

PROPOSALS OF THE BOARD OF DIRECTORS OF EVLI BANK PLC (“COMPANY”) FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS ON MARCH 8, 2016

1. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.31 per series A and series B share be distributed on the basis of the adopted balance sheet for 2015, totaling approximately EUR 7,227,315.20, and the remaining distributable assets be retained in equity. The dividend shall be paid to a shareholder who on the record date March 10, 2016 is registered in the shareholders’ register of the company held by Euroclear Finland Ltd. The Board of Directors proposes that dividend be paid on March 17, 2016.
2. The Board of Directors proposes to the Annual General Meeting on the recommendation by the Audit Committee that the auditor be paid a remuneration according to a reasonable invoice approved by the company.
3. In accordance with a recommendation by the Audit Committee, the Board proposes that the auditing firm KPMG Oy Ab be elected as the company’s auditor. KPMG Oy Ab selected Marcus Tötterman, APA, as the principally responsible auditor.
4. The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the repurchase of the company’s own series A and series B shares in one or more lots as follows:

The total number of own series A shares to be repurchased may be a maximum of 1,696,213 shares, and the total number of own series B shares to be repurchased may be a maximum of 635,178 shares, which corresponds to a total of approximately 10 percent of the total number of company’s own shares on the date of the Notice of Annual General Meeting.

On the basis of the authorization, the company’s own shares may only be repurchased with unrestricted equity.

The company’s own shares may be repurchased at the price formed for series B shares in public trading or at the price otherwise formed on the market on the purchase day.

The Board of Directors will decide how the company’s own shares will be repurchased. Financial instruments such as derivatives may be used in the purchasing. The company’s own shares may be repurchased in other proportion than the shareholders’ proportional shareholdings (private purchase).

The authorization will replace earlier unused authorizations to repurchase the company’s own shares. The authorization will be in force until the next Annual General Meeting but no later than until June 30, 2017.

5. The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the issuance of shares and special rights entitling to shares pursuant to chapter 10, section 1, of the Limited Liability Companies Act in one or more lots, for a fee or free of charge.

Based on the authorization, the number of shares issued or transferred, including shares received on the basis of special rights, may total a maximum of 2,331,392 series B shares, which corresponds to approximately 10% of the current total number of all the shares of the company. Of the above-mentioned total number, however, a maximum of 233,139 shares may be used as part of the company's share-based incentive schemes, which corresponds to approximately 1% of the current total number of all the shares of the company.

The authorization will entitle the Board of Directors to decide on all the terms and conditions related to the issuing of shares and special rights entitling to shares, including the right to deviate from the shareholders' pre-emptive subscription rights. The Board of Directors may decide to issue either new shares or any own shares in the possession of the company.

The authorization will replace earlier unused authorizations concerning the issuance of shares as well as the issuance of options and other special rights entitling to shares.

The authorization is proposed to be in force until the end of the next Annual General Meeting but no longer than until June 30, 2017.