

**SUPPLEMENT NUMBER 2 DATED 20 MARCH 2024 TO THE BASE PROSPECTUS
DATED 20 DECEMBER 2023**



OP CORPORATE BANK PLC

(incorporated with limited liability in the Republic of Finland)

EUR 25,000,000,000 Programme for the Issuance of Debt Instruments

This supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the Base Prospectus dated 20 December 2023, as supplemented by the supplemental prospectus dated 7 February 2024 (together, the "**Base Prospectus**") prepared by OP Corporate Bank plc (the "**Bank**" or "**OP Corporate Bank**") in connection with its Programme for the Issuance of Debt Instruments (the "**Programme**") for the issuance of up to EUR 25,000,000,000 in aggregate principal amount of instruments (the "**Instruments**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland, as competent authority under the Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), as a base prospectus supplement for the purposes of Article 23 of the Prospectus Regulation. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Bank as an issuer nor as an endorsement of the quality of the Instruments by the Central Bank of Ireland. Investors should make their own assessment as to the suitability of investing in the Instruments.

IMPORTANT NOTICES

OP Corporate Bank accepts responsibility for the information contained in this Supplement and declares that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Instruments issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

DOCUMENTS INCORPORATED BY REFERENCE

The Bank's audited financial statements in respect of the year ended 31 December 2023 (the "**2023 Audited Financial Statements**") have been filed with the Central Bank of Ireland and shall be deemed to be incorporated by reference in, and form part of, this Supplement and the Base Prospectus, except for the section entitled "*Outlook for 2024*" on page 27 of the 2023 Audited Financial Statements, which is not incorporated in and does not form part of this Supplement and the Base Prospectus.

Any information contained in the 2023 Audited Financial Statements which is not incorporated by reference in this Supplement is either not relevant to investors or is covered elsewhere in this Supplement or the Base Prospectus.

If the 2023 Audited Financial Statements itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or the Base Prospectus.

Copies of the 2023 Audited Financial Statements can be obtained, free of charge, from the registered office of the Bank (Gebhardinaukio 1, FI-00510 Helsinki, Finland) or the Bank's website:

<https://www.op.fi/documents/209474/42056363/OP+Corporate+Bank+plcs+Report+by+the+Board+of+Directors+and+Financial+Statements+2023.pdf/0891f7a2-426f-cb1a-d9be-018d23756e67>.

GENERAL INFORMATION

The fifth paragraph of the "*General Information*" section on page 175 of the Base Prospectus, titled "*No Material Adverse Change*", is updated to read as follows:

"No Material Adverse Change

5. There has been no material adverse change in the prospects of the Bank since 31 December 2023."

GREEN BONDS

Following publication of a new green bond framework applicable to the Bank's Green Bonds, the section "*Green Bonds*" on pages 106-111 of the Base Prospectus is updated to read as follows:

"GREEN BONDS

Green Bond Framework

The Bank's green bond framework first published in 2018 and most recently updated on 11 March 2024 under the name "*OP Corporate Bank plc Green Bond Framework*" (the "**Green Bond Framework**") provides for the issuance of instruments that are issued as Green Bonds (each, a "**Green Bond**") in various formats, and for the issuance of green deposits.

The Green Bond Framework supports climate and environment related efforts of OP Financial Group's Sustainability Programme and follows the guidelines of the International Capital

Market Association's Green Bond Principles version 2021 (with June 2022 Appendix 1) (the "**Green Bond Principles**").

Instruments issued under the Programme may be designated in the applicable Final Terms as Green Bonds.

Use of Proceeds

An amount which, at the Issue Date of the relevant Instruments, is equivalent to the net proceeds of each Green Bond will be exclusively used to finance, or refinance, in whole or in part, projects, businesses, or assets that promote a sustainable economy and provide clear environmental benefits (the "**Eligible Assets**") belonging to the eligible sectors: Renewable Energy; Energy Efficiency; Green Buildings; Pollution Prevention and Control including Sustainable Water Management; Circular Economy; Biodiversity Conservation and Environmentally Sustainable Management of Living Natural Resources and Land Use; Clean Transportation; and Climate Change Adaptation (each as described below) (together, the "**Eligible Sectors**").

