



EVLI BANK PLC STOCK EXCHANGE RELEASE FEBRUARY 13, 2017, AT 2:30 PM

NOTICE OF ANNUAL GENERAL MEETING OF EVLI BANK PLC ON MARCH 13, 2017

Time: March 13, 2017 at 9:00 a.m.

Place: Finlandia Hall (Hall B, Congress Wing), Mannerheimintie 13 e, 00100 Helsinki

Notice is given to the shareholders of Evli Bank Plc to the Annual General Meeting to be held on March 13, 2017 at 9:00 a.m. at Finlandia Hall, Congress Wing, Hall B, Mannerheimintie 13 e, 00100 Helsinki (entrances M1 and K1). The reception of persons who have registered for the meeting will commence at 8:30 a.m. The meeting will be held in Finnish.

A. Matters on the agenda of the General Meeting

At the General Meeting, the following matters will be considered:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the financial statements, the Board of Directors' report and the auditor's report for the year 2016**
 - Presentation of the review by the CEO
- 7. Adoption of the financial statements**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.40 per series A and series B share be distributed on the basis of the adopted balance sheet for 2016, totaling approximately EUR 9,241,752.00, and the remaining distributable assets be retained in equity. The dividend shall be paid to a shareholder who on the record date March 15, 2017 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 22, 2017.
- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Resolution on the remuneration of the members of the Board of Directors**

Shareholders who represent approximately 69 percent of the voting rights of the shares in the company propose that the remuneration of the Members of the Board of Directors be raised. The amount of the remuneration payable to a Member of the Board would be EUR 5,000.00 per month and the amount of the remuneration payable to the Chairmen of the Committees would be EUR 6,000.00 per month. The Chairmen of the Committees would no longer be paid EUR 800.00 for each Committee meeting. The

amount of the remuneration payable to the Chairman of the Board of Directors would remain unchanged.

11. Resolution on the number of members of the Board of Directors

Shareholders who represent approximately 69 percent of the voting rights of the shares in the company propose that a total number of Members of the Board would decrease by one (1) member and six (6) members be confirmed as the number of members in the company's Board.

12. Election of members of the Board of Directors

Shareholders who represent approximately 69 percent of the voting rights of the shares in the company propose that the following people be re-elected to the Board of Directors: Henrik Andersin, Robert Ingman, Harri-Pekka Kaukonen, Johanna Lamminen, Mikael Lilius and Teuvo Salminen. Of the current Board members, Thomas Thesleff will leave the Board of Directors.

All candidates have given their consent to the election. The nominees' biographical details are available on the corporate website www.evli.com/agm.

13. Resolution on the remuneration of the auditor

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.

14. Election of auditor

In accordance with a recommendation by the Audit Committee, the Board proposes that the auditing firm PricewaterhouseCoopers Oy be elected as the company's auditor. PricewaterhouseCoopers Oy has notified the Company that Authorized Public Accountant Jukka Paunonen, would be the principally responsible auditor.

15. Authorizing the Board of Directors to decide on the repurchase of the company's own shares

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. The proposed number of shares represents approximately 10 percent of all the shares of the company' on the date of the Notice of the 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, 2018.

16. Authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of options and other special rights entitling to shares

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 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. The proposed number of shares represents approximately 10 percent of all the shares of the company' on the date of the Notice of the Annual General Meeting. 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, representing approximately 1 percent of all the shares of the company on the date of the Notice of the Annual General Meeting.

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, 2018.

B. Documents of the General Meeting

The above-mentioned proposals for the decisions on the matters on the agenda of the General Meeting and this notice will be available on Evli Bank Plc's website at www.evli.com/agm. The Annual Report of Evli Bank Plc, including the Company's Financial Statements, the Report of the Board of Directors and the Auditor's Report, is available on the above-mentioned website as of February 20, 2017. The proposals for decisions at the General Meeting and the other above-mentioned documents will also be available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website latest as from March 22, 2017.

C. Instructions for the participants of the General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder who is registered on the record date, March 1, 2017, in the shareholders' register of the company held by Euroclear Finland Ltd has the right to participate in the General Meeting. A

shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the shareholders' register of the company.

A shareholder who is registered in the shareholders' register of the company and who wants to participate in the General Meeting shall register for the meeting no later than March 6, 2017 by giving a prior notice of participation which shall be received by the company no later than on the above-mentioned date.

Such notice can be given:

- a) on Evli's website www.evli.com/agm;
- b) by telephone at +358 (0)9 476 690, Mon-Fri 8:30 a.m. to 5:00 p.m.;
- c) by regular mail to Evli Bank Plc, AGM, PO Box 1081, FI-00101 Helsinki.

In connection with the registration, a shareholder shall notify his/her name, personal identification number / business identity code, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Evli Plc will only be used in connection with the General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on the record date of the General Meeting, i.e. on March 1, 2017, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. no later than March 6, 2017 at 10 a.m. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares who wants to participate in the General Meeting into the temporary shareholders' register of the company no later than the time stated above.

3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.



Any proxy documents should be delivered in originals to Evli Bank Plc, AGM, POB 1081, FI-00101 Helsinki before the last date for registration.

4. Other instructions and information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the General Meeting February 13, 2017, the total number of shares in Evli Bank Plc is 23,313,920 shares including 16,962,136 series A shares and 6,351,784 series B shares. According to the Articles of Association, each A share entitles the holder to twenty (20) votes and each B share to one (1) vote at the General Meeting.

Coffee will be served to the shareholders after the General Meeting.

Helsinki, February 13, 2017

EVLI BANK PLC
BOARD OF DIRECTORS

For additional information, please contact:

Mikaela Herrala, IR Manager, Evli Bank Plc, tel. +358 (0)9 4766 9823, mikaela.herrala@evli.com

Evli Bank Plc in brief

Evli is a genuine private bank specializing in investment that helps private persons and institutions increase their wealth. The company offers asset management services, capital markets related services, such as brokerage of equities and other instruments, market making, investment research and a full range of Corporate Finance services.

Distribution: Nasdaq Helsinki Ltd, main media, www.evli.com