") in connection with its Programme for the Issuance of Debt Instruments (the "**Programme**") for the issuance of up to EUR 15,000,000,000 in aggregate principal amount of instruments (the "**Instruments**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the United Kingdom Financial Services Authority (the "**FSA**"), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a base prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

This Supplement has been prepared in order to incorporate certain updates to the financial information incorporated by reference.

IMPORTANT NOTICES

Pohjola Bank accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Instruments issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

Investors should be aware of their rights under Section 87Q(4) of FSMA 2000.

The credit ratings set out on pages 11 and 16 of the Unaudited 2011 Financial Statements (as defined below) have been issued by Fitch Ratings Limited ("**Fitch**"), Standard & Poor's Credit Market Services Europe Limited ("**S&P**") and Moody's Investors Service Ltd ("**Moody's**"). Fitch, S&P and Moody's are established in the European Economic Area and registered under Regulation (EU) No 1060/2009, as amended.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

A copy of Pohjola Bank's unaudited financial statements bulletin for 2011, together with the President and CEO's Comments thereon (the "**Unaudited 2011 Financial Statements**") has been filed with the FSA and shall be deemed to be incorporated by reference in, and form part of, this Supplement and the Base Prospectus, except for:

- (i) the seventh paragraph (entitled "**Outlook**") under the heading "Pohjola Group in 2011" on page two of the Unaudited 2011 Financial Statements; and
- (ii) the section entitled "Outlook for 2012" on page twenty-one of the Unaudited 2011 Financial Statements,

which are not incorporated in and do not form part of this Supplement and the Base Prospectus.

Any information contained in the Unaudited 2011 Financial Statements which is not incorporated by reference in this Supplement is either not relevant to investors or is covered elsewhere in the Base Prospectus as amended by this Supplement.

If the Unaudited 2011 Financial Statements incorporated by reference in this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference to the Supplement.

Copies of the Unaudited 2011 Financial Statements can be obtained, free of charge, from the registered office of the Bank or the Bank's website, and may be viewed on the website of the London Stock Exchange, as described in "Information Incorporated by Reference" on page 1 of the Base Prospectus.