Proceeds of the issuance of the Green Bonds will not be allocated to projects or assets dedicated to weapons and ammunition, nuclear or fossil-fuel energy generation, gambling and casinos, or any other identified high-risk projects or assets defined in OP Financial Group's internal policies, namely anti-money laundering and sanctions policy, customer selection guidelines and credit policy.

While the Bank aims to track proceeds to an exact project or asset financed, its Green Bond proceeds may be used for financing of general corporate purposes of dedicated businesses whose business activities are exclusively focused on the green economy ('Pure Players') meeting specific eligibility criteria. These dedicated businesses are required to derive more than 90 per cent. of their turnover or revenue from activities that meet the specific eligibility criteria, as described in the Green Bond Framework.

Eligibility Criteria

The Eligible Assets are required to meet the following eligibility criteria (the "**Eligibility Criteria**"):

<i>Eligible Sector</i>	<i>Internal Criteria</i>	<i>EU Taxonomy activities¹</i>
Renewable Energy	<i>Green hydrogen</i>	<i>Hydrogen and hydrogen-based synthetic fuels</i>
Projects and businesses dedicated to the development, manufacturing, construction,	Manufacture of green hydrogen produced by electrolysis powered by renewables.	3.2. Manufacture of equipment for the production and use of hydrogen
	<i>Existing hydropower plants</i>	3.10. Manufacture of hydrogen

¹ Activities that align with the EU Taxonomy Substantial Contribution Criteria specified in the Climate Delegated Acts of the EU Taxonomy for climate change mitigation. The "EU Taxonomy" is a cornerstone of the EU's sustainable finance framework and market transparency tool. It is a classification system that defines criteria for economic activities that are aligned with a net zero trajectory by 2050 and the broader environmental goals other than climate.

<i>Eligible Sector</i>	<i>Internal Criteria</i>	<i>EU Taxonomy activities¹</i>
operation, storage, and maintenance of renewable energy.	<p>Refurbishment investments or refinancing of hydropower plants is permitted if the size of the water reservoir is not increased and the project is assessed and deemed to be compliant with the local regulations.</p> <p><i>Geothermal energy</i></p> <p>Production of heat/cool and/or power from geothermal energy. The life-cycle greenhouse gas (GHG) emissions from the generation of heat/cool and/or power from geothermal energy are lower than 100g CO₂e/kWh.</p>	<p><i>Solar power</i></p> <p>4.1. Electricity generation using solar photovoltaic technology</p> <p>4.2. Electricity generation using concentrated solar power (CSP) technology</p> <p><i>Wind power</i></p> <p>4.3. Electricity generation from wind power</p> <p><i>Ocean power</i></p> <p>4.4. Electricity generation from ocean energy technologies</p> <p><i>New hydropower plants</i></p> <p>4.5. Electricity generation from hydropower</p> <p><i>Geothermal energy</i></p> <p>4.6. Electricity generation from geothermal energy</p> <p>4.22. Production of heat/cool from geothermal energy</p> <p><i>Bioenergy</i></p> <p>4.8. Electricity generation from bioenergy</p> <p>4.13. Manufacture of biogas and biofuels for use in transport and of bioliquids</p> <p>4.20. Cogeneration of heat/cool and power from bioenergy</p> <p>4.23. Production of heat/cool from renewable non-fossil gaseous and liquid fuels</p> <p>4.24. Production of heat/cool from bioenergy</p> <p><i>Waste heat</i></p>

