

# Bank of Åland Plc: Notice to convene the Annual General Meeting

04.03.2019

Bank of Åland Plc  
Notice to general meeting  
March 4, 2019, 2.00 p.m.

## **Notice to convene the Annual General Meeting**

Notice is hereby given to the shareholders of the Bank of Åland Plc (Ålandsbanken Abp) of the Annual General Meeting (AGM) to be held at 3.00 p.m. Finnish time on Wednesday, April 3, 2019 at the Alandica Kultur & Kongress auditorium, Strandgatan 29, Mariehamn, Åland, Finland.

The reception of persons who have registered to participate in the Meeting and the distribution of voting tickets will commence at 2.00 p.m. on the above date.

### **A. Matters on the agenda of the Annual General Meeting**

- 1. Opening of the Meeting**
- 2. Calling the Meeting to order**
- 3. Election of persons to check the minutes and to supervise the counting of votes**
- 4. Verification of the legality of the Meeting**
- 5. Verification of attendance at the Meeting and adoption of the voting list**
- 6. Presentation of the financial statements, the Report of the Directors and the Auditors' Report for 2018**

Managing Director's review.

- 7. Adoption of the financial statements**
- 8. Decision on allocation of the profit shown in the balance sheet and dividend distribution**

The Board of Directors proposes that a dividend of EUR 0.70 per share shall be paid for the accounting period January 1 - December 31, 2018, that the record date for dividend payment shall be Friday, April 5, 2019 and that the payment date shall be Friday, April 12, 2019.

- 9. Decision on granting discharge from liability to the members of the Board of Directors and the Managing Director**

- 10. Decision on the number of members on the Board of Directors**

It is proposed that the number of Board members shall be unchanged, that is, seven Board members.

- 11. Decision on fees for the members of the Board**

The Board of Directors proposes an unchanged annual fee for its Chairman (EUR 30,000), the Deputy Chairman (EUR 28,000) and each other Board member (EUR 26,000). The Board also proposes an unchanged fee per meeting attended for the Chairman (EUR 1,000) and for each other Board member (EUR 750). Committee fees shall be at the same level.

It shall be noted that the fee per meeting for Board members' attendance at meetings of the committees appointed by the Board is EUR 750 per Board member and EUR 1,000 for the committee Chairman.

- 12. Election of Board members**

The Nomination Committee proposes the re-election of Board members Åsa Ceder, Anders Å Karlsson, Nils Lampi, Göran Persson, Christoffer Taxell, Ulrika Valassi and Anders Wiklöf for a term of office that will run until the end of the next Annual General Meeting. All the persons proposed have agreed to being elected.

### **13. Decision on the auditors' fees**

The Board of Directors proposes that the auditors' fees be paid as invoiced.

### **14. Decision on the number of auditors**

The Board of Directors proposes that the number of auditors shall be unchanged, that is, three auditors and one deputy auditor.

### **15. Election of auditors**

The Board of Directors proposes the re-election of Marcus Tötterman and Mari Suomela, Authorised Public Accountants (KHT), and Daniel Haglund, Authorised Public Accountant (HT), as auditors for a term of office that shall run until the end of the next Annual General Meeting.

The Board further proposes the re-election of KPMG Oy Ab as deputy auditor for a term of office that shall run until the end of the next Annual General Meeting.

### **16. Authorisation to the Company's Board of Directors to decide on the issuance of shares, warrants and other special rights that entitle the holder to shares**

The Board of Directors proposes that the Annual General Meeting shall authorise the Board to decide on the issuance of shares, warrants and other special rights entitling the holder to shares, as referred to in Chapter 10, Section 1 of the Finnish Companies Act, which would replace the earlier authorisation for 3,000,000 B shares, dated April 10, 2014.

The authorisation is related to one or more issues for consideration or issues without consideration and may also be related to the divestment of the Company's own shares.

The authorisation is related to Series B shares. The total number of shares that may be issued on the basis of the authorisation (including shares issued because of special rights) shall not exceed 3,000,000 shares.

The Board of Directors shall decide on the terms and conditions for the issuance of shares, warrants and other special rights. These issues may diverge from shareholders' preferential rights to shares in the company (targeted issue). In such cases, the authorisation may be utilised for company acquisitions or in order to fund and carry out arrangements that are part of business operations or as an element of implementing incentive programmes within the Company.

