

CORPORATE GOVERNANCE  
STATEMENT

2016

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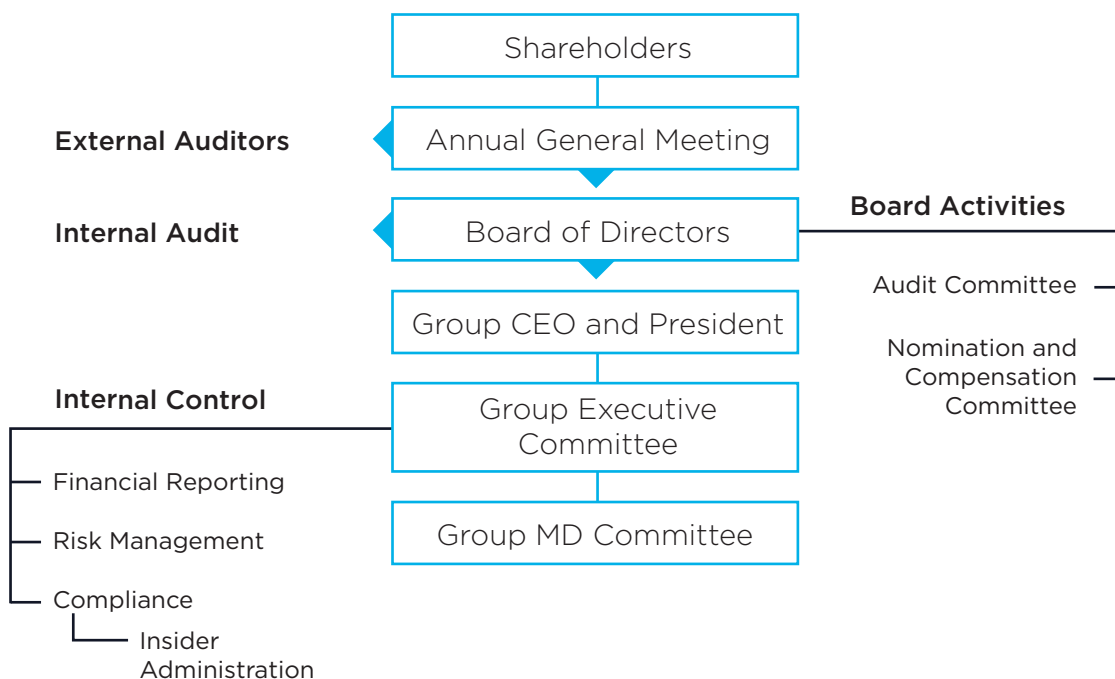
# Corporate Governance Statement

During 2016 Sampo complied in full with the Finnish Corporate Governance Code 2015 approved by the Securities Market Association on 1 October 2015, effective from 1 January 2016 (the “CG Code 2015”).

This Corporate Governance Statement, as provided by chapter 7, section 7 of Finnish Securities Market Act (746/2012), has been prepared in accordance with the CG Code 2015. This statement is presented – as permitted by the Finnish Securities Market Act and as recommended by the Finnish Securities Market Association – as a separate report from the Board of Directors’ Report.

The CG Code 2015 can be viewed in full on the website of the Finnish Securities Market Association at [www.cgfinland.fi](http://www.cgfinland.fi).

## The General Structure of Sampo’s Corporate Governance System



## Sampo's Governance Steering System

### Sampo plc's Articles of Association

As provided for in Finnish Companies Act, every Finnish limited liability company has its own Articles of Association. Articles of Association define, among other things, the business area of the company and the scopes of competences and general principles of division of powers between key corporate organs (i.e. general meeting, board of directors and managing director).

### Other Normative Framework

Sampo Group's general governance rests on the idea that Sampo plc, as the parent company of the Group, provides subsidiaries with a framework of general principles within which the parent company expects the subsidiaries to organize and carry out their businesses. These principles are manifested in Sampo Group's Code of Conduct, Risk Management Principles, Remuneration Principles and Compliance Principles, which form the core of Sampo Group's internal governance framework.



On the basis of and in compliance with the Group-wide framework, each subsidiary designs and implements a company-specific governance and risk management framework (including e.g. capitalization targets, profit targets, authorizations with risk limits, remuneration policies and other guidelines and instructions), which steers, limits and controls all operations, especially risk taking.

## General Meetings

The Finnish Companies Act and Sampo plc's Articles of Association determine the issues that have to be dealt with at a General Meeting of Shareholders (competence of a general meeting).

