

# Notice to convene the Annual General Meeting

18.03.2016

Bank of Åland Plc AGM notice March 18, 2016, 15.00 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 Thursday, April 14, 2016 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 2015 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 0.60 per share shall be paid for the accounting period January 1 – December 31, 2015, that the record date for dividend payment shall be Monday, April 18, 2016 and that the payment date shall be Monday, April 25, 2016.

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, eight Board members.

11. Decision on fees for the members of the Board

The Board of Directors proposes that the annual fee for its Chairman shall be raised from EUR 15,000 to EUR 30,000, that the Deputy Chairman shall receive an annual fee of EUR 28,000, that the annual fee for each other Board member shall be raised from EUR 12,000 to EUR 26,000 and that compensation shall be made equal for all Board members regardless of domicile. The Board also proposes that the fee per meeting attended for the Chairman (EUR 1,000) and for each other Board member (EUR 750) shall be unchanged. 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 Anders Å Karlsson, Nils Lampi, Göran Persson, Christoffer Taxell, Ulrika Valassi, Anders Wiklöf and Dan-Erik Woivalin for a term of office that will run until the end of the next Annual General Meeting. Agneta Karlsson has declined re-election. The Nomination Committee proposes the election of Åsa Ceder as a new Board member 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 Mari Suomela and Oskar Orrström, Authorised Public Accountants (CGR), as auditors for a term of office that shall run until the end of the next Annual General Meeting. The Board proposes the election of Marcus Tötterman, Authorised Public Accountant (CGR), as a new auditor for a term of office that shall run until the end of the next Annual General Meeting. The Board further proposes the 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. 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 26, 2016 in Swedish.

C. Instruction for participants in the Annual General Meeting

1. Right to participate and registration Shareholders who were listed on April 4, 2016 (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 4.00 p.m. on April 11, 2016. 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 clearly 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 April 4, 2016 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 April 11, 2016 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 8,770,683 Series B shares, which represent 8,770,683 votes, or 15,246,821 shares and 138,293,443 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 18, 2016

Board of Directors

Appendix: Åsa Ceder - Curriculum vitae

Åsa Ceder, born 1965 Curriculum vitae, summary Education Actuary, FASF, 2005 M.Sc. Econ., Hanken School of Economics, Helsinki, 1996 Work experience Försäkringsaktiebolaget Pensions-Alandia (pension insurance company) Managing Director, 2005 - Redarnas Ömsesidiga Försäkringsbolag (shipowners' mutual insurance company) Chief Actuary, 2005 - Försäkringsaktiebolaget Alandia (insurance company) Chief Actuary, 2005 - Redarnas Ömsesidiga

Försäkringsbolag Actuary, 2002 – 2005 Insurance Supervisory Authority, Helsinki Actuary and Chief Inspector, 2000 - 2002 Hanken School of Economics, Helsinki Senior Assistant in Finance and Investments, Assistant in Statistics, 1994 - 2000 Other positions Finnish Pension Alliance TELA Board member, 2015 - Ab Plasto Oy Ltd (plastic toy company) Board member, 2006 -