According to the proposal, the Board of Directors shall also be entitled to decide whether the subscription price shall be fully or partially allocated to the paid-up unrestricted equity fund or be included in share capital.

The authorisation is valid for five years, up to and including April 3, 2024.

### **17. Closing of the Meeting**

#### **B. General Meeting documents**

The above-mentioned proposals by the Board of Directors, this notice convening the Annual General Meeting (AGM) and other documents that shall be available as provided by the Finnish Companies Act are found on the website of the Bank of Åland Plc, [www.alandsbanken.fi](http://www.alandsbanken.fi) in Swedish and Finnish.

The Board's proposal and the accounting documents are also available at the Company's head office and at the AGM. Copies of these documents and of this notice convening the AGM will be sent to shareholders upon request. The minutes of the Meeting will be available for viewing on the Company's

website no later than April 12, 2019 in Swedish.

## **C. Instruction for participants in the Annual General Meeting**

### **1. Right to participate and registration**

Shareholders who were listed on March 22, 2019 (the record date for the AGM) in the Company's shareholder register, which is maintained by Euroclear Finland Ab, are entitled to participate in the Meeting. A shareholder whose shares are registered in his or her Finnish personal book-entry securities account is listed in the Company's shareholder register.

Shareholders wishing to participate in the AGM must register no later than 12 noon on Friday, March 29, 2019.

They may register for the AGM:

- a) via the Internet at the address [www.alandsbanken.fi/bolagsstamma](http://www.alandsbanken.fi/bolagsstamma);
- b) by telephone at +358 18 29 011;
- c) by fax at +358 18 291228 or
- d) by letter addressed to Bank of Åland Plc, PB 3, AX-22101 Mariehamn, Åland, Finland.

When registering, please state the shareholder's name, personal identity code or business ID number and the name of any assistant or authorised representative and the representative's personal identity code.

These personal data will be used only for purposes attributable to the Annual General Meeting and for processing of registrations related to this.

If needed, the shareholder and his/her authorised representative must be able to prove their identity and/or authorisation at the Meeting venue.

### **2. Authorised representatives and powers of attorney**

Shareholders may participate in the Annual General Meeting and exercise their rights at the Meeting through authorised representatives. A shareholder's authorised representative must show a dated power of attorney or otherwise prove in a reliable manner that he or she is authorised to represent the shareholder.

If a shareholder is represented at the Meeting by more than one authorised representatives, who represent a shareholder with shares in different book-entry securities accounts, at the time of registration the shareholder must state on the basis of which shares each authorised representative is representing the shareholder.

Any original powers of attorney should be sent to the Bank of Åland Plc, PB 3, AX-22101 Mariehamn, Åland, Finland and be in the possession of the Company before the expiration of the registration period. Please label the envelope "Annual General Meeting" or "AGM". Alternatively, a copy of the power of attorney may be sent by e-mail to [bolagsstamma@alandsbanken.fi](mailto:bolagsstamma@alandsbanken.fi), in which case the original power of attorney shall be shown at the AGM.

### **3. Holders of nominee-registered shares**

A holder of nominee-registered shares is entitled to participate in the AGM on the basis of the shares he or she would be entitled to list on March 22, 2019 in the Shareholder Register maintained by Euroclear Finland Ab. Participation also requires that on the basis of these shares, no later than 10.00 a.m. on March 29, 2019 the shareholder has been listed in the temporary shareholder register maintained by Euroclear Finland Ab. In the case of nominee-registered shares, this shall be counted as registration for the AGM.

Registration shall be carried out by the asset manager's account administrator no later than the above-mentioned date. A holder of nominee-registered shares is urged to request instructions well in advance from his or her asset manager regarding entry into the temporary shareholder register,

issuance of powers of attorney and registration for the AGM.

#### **4. Other instructions and information**

Shareholders who attend the Meeting are entitled to ask questions concerning matters being dealt with at the Meeting, pursuant to Chapter 5, Section 25 of the Finnish Companies Act.

On the date of this Notice convening the Annual General Meeting, the number of shares in the Bank of Åland Plc totals 6,476,138 Series A shares, which represent 129,522,760 votes and 8,995,547 Series B shares, which represent 8,995,547 votes, or 15,497,740 shares and 138,518,307 votes in all. Each Series A share has 20 votes at the Meeting and each Series B share has one vote, but subject to the limitation on voting rights stipulated in the Articles of Association, Section 7.

Mariehamn, March 1, 2019

Board of Directors