

Notice of Annual General Meeting

Sampo plc's shareholders are invited to attend the Annual General Meeting to be held on Tuesday, 7 April 2009 at 2.00 pm. at the Helsinki Fair Centre, entrance to Congress Wing, Messuaukio 1, 00520 Helsinki. The registration of persons who have given prior notice to attend and distribution of voting tickets will commence at 12.30 pm.

A. Matters on the agenda of the Annual General Meeting

The following matters will be on the agenda of the Annual General Meeting:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinise 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 2008.
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 0,80 per share from the parent company's distributable assets be paid. The dividend will be paid to those shareholders who, on the record date for payment of dividends, Tuesday, 14 April 2009, are registered in the company's Shareholder Register kept by Euroclear Finland Ltd (previously the Finnish Central Securities Depository Ltd).

The Board proposes to the Annual General Meeting that the dividend be paid on Tuesday, 21 April 2009.

For those shareholders who have not transferred their share certificates to the book-entry system by the record date for payment of dividends, the dividend will be paid after the transfer of their shares to the book-entry system.

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

After hearing the major shareholders, the Board's Nomination and Compensation Committee proposes to the Annual General Meeting that the members of the Board of Directors will be paid the following fees per annum until the close of the next Annual General Meeting: the Chairman of the Board will be paid an annual fee of EUR 160,000, the Vice Chairman of the Board will be paid EUR 100,000, and the other members of the Board of Directors will be paid EUR 80,000 each.

50 per cent of each Board member's annual compensation, after deduction of taxes and similar payments, will be paid in Sampo plc A shares and the rest in cash.

Board members employed by the company will not receive separate compensation for Board work during the validity of the employment or service relationship.

As background to the proposal that the Nomination and Compensation Committee has proposed that the Annual General Meeting elect Björn Wahlroos to continue as a member of the Board of Directors and that the Board of Directors elect him as its Chairman. At the close of the Annual General Meeting, he will step down from the position of Group CEO and President of Sampo plc. However, Björn Wahlroos will continue in the service of Sampo plc until 30 June 2009, and therefore he will be paid a Board Chairman fee of EUR 120,000. After the end of the service relationship, Björn Wahlroos will give up his participation in the "Sampo 2006" Sampo long-term share-based incentive scheme for Sampo Group's key management, and he will no longer be entitled to payments through this scheme.

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

After hearing the major shareholders, the Nomination and Compensation Committee proposes to the Annual General Meeting that eight members be elected to the Board of Directors.

12. Election of members of the Board of Directors

After hearing the major shareholders, the Nomination and Compensation Committee proposes to the Annual General Meeting that the current members of the Board, Tom Berglund, Anne

Brunila, Eira Palin-Lehtinen, Jukka Pekkarinen, Christoffer Taxell, Matti Vuoria and Björn Wahlroos, be re-elected for a term continuing until the close of the next Annual General Meeting. Additionally, Sampo plc's Nomination and Compensation Committee proposes that Veli-Matti Mattila be elected as a new Board member for a term continuing until the close of the next Annual General Meeting.

The Nomination and Compensation Committee proposes that the Board elect Björn Wahlroos from among their number as the new Chairman of the Board.

The CVs of the proposed persons can be viewed on the Internet at www.sampo.com/agn.

13. Resolution on the remuneration of the auditor

The Board's Audit Committee proposes to the Annual General Meeting that compensation be paid to the company's auditor on the basis of reasonable invoicing.

14. Election of Auditor

The Board's Audit Committee proposes to the Annual General Meeting that Ernst & Young Oy be elected as the Auditor until the close of the next Annual General Meeting.

15. Authorising 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 authorise the Board to decide on repurchasing Sampo A shares using funds available for profit distribution.

Sampo A shares can be repurchased in one or more lots up to a total of 50,000,000 shares. Sampo shares can be repurchased in other proportion than the shareholders' proportional shareholdings (private repurchase).

The share price will be no higher than the highest price paid for Sampo plc shares in public trading at the time of the purchase. However, in implementing the repurchase of Sampo shares, normal derivatives, stock lending or other contracts may also be entered into within the legal and regulatory limits, at the price determined by the market.