<i>Eligible Sector</i>	<i>Internal Criteria</i>	<i>EU Taxonomy activities¹</i>
		<p>4.25. Production of heat/cool using waste heat</p> <p><i>Capture of CO₂</i></p> <p>9.2. Research, development, and innovation for direct air capture of CO₂</p>
<p>Energy Efficiency</p> <p>Projects and businesses dedicated to energy efficiency² that significantly reduce energy consumption or increase energy efficiency.</p>	<p><i>Electric heat pumps</i></p> <p>Electric heat pumps where the Global Warming Potential of the atmosphere does not exceed 675.</p> <p><i>Transmission of energy</i></p> <p>Smart grid technology and infrastructure.</p> <p>System grids for electricity where, over a rolling five-year period, 67 per cent. of newly connected generation capacity in the system is below 100g CO₂e/kWh or the average system grid emissions factor is below 100g CO₂e/kWh.</p> <p><i>Green steel and iron</i></p> <p>Green steel manufacturing³ with utilising green hydrogen as a solution.</p>	<p><i>Batteries</i></p> <p>3.4. Manufacture of batteries⁴</p> <p><i>Storage</i></p> <p>4.10. Storage of electricity</p> <p>4.11. Storage of thermal energy</p> <p>4.12. Storage of hydrogen</p> <p><i>Equipment and technologies</i></p> <p>3.5. Manufacture of energy efficiency equipment for buildings</p> <p>7.3. Installation, maintenance, and repair of energy efficiency equipment</p> <p>7.6. Installation, maintenance, and repair of renewable energy technologies</p>
<p>Green Buildings</p> <p>Projects and businesses dedicated to green buildings.</p>	<p><i>Building acquisition</i></p> <p>Acquisition of buildings that have obtained or will obtain one of the following certifications: Leadership in Energy and Environmental Design (LEED) "gold" or better; Building Research Establishment Environmental Assessment Method (BREEAM) "very good" with a</p>	<p><i>Building construction</i></p> <p>7.1. Construction of new buildings⁵</p> <p><i>Building renovation</i></p> <p>7.2. Renovation of existing buildings</p>

² Excluding the financing of any energy efficient technologies designed or intended for processes that are inherently carbon intensive, primarily driven or powered by fossil fuels.

³ In manufacturing, either (i) electric arc furnace ("EAF") + 90 per cent. scrap steel and/or (ii) direct reduced iron (DRI) using green hydrogen with EAF technology are accepted.

⁴ Batteries are limited to energy storage that is installed to renewable energy power plants and/or grid.

⁵ For buildings in Finland, nearly zero-emission building (NZEB) -10 per cent. and top 15 per cent. per building class is determined by the thresholds set by the Green Building Council Finland or in a similar study.

<i>Eligible Sector</i>	<i>Internal Criteria</i>	<i>EU Taxonomy activities¹</i>
	<p>minimum score of 70 per cent. in the Energy section or better; the Nordic Swan Ecolabel certification; Excellence in Design for Greater Efficiencies (EDGE); RTS - Rakennustieto Environmental Classification "3 stars" or better; or any other equivalent regional recognised certification with similar standards and approved by the Green Bond Committee (as defined below).</p> <p><i>Building construction and renovation</i></p> <p>Construction of new buildings or buildings under renovation that have obtained or will obtain one of the following certifications: LEED "platinum" or better for new construction; LEED "gold" or better for renovation; BREEAM "excellent" or better; the Nordic Swan Ecolabel certification; EDGE; RTS "3 stars" or better for new construction; RTS "4 stars" or better for renovation; or any other equivalent regional recognised certification with similar standards and approved by the Green Bond Committee.</p>	<p><i>Building acquisition</i></p> <p>7.7. Acquisition and ownership of buildings⁵</p>
<p>Pollution Prevention and Control including Sustainable Water Management</p> <p>Projects and businesses dedicated to pollution prevention and control.</p>	<p><i>Emissions management</i></p> <p>Pollution prevention and control including reduction of air emissions, greenhouse gas control and soil remediation.</p>	<p><i>Sustainable water management</i></p> <p>5.1. Construction, extension and operation of water collection, treatment, and supply systems</p> <p>5.3. Construction, extension and operation of wastewater collection and treatment</p> <p><i>Pollution prevention</i></p> <p>5.9. Material recovery from non-hazardous waste</p>
<p>Circular Economy</p> <p>Projects and businesses significantly</p>	<p><i>Circular material use</i></p> <p>Technologies, and processes reducing virgin raw material use</p>	<p><i>Second-hand goods</i></p> <p>5.4. Sale of second-hand goods</p>

