



**Bonum Bank Plc**

*(incorporated with limited liability in the Republic of Finland)*

**EUR 750,000,000 Programme for the  
Issuance of Notes**

This supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with, the Base Prospectus dated 30 November 2018 (the “**Base Prospectus**”) prepared by Bonum Bank Plc (“**Bonum**” or the “**Issuer**”) in connection with its 750,000,000 euros notes issuance programme (the “**Programme**”). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

The main purpose of this Supplement is to (a) incorporate by reference the financial statements for the period 1 January–31 December 2018 of Bonum and the POP Bank Group into the Programme, and (b) confirm that there has been no significant change in the financial position of Bonum or the POP Bank Group since 31 December 2018.

1. Amendment of the website

The first sentence under the title “No incorporation of website information” on page 19 is replaced as follows:

“This Base Prospectus is published on Bonum’s website at <https://www.poppankki.fi/en/pop-pankki-ryhma/bonum-bank-plc/investor-relations>”.

The reference to the website under section 5.4. of the General Terms and Conditions of the Programme on page 26 is replaced as follows:

“[...] The supplemented Base Prospectus or a completely updated prospectus and information on the time limit for cancellation and the procedure relating to it are available at subscription places and on the Issuer’s website <https://www.poppankki.fi/en/pop-pankki-ryhma/bonum-bank-plc/investor-relations>”

The fifth paragraph under the title “Form of Final Terms” on page 35 is replaced as follows:

“The Base Prospectus [, the supplement[s] dated [●] and [●]] and the Final Terms are available at the web page of the Issuer at <https://www.poppankki.fi/en/pop-pankki-ryhma/bonum-bank-plc/investor-relations> and at request from the Issuer or at the subscription places mentioned in the Final Terms.”

The first paragraph under the title “Information Incorporated by Reference” on page 62 is replaced as follows:

“The following documents have been incorporated by reference to this Base Prospectus. They are available at Bonum’s website at <https://www.poppankki.fi/en/pop-pankki-ryhma/bonum-bank-plc/investor-relations> and upon request from Bonum.”

2. Future Outlook of Bonum

The text on page 43 under the title “Future Outlook” is replaced as follows:

“The following is stated in the Issuer’s financial statements report for the period 1 January – 31 December 2018:

Bonum Bank's most important duties in the amalgamation of the POP Banks include serving as a central credit institution of the amalgamation and as an issuer of cards, as well as taking care of the amalgamation's payment transactions. The Bank will develop the amalgamation's funding in 2019 by growing the operations of the internal bank and by diversifying the methods to obtain financing. The intensification of the use and sales of the payment cards issued by Bonum Bank will be continued in cooperation with the POP Banks by streamlining the card processing. In addition, preparations will be made for real-time payments and the utilisation of the development opportunities introduced by the Payment Services Directive (PSD2).

In 2019, Bonum Bank will be preparing new services and products that support the business of the amalgamation banks. The centralisation of the amalgamation's services will promote the management of the cost structure and enables the automatisisation of certain work stages through robotics. The development of the unsecured consumer credit product introduced at the end of 2018 and other digital business operations will be the focus areas of the bank's operations in 2019. The result for 2019 is expected to be positive."

### 3. CEO of Bonum

Under the title "CEO of the Bank", on page 44, the second and third paragraph are replaced as follows:

"Kirsi Salo acted as Bonum Bank's CEO from 29 January until 12 December 2018, and Pia Ali-Tolppa was appointed Bonum Bank's new CEO on 13 December 2018. CEO's deputy is Timo Hulkko."

### 4. No Significant Changes concerning Bonum

Under the title "No Significant Changes" on page 45, the text is replaced as follows:

"The most recent audited annual report of the Bank concerns the financial year that ended on 31 December 2018. Since that date the financial position of the Bank has not changed significantly and there has not been any significant negative change regarding the future developments."