Customarily, a General Meeting deals with, in addition to issues determined by the law and Articles of Association, the issues presented by the Board of Directors. Furthermore, according to the Companies Act, a shareholder has the right to require a certain issue to be dealt with at the General Meeting, providing the issue falls within the scope of competence of the General Meeting.

The Board of Directors convenes a shareholder meeting by publishing a notice of the meeting in at least one newspaper circulated in Helsinki at least three weeks before the General Meeting and no later than nine days before the record date of the General Meeting. The notice to a General Meeting shall also be made public via a stock exchange release, as well as being published on Sampo plc's website.

The notice and other documents of the General Meeting, including the proposals of the Board of Directors and its committees, as well as the Annual Report, are available on Sampo plc's website at least three weeks before the General Meeting.

### Annual General Meetings

An Annual General Meeting (AGM) is held annually to present information regarding the company's performance and to deal with such matters as adopting the previous year's income statement and balance sheet, setting the dividend and its payment, appointing members of the Board of Directors and the Auditor and resolving their fees.

In 2016, the AGM was held on 21 April.

### Extraordinary General Meetings

An Extraordinary General Meeting (EGM) is convened when considered necessary by the Board of Directors. The Auditor or shareholder(s) together holding a minimum of one tenth of all the shares in the company may request in writing that an EGM shall be convened to discuss a specified matter raised by them.

### Attending a Shareholders' Meeting

By attending shareholders' meetings shareholders may, either personally or through representatives, exercise their voting rights, request information and participate in the decision-making process of Sampo plc.

At a shareholders' meeting, each Sampo plc A share carries one vote, while each Sampo plc B share carries five votes.

In the AGM held on 21 April 2016, the total number of represented shareholders was 3,226, who represented 65.71 per cent of the votes of all Sampo's shares.

## Board of Directors

The Board of Directors, elected annually by the AGM, uses the highest decision making power in Sampo Group between the AGMs. Sampo's Board of Directors is responsible for the management of the company in compliance with the law, authority regulations, Sampo's Articles of Association and the decisions of the shareholders' meetings.

### Board of Directors' Duties

The operating procedures and main duties of the Board of Directors have been defined in the Board's Charter. The Board of Directors decides, among other things, on Sampo Group's strategy and approves the principles governing the Group's risk management, remuneration, compliance and internal control. It also takes responsibility for the proper organization of the Group's operations, defines the required internal minimum capitalization for Group companies and supervises Group's profitability and liquidity position as well as capitalization. The Board also decides, within the framework of the company's business area, on other exceptional and far-reaching matters with respect to the scope and nature of Sampo Group.

In addition, the Board regularly evaluates its own activities and cooperation with the management.

The Board elects the Group CEO, the members of the Group Executive Committee, and the Group Chief Audit Executive, and releases them from their duties. The Board also decides on the terms and conditions of their employment and on other compensation. In addition, the Board confirms the Group's staff planning targets and monitors their fulfillment, determines the grounds for the Group's compensation system and decides on other far-reaching matters concerning the staff.

To ensure the proper running of operations, Sampo's Board of Directors has approved internal rules concerning general corporate governance, risk management, remuneration, compliance, internal control and reporting in the Sampo Group.

### Election and Terms of Office of Board Members

According to Sampo's Articles of Association, the company's Board of Directors comprises no fewer than three and no more than ten members elected by shareholders at the Annual General Meeting. The term of office of the Board members ends at the close of the Annual General Meeting that first follows their election. The members of the Board elect a Chairman and Vice Chairman from among its members at their first meeting following the Annual General Meeting.

On 10 February 2016 Sampo plc's Board of Directors updated Sampo's Policy on Diversity as regards the Board of Directors of Sampo. According to the Policy, when electing the Board of Directors the aim is to ensure that the Board as a whole for the purpose of its work possesses the requisite knowledge of and expertise in the social, business and cultural conditions of the regions and markets in which the main activities of the Group are carried out. A broad set of qualities and competences, diversity, including age, gender, geographical provenance and educational and professional background, is an important factor to take into consideration. According to the Policy on Diversity, and in compliance with the Corporate Governance Code, it is also important that the person to be elected to the Board shall have the qualifications required for the duties and the possibility to devote a sufficient amount of time to the work.

The number of the Directors and the composition of the Board shall be such that they enable the Board of Directors to see its duties efficiently. Both genders shall be represented in the Board of Directors and the target is a share of at least 37.5 per cent of the total number of members for both genders.