<i>Eligible Sector</i>	<i>Internal Criteria</i>	<i>EU Taxonomy activities¹</i>
promoting and supporting circular economy.	and increasing secondary material use. ⁶ <i>Restoration</i> Lengthening the life cycle of products by repairing, refurbishing, or remanufacturing. ³	<i>Circular solutions and services</i> 5.5. Product-as-a-service and other circular use- and result-oriented service models 5.6. Marketplace for the trade of second-hand goods for reuse
Clean Transportation Projects and businesses dedicated to clean transportation (excluding transportation dedicated to the transport of fossil fuels).		<i>Rail transport</i> 6.1. Passenger interurban rail transport 6.2. Freight rail transport <i>Road transport</i> 6.3. Urban and suburban transport, road passenger transport 6.5. Transport by motorbikes, passenger cars and light commercial vehicles 6.6. Freight transport services by road ⁷ <i>Sea and coastal water transport</i> 6.10. Sea and coastal freight water transport, vessels for port operations and auxiliary activities 6.11. Sea and coastal passenger water transport <i>Clean transportation infrastructure</i> 6.14. Infrastructure for rail transport ⁸

⁶ Activities will be assessed internally to support the steps and objectives of Finland's 'Strategic programme to promote a circular economy'. As of the date of this Supplement, more information about such programme can be found at <https://ym.fi/en/strategic-programme-to-promote-a-circular-economy>.

⁷ Only zero direct (tailpipe) emission vehicles: Category N₁ vehicles, which have zero direct (tailpipe) CO₂ emissions, and vehicles of category N₂ and N₃, which are "zero-emission heavy-duty vehicles" as defined in Article 3, point (11), of Regulation (EU) 2019/1242.

⁸ The EU Taxonomy criteria C) and B) from this activity have been excluded.

<i>Eligible Sector</i>	<i>Internal Criteria</i>	<i>EU Taxonomy activities'</i>
		6.15. Infrastructure enabling low-carbon road transport and public transport 7.4. Installation, maintenance, and repair of charging stations for electric vehicles
<p>Biodiversity Conservation and Environmentally Sustainable Management of Living Natural Resources and Land Use</p> <p>Projects and businesses dedicated to environmentally sustainable management of living natural resources and land use or targeting biodiversity.</p>	<p><i>Biodiversity</i></p> <p>Maintenance and protection to preserve biodiversity, terrestrial or marine natural habitats.⁹</p> <p>Landscape conservation and restoration supporting ecosystem resilience and biodiversity.⁹</p> <p><i>Sustainable forestry</i></p> <p>Sustainable forestry with a certification from the Forest Stewardship Council (FSC) or the Programme for the Endorsement of Forest Certification (PEFC).</p> <p><i>Sustainable farming</i></p> <p>Sustainable farming: regenerative farming that aims for significant improvement of soil/land health, or organic farming as certified in compliance with the EU and national regulations.</p> <p><i>Alternative proteins</i></p> <p>Production of alternative proteins produced from plants or animal cells¹⁰ or by way of fermentation that directly or partially substitute animal-derived products or ingredients.</p>	

⁹ There are management plan or equivalent instrument, initial description of the area and auditing/certificates and it aims for either (i) maintaining good condition of ecosystems, species, habitats or of habitats of species or (ii) re-establishing or restoring ecosystems, habitats or habitats of species towards or to good condition, including through increasing their area or range.

¹⁰ Limited to research and development (R&D) on alternative proteins produced from animal cells.

<i>Eligible Sector</i>	<i>Internal Criteria</i>	<i>EU Taxonomy activities¹</i>
Climate Change Adaptation Projects and businesses dedicated to climate change adaptation.	<i>Observation systems</i> Efforts to enhance infrastructure resilience to climate change impacts, including climate observation systems, early warnings and data-driven climate monitoring and reporting systems. <i>Infrastructure resilience</i> Adaptation measures to reduce harm from climate-related events, such as integrating climate resilience in buildings and infrastructure design, like flood prevention.	

