

Notice of the Annual General Meeting

Notice is given to the shareholders of Sampo plc of the Annual General Meeting to be held on Tuesday, 13 April 2010 at 2.00 pm at the Helsinki Fair Centre, Congress Wing entrance, Messuaukio 1, 00520 Helsinki. The reception of persons who have registered for the meeting and the 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 2009.**
Review by the Group CEO and President

7. **Adoption of the Annual Accounts**
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 1.00 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, Friday, 16 April 2010, are registered in the company's shareholder register kept by Euroclear Finland Ltd.

The Board proposes to the Annual General Meeting that the dividend be paid on Friday, 23 April 2010.

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 fees of the members of the Board of Directors remain unchanged and that members of the Board of Directors be paid the following fees 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.

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

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, Veli-Matti Mattila, Matti Vuoria and Björn Wahlroos, be re-elected 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 Chairman of the Board. It is proposed that Veli-Matti Mattila, Eira Palin-Lehtinen, Christoffer Taxell, Matti Vuoria and Björn Wahlroos be elected to the Nomination and Compensation Committee and Tom Berglund, Jukka Pekkarinen and Christoffer Taxell be elected to the Audit Committee.

The CVs of the persons proposed as Board members and the evaluation of their independence pursuant to the Finnish Corporate Governance Code are available at the address www.sampo.com/board.

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.

The Audit Committee states that its proposal is based on the fact that the accounting firm Ernst & Young was the Sampo Group's auditor in 2009. The fees paid to the auditor for services rendered and invoiced in 2009 totalled EUR 2,141,427. In addition, the accounting firm was paid a total of EUR 223,583 in fees for non-audit services rendered and invoiced.

14. **Election of the auditor**

The Board's Audit Committee proposes that Ernst & Young Oy be elected as the company's auditor until the close of the next Annual General Meeting. Ernst & Young Oy has nominated Heikki Ilkka, APA, as the principally responsible auditor, if the Annual General Meeting chooses Ernst & Young Oy to continue as the company's auditor.

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 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 B shares has given consent to the repurchase 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. **Amendment of the section 12 of the Articles of Association**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting resolve to amend section 12 of the Articles of Association as a result of the amendments to section 19 of the Finnish Limited Liability Companies Act (624/2006) that entered into force on 3 August 2009 and 31 December 2009.

It is proposed that section 12 of the Articles of Association be amended to make it correspond with the current wording and provisions of the Limited Liability Companies Act. Section 12 of the Articles of Association will be amended as follows:

Section 12

"The Annual General Meeting must be held before the end of June on a date set by the Board of Directors.

A Notice of the General Meeting must be published in at least one newspaper designated by the Board of Directors and in circulation in Helsinki, no later than three weeks before the Annual General Meeting and no later than nine days before the record date of the Annual General Meeting referred to in the Limited Liability Companies Act, Chapter 4, Section 2, Subsection 2.

The manner in which other information is to be conveyed to shareholders will be determined by the Board of Directors separately in each case."

17. **Closing of the meeting**

B DOCUMENTS OF THE ANNUAL GENERAL MEETING

The proposals of the Board of Directors and its committees that are on the agenda of the Annual General Meeting and on this notice are available on the Sampo plc website at www.sampo.com/agm. The Annual Report of Sampo plc, which includes the company's Annual Accounts, the Board of Directors' Report and the Auditor's Report, will be available on the above-mentioned website from

19 March 2010 at the latest. The proposals of the Board of Directors and the Annual Report 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 meeting will be available on the above-mentioned website from 27 April 2010.

C INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. **The right to participate and registration**

Each shareholder who is registered on 30 March 2010 in the company's shareholder register kept by Euroclear Finland Ltd has the right to participate in the Annual General Meeting. Shareholders whose shares are registered in their personal Finnish book-entry account are registered in the company's shareholder register.

A shareholder who is registered in the company's shareholder register and wish to participate in the Annual General Meeting shall register for the meeting no later than 10.00 a.m. on 8 April 2010. Shareholders may register for the Annual General Meeting:

- a) via the company's website, www.sampo.com/agm,
- b) by telephone to +358 10 516 0028 from Monday to Friday between 8.00 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, Finland.

When registering, shareholders shall state their name, personal identity code, address, telephone number and the name and the personal identity code of any assistant or proxy representative. The personal data provided to Sampo plc are used only in connection with the Annual 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 Annual General Meeting have the right to request information regarding the matters to be considered at the meeting.

2. **Proxy representative and powers of attorney**

Shareholders may participate in the Annual General Meeting and exercise their rights at the meeting by way of proxy representation.

Proxy representatives shall produce a dated proxy document or demonstrate in another reliable way their right to represent the shareholder at the Annual General Meeting. When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing his/her shares in different book-entry accounts, the shares represented by each proxy shall be identified when registering for the meeting.

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

3. **Holders of nominee-registered shares**

Holders of nominee-registered shares are advised to request the necessary instructions regarding registration in the company's shareholder register, the issuing of powers of attorney and registration for the Annual General Meeting from their custodian bank well in advance. The account management organisation of the custodian bank will register holders of nominee-registered shares who wish to participate in the Annual General Meeting in Sampo plc's temporary shareholder register no later than 10.00 am on 8 April 2010. Further information on this can be found on the company's website at www.sampo.com/agm.

4. **Other instructions and information**

On the date of this Notice of the Annual General Meeting, 11 February 2010, 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 Annual General Meetings each A share carries one vote and each B share carries five votes.