As proposed by the Nomination and Compensation Committee, the Annual General Meeting of 2016 decided that the Board would consist of eight members until the close of the Annual General Meeting to be held in 2017.

The following persons served on Sampo plc's Board of Directors in 2016:

- **Björn Wahlroos**, Chairman, born 1952, Ph.D. (Econ.)
- **Eira Palin-Lehtinen**, Vice Chairperson, born 1950, Master of Laws (trained on the bench)
- **Anne Brunila**, member (until 21 April 2016), born 1957, D.Sc. (Econ. and Business Adm.), Professor of Practice, Hanken School of Economics
- **Christian Clausen**, member (as of 21 April 2016), born 1955, M.Sc. (Econ.), Chairman for the Nordics, Blackrock Inc.
- **Jannica Fagerholm**, member, born 1961, M.Sc. (Econ.), Managing Director, Signe and Ane Gyllenberg Foundation
- **Adine Grate Axén**, member, born 1961, M.Sc. (Finance), Chairman and CEO, Adine Grate AB
- **Veli-Matti Mattila**, member, born 1961, M.Sc. (E.E.), President & CEO, Elisa Corporation
- **Risto Murto**, member, born 1963, Ph.D. (Econ.), CEO, President, Varma Mutual Insurance Company
- **Per Athur Sørli**, member, born 1957, MBA, President and CEO, Borregaard ASA

When elected, all current Board members were independent both of company's major shareholders and of the company.

In 2016 the representation of both genders in the Board of Directors fulfilled the target of at least 37.5 per cent representation as set in the Policy on Diversity.

The Board convened 9 times in 2016. Christian Clausen was prevented from attending one meeting. Other Board members attended all meetings and, accordingly, the attendance of Board members at meetings was 98.6 per cent.

## Shares and share-based rights held by the Board members

On 31 December 2016, the members of the Board of Directors owned directly or through legal entities controlled by them Sampo's A shares as follows:

• Björn Wahlroos	11,865, 481
• Eira Palin-Lehtinen	5,075
• Christian Clausen	448
• Jannica Fagerholm	2,167
• Adine Grate Axén	4,962
• Veli-Matti Mattila	5,155
• Risto Murto	883
• Per Arthur Sørli	3,237

The Board members did not have holdings in any Sampo share-based rights.



## Board-Appointed Committees

The Board may appoint committees, executive committees and other permanent or fixed-term bodies for duties assigned by the Board. The Board confirms the charters of the committees of Sampo's Board and the Executive Committee, and also the guidelines and authorizations given to other bodies appointed by the Board.

The Board has an Audit Committee and a Nomination and Compensation Committee, whose members it appoints from among its members in accordance with the charters of the respective committees.

### Audit Committee

The Audit Committee is responsible for monitoring the statutory auditing and reporting process of the financial statements and consolidated financial statements, and for overseeing the veracity of Sampo Group's financial statements and the financial reporting process.

The Committee oversees the actions of the auditor under the laws of Finland, monitors the auditor's invoicing for audit and non-audit services as deemed appropriate. Furthermore, the Audit Committee is responsible for evaluating the auditor's and auditing firm's independence and particularly their provision of related services to Sampo Group, and for preparing proposals to the Annual General Meeting concerning the auditor's election and his fee.

Furthermore, the Committee monitors the efficiency of the Group's internal control, internal audit and risk management systems, and monitors the Group's risks and the quality and scope of risk management. In addition, the Committee approves internal audit's annual action plan, monitors internal audit's reporting, monitors the fulfillment of risk policies, the use of limits and the development of profit in various business areas, oversees the preparation of, and compliance with risk management policies and other guidelines within the scope of Audit Committee's activities, and reviews the description of the main features of the internal control and risk management systems pertaining to the financial reporting process, which is included in the company's Corporate Governance Statement.

The Committee also evaluates the compliance with laws and regulations in Sampo Group, monitors significant litigations of Group companies, and executes any other duties that may be bestowed upon it by the Board.

According to its Charter, the Committee comprises at least three members elected from among those Board members who do not hold executive positions in Sampo and are independent of the company and of which at least one is independent of Sampo's major shareholders. The Responsible Auditor, Group CEO, Group CFO, the CFO of the most significant subsidiary, Group Chief Audit Executive, the member of the Group Executive Committee responsible for risk control and Group Chief Risk Officer are also participating in the meetings of the Committee.