Evaluation and Selection

OP Financial Group has established a dedicated committee with responsibility for governing and monitoring the Green Bond Framework (the "**Green Bond Committee**"). Eligible Assets are subject to both the conventional OP Financial Group's credit process and the Green Bond Committee's Green Bond evaluation and selection process, as described in the Green Bond Framework.

Eligible Assets selected under the Bank's previous green bond frameworks that have successfully gone through the evaluation steps will not be affected by the changes in the latest Green Bond Framework and will remain in the portfolio of Eligible Assets (the "**Green Bond Register**") until maturity or sale of the asset. New financing and refinancing will, however, always be evaluated in accordance with the latest Green Bond Framework. Therefore, changes in the Eligibility Criteria under the current Green Bond Framework from the version dated 2022 will not affect the treatment of Eligible Assets retroactively.

Management of Proceeds

OP Financial Group manages the Green Bond Register on a portfolio basis for tracking the Eligible Assets and the allocation of the net proceeds of the issuance of Green Bonds by the Bank. Its business units supported by sustainability experts supervise and review the assets that have been earmarked and allocated to the Green Bond Register quarterly.

OP Financial Group intends to maintain an aggregate amount of assets in the Green Bond Register that is at least equal to the aggregate net proceeds of all outstanding Green Bonds issued by the Bank. However, there may be periods when a sufficient aggregate amount of Eligible Assets has not yet been allocated to the Green Bond Register to fully cover an amount equivalent to the net proceeds of each Green Bond. Any portion of the amount equal to the net proceeds of Green Bonds that has not been allocated to Eligible Assets in the Green Bond Register will be held in accordance with OP Financial Group's conventional liquidity management policy and will not be invested in carbon intensive activities or in controversial

activities. OP Financial Group intends to reach full allocation within 24 months after the issuance of each Green Bond.

Reporting

Until the Green Bonds have matured, the Bank will publish annually a Green Bond report (each, a "**Green Bond Report**") that includes both the allocation of the net proceeds of the Green Bonds and the estimated environmental impacts of the Green Bonds, as described in the Green Bond Framework.

External Review and Verification

The Bank engaged Sustainalytics to provide an independent second party opinion ("**Second Party Opinion**") on the Green Bond Framework. Their most recent Second Party Opinion was issued on 8 March 2024.

The Bank will request on an annual basis, starting one year after issuance and until maturity, a limited assurance report on the use of proceeds and eligibility in the Green Bond Report, provided by an external auditor.

Documents Available for Inspection

Copies of the Green Bond Framework, the Second Party Opinion, the Green Bond Reports and any other reports relating to the Green Bonds prepared by the Bank or at its or OP Financial Group's request may be obtained by investors from www.op.fi/debtinvestors (or any successor website).

References in this Supplement, the Base Prospectus and any Final Terms to the Green Bond Framework, the Second Party Opinion, the Green Bond Reports and the Green Bond Principles are, in each case, to such document(s) as the same may be updated, amended and/or replaced from time to time. None of these documents, any other certification, report or opinion relating to the Green Bond Framework and/or Instruments issued as Green Bonds, any document referred to in any of the foregoing, or the contents of any website referred to herein or therein, is or will be incorporated into, or forms part of, this Supplement, the Base Prospectus and/or any Final Terms relating to Instruments issued as Green Bonds.

Such documents, as well as any other documentation related to the Green Bonds and/or the Green Bond Framework, (whether or not prepared by the Bank, OP Financial Group or at their request) are subject to review and change and may be amended, updated, supplemented, replaced and/or withdrawn from time to time and any subsequent version(s) may differ from the description given in this Supplement. Potential investors in Instruments issued as Green Bonds should access the latest version of each relevant document available.