### 5. Recent Events of Bonum

Under the title "Recent Events" on page 45, the third paragraph is replaced as follows:

"In January 2019, Bonum Bank and the Nordic Investment Bank (NIB) established a EUR 25 million loan programme for financing SMEs and environmental projects. The period of the loan programme is seven years. The Bank also issued a EUR 20 million, two-year directed bond. Bonum Bank's certificate of deposit programme was renewed in January 2019 and the size of the programme was increased to EUR 250 million.

Bonum Bank's Board of Directors is not aware of other events having taken place after the closing date that would have a material impact on the information presented in the financial statements."

### 6. Future outlook of the POP Bank Group

Under the title "Future outlook" on page 51, the text is replaced as follows:

"The following is stated in the Group's financial statements for the period 1 January–31 December 2018:

The economic outlook for 2019 is weaker than it was in 2018. Although global and Finnish economies are still expected to grow, it is estimated that the growth rate will slow down from the previous rate. Uncertainties threatening economic development have increased, both in Europe and globally. However, the purchasing power of wage earners is expected to develop favourably in Finland. Although interest rates have already bottomed out, it is estimated that ECB will not raise interest rates until the end of 2019, at the earliest.

The development of the POP Bank Group is focusing on the transfer to the new core banking system and the impact on competition and on business volumes of new regulations concerning payment services, financial instrument markets and privacy protection. The 2019 result of POP Bank Group is expected to be at the same level as during 2018 due to the continued low interest

rates, the investments required by the Group's strategic development measures and uncertainties related to developments in the investment market. It is believed that the situation in the investment market will continue to be challenging, which is expected to make results more volatile. The major uncertainties concern the valuation of financial assets and impairments."

#### 7. Trend information of the POP Bank Group

Under the title "Trend information" on page 55, the text is replaced as follows:

"There has been no material adverse change in the prospects of the Group since 31 December 2018."

#### 8. Recent events of the POP Bank Group

Under the title "Recent Events" on page 55, the text is replaced as follows:

"POP Bank Group renews its core banking platform, which will enable more efficient development of digital services in the future. The investment is among the largest in the history of the POP Bank Group. The POP Bank Group will renew its basic banking system in cooperation with the Savings Bank Group and Oma Savings Bank Plc. The project will be launched in the spring of 2019 and is expected to continue until 2021.

POP Bank Group has selected T24 from Temenos was selected as the new core banking system. It will be supplied by the US-based company Cognizant, one of the world's leading providers of digital services. The agreement signed on 23 January 2019 covers borrowing and lending, as well as payment services. As a part of the agreement, Cognizant will acquire 100 per cent of the shares of Samlink Ltd. The divestment still requires approval from the Ministry of Economic Affairs and Employment and an inspection by the Finnish Financial Supervisory Authority.

The divestment will not impact POP Bank Group's result for 2019, since the shares have been categorised as shares to be recognised at fair value through items of comprehensive income. The divestment will have a minor negative impact on POP Bank Group's equity, but it will not have a material impact on the amalgamation's capital adequacy.

On 18 January 2019 the Financial Supervisory Authority set an additional capital requirement (Pillar 2) of 1.25 per cent on the amalgamation of POP Banks based on the Act on Credit Institutions (610/2014) chapter 11 section 6 (3). The requirement must be fulfilled with Common Equity Tier 1 (CET1) capital and comes into force on 30 September 2019.

The Board of Directors of the POP Bank Alliance Coop is not aware of any events after the closing date that would have a material impact on the information presented in the financial statements of the POP Bank Group."

#### 9. Information Incorporated by Reference

The following information is added on page 62 under the title "Information Incorporated by Reference":

<b>Document</b>	<b>Referred information</b>
Bonum Bank Plc Board of Directors' and Financial Statements Report for 1 January – 31 December 2018	Financial statements and Board of Directors' report 1 January – 31 December 2018
Bonum Bank Financial Statements and Auditor's Report 2018	Auditor's report for the year ended 31 December 2018
POP Bank Group Board of Directors' Report and Consolidated IFRS Financial Statements 31 December 2018	Financial statements and Board of Directors' report 1 January – 31 December 2018
POP Bank Group Board of Directors' Report and Consolidated IFRS Financial Statements 31 December 2018, page 120–123	Auditor's report for the year ended 31 December 2018