

**PROPOSALS OF THE BOARD OF DIRECTORS OF EVLI BANK PLC (“COMPANY”) FOR THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS ON MARCH 12, 2018**

1. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.52 per series A and series B share be distributed based on the adopted balance sheet for 2017, totaling approximately EUR 12,183,818.40, and the remaining distributable assets be retained in equity. The dividend shall be paid to a shareholder who on the dividend record date March 14, 2018 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 21, 2018.
2. The Board of Directors proposes to the Annual General Meeting that the auditor be paid a remuneration according to a reasonable invoice approved by the company.
3. The Board of Directors 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.
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 1,562,418 shares, and the total number of own series B shares to be repurchased may be a maximum of 780,624 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.

Based on 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). Shares may be repurchased through public trading at the prevailing market price formed for the B-shares in public trading on the Nasdaq Helsinki Oy on the date of repurchase.

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, 2019.

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 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 based on special rights, may total a maximum of 2,343,042 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 234,304 shares may be used as part of the company's share-based incentive schemes, representing approximately one 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, 2019.