No assurance or representation is given by the Bank or any other person as to the suitability or reliability for any purpose whatsoever of any opinion (including the Second Party Opinion) or certification of any third party (whether or not solicited by the Bank or OP Financial Group) which may be made available in connection with the issue of any Instruments as Green Bonds and in particular with any Eligible Assets to fulfil any environmental, sustainability, social and/or other criteria. For the avoidance of doubt, any such opinion or certification is not, nor should it be deemed to be, a recommendation by the Bank or any other person to buy, sell or hold any Instrument(s) issued as Green Bonds. Additionally, any such opinion or certification

is only current as of the date on which it was initially issued and the criteria and/or considerations that formed the basis of such opinion or certification may change at any time and only provides an opinion or certification on certain environmental and related considerations and is not intended to address any credit, market or other aspects of an investment in the Instruments including, without limitation, market price, marketability, investor preference or suitability of any security. The Second Party Opinion and any other opinion or certification provided in relation to the Green Bonds is a statement of opinion, not a statement of fact. Currently, the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight. Prospective investors in any Instruments issued as Green Bonds must determine for themselves the relevance of any such opinion or certification and/or the information contained therein and/or the provider of such opinion or certification for the purpose of any investment in such Instruments.

Other

For the avoidance of doubt:

- Payment of any principal or interest in respect of Instruments issued as Green Bonds will be made from the Bank's general funds and will not be directly linked to or depend on the performance of any Eligible Asset or the performance of the Bank in respect of any ESG or similar targets. Additionally, there is no arrangement in place that enhances the performance of any Instruments issued as Green Bonds.
- There is no direct or contractual link between Instruments issued as Green Bonds and the Eligible Assets (or any other ESG or similar targets set by the Bank), Holders of Instruments will have no direct or indirect interest in, or recourse to, or preferred right against, any Eligible Asset, and Eligible Assets are not collateral for the Bank's obligations under the Instruments.
- Restricted Senior Preferred Instruments, Senior Non-Preferred Instruments and Tier 2 Instruments issued as Green Bonds, as is the case for any other Restricted Senior Preferred Instruments, Senior Non-Preferred Instruments and Tier 2 Instruments, will be fully subject to the application of CRR eligibility criteria and BRRD requirements for own funds and eligible liabilities instruments and, as such, proceeds from Green Bonds qualifying as own funds or eligible liabilities will be fully available to cover any and all losses arising on the balance sheet of the Bank (in the same way and to the same extent as other such Instruments which are not Green Bonds) regardless of their "green", "ESG" or similar label or characteristics and of whether the losses stem from the "green", "ESG" or other label assets or other assets of the Bank without such label. Their labelling as Green Bonds will not affect the regulatory treatment of such Instruments as Tier 2 Capital or MREL Eligible Liabilities (as applicable) and will not have any impact on their status and ranking as indicated in Condition 3 (*Status*) of the Conditions.
- As further explained under "*Risks Relating to the Instruments – Under the terms of the Instruments, investors will agree to be bound by and consent to the exercise of any bail-in power by the SRB*" in the section "*Risk Factors*" above, Green Bonds will be subject to application of the SRB's bail-in power, to the same extent and with the same ranking as any other Instrument which is not a Green Bond.

- All the Restricted Senior Preferred Instruments, Senior Non-Preferred Instruments and Tier 2 Instruments, including any Restricted Senior Preferred Instrument, Senior Non-Preferred Instrument and Tier 2 Instrument issued as a Green Bond, will only contain limited enforcement events (see "*Terms and Conditions – Condition 7 (Events of Default) – Restricted Events of Default – Restricted Senior Preferred Instruments, Senior Non-Preferred Instruments and Tier 2 Instruments*" and "*Risks Relating to the Instruments – Remedies in case of default on Restricted Senior Preferred Instruments, Senior Non-Preferred Instruments and Tier 2 Instruments are severely limited*" in the section "*Risk Factors*" above).

Prospective investors in Green Bonds should refer also to "*In respect of any Instruments issued with a specific use of proceeds, such as a Green Bond, there can be no assurance that such use of proceeds will be suitable for the investment criteria of an investor*" in the section "*Risk Factors*" above."