The holder of all Sampo plc B shares has given consent to a buy-back of A shares.

It is proposed that the authorisation will be valid until the close of the next Annual General Meeting, provided this is not more than 18 months from the Annual General Meeting's decision.

16. Reduction of the share premium account and reserve fund

The Board of Directors of Sampo plc proposes that the Annual General Meeting decides to reduce the share premium account and the reserve fund on the company's Balance Sheet as of 31 December 2008 by EUR 1,160,392,342.66 and by EUR 366,295,191.68, respectively, by transferring all the funds in the share premium account and reserve fund on the Balance Sheet as of 31 December 2008 to the reserve for invested unrestricted equity.

Under the old Finnish Companies Act, which was in force until 31 August 2006, both the share premium account and the reserve fund were restricted equity. The new Limited Liability Companies Act no longer recognises either the concept of share premium account or the concept of reserve fund but, according to the transitional provisions of the new act, it is allowed to reduce the size of these funds by adhering to the provisions set for reducing share capital. Transferring the funds as proposed will enhance the flexibility of the company's capital structure and increase the distributable equity and reserves.

17. Closing of the meeting

B. Documents of the General Meeting

The proposals of the Board of Directors and its committees relating to the agenda of the General Meeting, as well as this notice, are available on the Sampo plc website at www.sampo.com/agn. The Annual Report of Sampo plc, which includes the company's Financial Statements, the Board of

Directors' Report and the Auditor's Report, will be available on the above-mentioned website on 13 March 2009. The proposals of the Board of Directors and the Financial Statements are also available at the Meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

C. Instructions for the participants in the General Meeting

1. The right to participate and registration

Each shareholder who is registered on the record date for the Annual General Meeting, Friday, 27 March 2009, in the company's Shareholder Register kept by Euroclear Finland Ltd (previously the Finnish Central Securities Depository Ltd) has the right to participate in the General Meeting. Shareholders whose shares are registered on their personal Finnish book-entry account are registered in the company's Shareholder Register.

Shareholders who wish to participate in the General Meeting must register for the meeting no later than 4.00 pm on Tuesday 31 March 2009. A shareholder may register for the General Meeting either:

- a) via the company's website, www.sampo.com/agn
- b) by telephone to +358 10 516 0068 from Monday to Friday between 9.00 am and 4.00 pm
- c) by fax on +358 10 516 0623, or
- d) by mail to the address Sampo plc, Shareholder Services, Fabianinkatu 27, 00100 Helsinki.

In connection with the registration, shareholders must state their name, personal identity code, address, telephone number and the name of their assistant, if they have one. The personal data provided to Sampo plc are used only in connection with the General Meeting and with the processing of related registrations.

Pursuant to chapter 5, section 25 of the Limited Liability Companies Act, shareholders who are present at the General Meeting have the right to request information with respect to the matters to be considered at the meeting.

2. 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 demonstrate in another reliable way his/her right to represent the shareholder at the General Meeting.

Proxy documents should be delivered as originals to the address Sampo plc, Shareholder Services, Fabianinkatu 27, 00100 Helsinki before the last date for registration.

3. Holders of nominee-registered shares

A holder of nominee-registered shares who wants to participate in the General Meeting must be entered in the company's Shareholder Register on the record date for the Annual General Meeting, Friday, 27 March 2009.

Holders of nominee-registered shares are advised to request necessary instructions regarding registration in the company's Shareholder Register, the issuing of proxy documents and registration for the General Meeting from their custodian bank. Further information on these matters can also be found on the company's website at www.sampo.com/agn.

4. Other instructions and information

On the date of this notice of Annual General Meeting, 11 February 2009, Sampo plc has 560,172,390 A shares, representing 560,172,390 votes, and 1,200,000 B shares, representing 6,000,000 votes, i.e. a total of 561,372,390 shares and 566,172,390 votes. At General Meetings each A share carries one vote and each B share carries five votes.

Helsinki, 11 February 2009

Sampo plc
Board of Directors