In 2016, the Chairman of the Audit Committee was **Jannica Fagerholm** (Anne Brunila until 21 April 2016), and the other members were **Adine Grate Axén**, **Christian Clausen** (as of 21 April 2016) and **Per Arthur Sørli**. Also the Auditor's representatives, Group CEO, Group CFO, CFO of If P&C, Group Chief Risk Officer and Group Chief Audit Executive were participating in the meetings.

The Audit Committee convened four times in 2016 and the attendance of members at the meetings was 100 per cent.



## Nomination and Compensation Committee

The Nomination and Compensation Committee is entrusted to prepare and present proposals for Sampo's Annual General Meeting on the composition of the Board, the remuneration of Board members and the principles on which this remuneration is determined. The Committee consults the largest shareholders in these matters.

According to the Policy on Diversity, Sampo's Nomination and Compensation Committee shall identify, review and recommend candidates for the Board. The Nomination and Compensation Committee shall take the following factors into consideration, including such other factors as the Board may determine:

- (i) Regulatory requirements for the members of the Board;
- (ii) Overall board composition taking into consideration the appropriate combination of professional experience, skills, knowledge and variety of viewpoints and backgrounds;
- (iii) The past performance of incumbent members (attendance, staying informed about the company and its business, participation in the meetings, proven interest in the company's business and compliance with applicable company policies and guidelines);
- (iv) Allocation and sufficiency of time; and
- (v) Other criteria (e.g. with respect to new Directors, the integrity, judgment and available time).

At the Annual General Meeting the Nomination and Compensation Committee gives an account of how it has conducted its work and explains its proposals

The Committee is also responsible for preparing proposals for Sampo's Board on the evaluation of the independence of the members of the Board, on the composition and chair of the Board's committees, on the appointment of Sampo Group CEO and President and the composition of Sampo Group's Executive Committee, the composition of the Group MD Committee, and, to the extent required, makes surveys of potential successors to aforementioned positions. The Committee also prepares proposals for the Board on the principles by which the members of the Group Executive Committee are to be compensated and their remuneration.

Nomination and Compensation Committee also prepares for the Board's decision Sampo Group's Remuneration Principles and Sampo plc's Remuneration Policy, Sampo Group's long-term incentive schemes, maximum pay-outs based on short-term incentive programs and long-term incentive schemes as well as the actual payments to be made.

As authorized by the Board of Directors, the Committee also decides on the fixed salaries of the members of the Group Executive Committee, excluding the Group CEO and his/her deputy.

The Committee also prepares a proposal for the Board on the appointment, employment conditions and other compensation of Sampo Group's Chief Audit Executive, and on the principles by which Sampo Group's staff are to be compensated. In addition, the Committee is responsible for preparing proposals for the Board on issues relating to the development of corporate governance and confirming the criteria and processes used for the Board's self-evaluation.

The Committee also regularly evaluates its own practices and co-operation with the executive management.

The Nomination and Compensation Committee comprises the Chairman of the Board (who acts as the Committee's Chairman), the Vice Chairman of the Board and one to three members elected from among the members of the Board.

In 2016 the Chairman of the Nomination and Compensation Committee was **Björn Wahlroos**, and the other members were **Veli-Matti Mattila**, **Eira Palin-Lehtinen** and **Risto Murto**.

The Committee convened four times in 2016. The attendance of members at the meetings was 100 per cent.

## Sampo Group Executive Committee

The Board of Directors has appointed the Sampo Group Executive Committee and a Group MD Committee to the Group Executive Committee, which supports the CEO in preparing matters to be handled by the Executive Committee.

Sampo Group Executive Committee supports the CEO in the preparation of strategic issues relating to the Group, in the handling of operating matters that are significant or involve questions of principle, and in ensuring a good internal flow of information.

The Executive Committee addresses especially the following: Sampo Group's strategy, profit development, large purchases and projects, the Group's structure and organization, as well as key strategic issues pertaining to administration and personnel.

Following persons served on the Group Executive Committee in 2016:

- **Kari Stadigh**, (chairman), Group CEO, born 1955, M.Sc. (Eng.), BBA
- **Knut Arne Alsaker**, Group Executive Vice President, CFO, If P&C, born 1973, M.Sc.
- **Peter Johansson**, Group CFO, born 1957, M.Pol.Sc.
- **Patrick Lapveteläinen**, Group CIO, born 1966, M.Sc. (Econ.)
- **Torbjörn Magnusson**, President and CEO of If P&C Insurance Holding Ltd (publ), born 1963, Licentiate of Engineering
- **Ivar Martinsen**, Group Executive Vice President, Head of BA Commercial, If P&C, born 1961, Bachelor of Civil Engineering
- **Petri Niemisvirta**, Managing Director, Mandatum Life Insurance Company Ltd, born 1970, LL.M.
- **Morten Thorsrud**, Group Executive Vice President, Head of BA Private, If P&C, born 1971, Master of Business and Economics
- **Timo Vuorinen**, Group Executive Vice President, Head of BA Baltic, If P&C, born 1964, Master of Laws
- **Ricard Wennerklint**, Executive Vice President, If P&C Insurance Holding Ltd (publ), born 1969, Executive Education, Advance Management Program

The Group MD Committee comprised **Kari Stadigh**, **Peter Johansson**, **Patrick Lapveteläinen**, **Torbjörn Magnusson**, **Petri Niemisvirta** and **Ricard Wennerklint**.

In 2016, the Executive Committee convened four times at the request of the CEO, and the Group MD Committee, which assists the Executive Committee, met nine times.

## Group CEO and President

The company has a Managing Director who is simultaneously the Group CEO and President of Sampo Group. The Board of Directors elects and releases the Group CEO, and decides on the terms of employment and other compensation.

The Group CEO is in charge of the daily management of Sampo, subject to the instructions and control of the Board of Directors. The Group CEO is empowered to take extraordinary and broad-ranging actions, taking into account the scope and nature of Sampo's operations, only upon authorization by the Board of Directors. The Group CEO ensures the legal compliance of Sampo's accounting and the trustworthy organization of asset management.

Mr. **Kari Stadigh**, M.Sc. (Eng.), BBA (Econ.), is the Managing Director of the company and is the Group CEO and President. His current Group CEO Contract became effective as of 1 January 2016 and is in force until further notice. Under the terms of the Group CEO contract, the notice period for the Group CEO is six months, from which period the Group CEO is entitled to receive salary. The contract does not include a severance compensation.

## Shares and share-based rights held by the CEO and the members of the Executive Committee

On 31 December 2016, the CEO and members of the Executive Committee owned, directly or through legal entities controlled by them, Sampo's A shares as follows:

• Kari Stadigh	274,502
• Knut Arne Alsaker	23,750
• Peter Johansson	51,815
• Patrick Lapveteläinen	241,111
• Torbjörn Magnusson	27,401
• Ivar Martinsen	43,643
• Petri Niemisvirta	73,524
• Morten Thorsrud	44,160
• Timo Vuorinen	35,361
• Ricard Wennerklint	26,838

The CEO and the members of the Executive Committee did not have holdings in any Sampo share-based rights.

## Internal Control in Sampo Group

The different sectors of Sampo Group's internal control system play a crucial role in ensuring the proper functioning of the Group's corporate governance system.

Internal control means all activities, which ensure that Sampo Group's businesses are carried out towards desired targets in accordance with desired policies and practices and in compliance with applicable legal and regulatory requirements. Accordingly, the tasks of internal control are performed by different actors starting from the top of the organization.

The organization of internal control and safeguarding its functioning and viability plays a key role in the activities of the Board of Directors of Sampo plc. In order to ensure the proper running of operations, Sampo's Board has approved group-level policies and guidelines concerning corporate governance, financial target setting, risk management, remuneration, compliance, reporting and internal audit in conformity with and supplementing the existing legal and regulatory framework. With the policies and guidelines Sampo's Board directs Group's activities towards desired practices and, with appropriate control mechanisms provided by the policies, ensures that potential deviations are discovered without undue delay.

Thus, successful internal control system presumes not only controlled steering processes for business management, but also appropriate control mechanisms. In Sampo Group, internal control system includes functions supporting the businesses, as well as control and steering functions, which are organized as independent from the businesses.

In addition to internal control activities within the financial reporting process and separate risk management, Sampo Group's compliance function, with insider administration supplementing it, together with fully independent internal audit form core parts of Sampo's internal control system.

## Financial Reporting

The internal control linked with financial reporting process purports to ensure that Sampo's Board of Directors and executive management have timely and reliable information supporting their decision making, and that external interest groups can also rely on the financial information provided for them.

To ensure the correctness of all reporting, the used data bases are reconciled on a monthly basis. Several system and analytical control tools are also applied to support the reliable functioning of the reporting process.

Group level financial reporting is mainly based on information provided by the subsidiary companies in form and schedule as defined by the Group's financial administration. Each subsidiary is responsible for its respective financial reporting and internal controls therein. Consequently, the process ensures the correctness of the information regarding different business segments prior to reporting.

Sampo Group's financial reporting is organized under Group Control and Planning and Group Accounting units and it operates under Group Chief Financial Officer. Group Control and Planning prepares and follows group-level and parent company's financial targets and forecasts, takes care of monthly reporting of profit development as well as solvency calculations. It also provides the Group's operating management and the holding company's Board of Directors with reports, based on publicly available information, comparing Sampo's performance with that of its competitors, and also produces different types of market analyses and reviews.

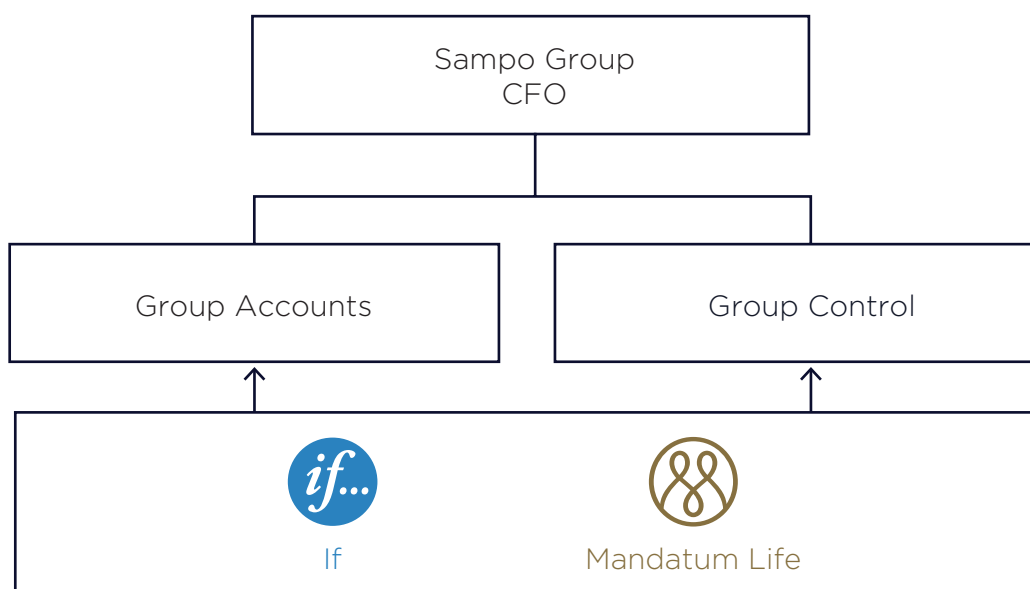
Group Accounting prepares Sampo Group's quarterly and annual financial reports in accordance with International Financial Reporting Standards (IFRS). The financial reports of the parent company, Sampo plc, are prepared in accordance with Finnish accounting standards (the Finnish GAAP). Quarterly and annual reports are dealt with in Group's administrative

bodies in accordance with applicable procedural rules. In addition, Group Accounting unit prepares Group's monthly accounts, which form the basis of the monthly analysis prepared by Group Control and Planning unit.

The report used in steering and managing Group's different businesses (the Management Report) is distributed on a monthly basis to the members of the Group Executive Committee, and a summary of it is delivered to the members of Sampo's Board of Directors.

Profit forecasts are reported quarterly to the Board and the Group Executive Committee. Group solvency calculations are also delivered on a quarterly basis to the Audit Committee as well as to the Group Executive Committee.

### Sampo Group's Financial Reporting Process



## Risk Management

The Board of Directors of Sampo plc is responsible for ensuring that the Group's risks are properly managed and controlled. The Board establishes both the risk management and closely connected remuneration principles and provides guidance on the risk management governance structure and internal control in the business areas. Working within the framework of these principles and guidelines, the subsidiaries tailor their risk management practices to take account of the special features of their respective business activities. The Board makes decisions on strategy, return targets and the general levels of risk and capitalization of the subsidiaries.

The Board's Audit Committee is responsible, on behalf of the Board of Directors, for preparing Sampo Group's risk management principles and related guidelines and, in turn, the Nomination and Compensation Committee is responsible for preparing Group's remuneration principles, which are closely connected with risk management principles.

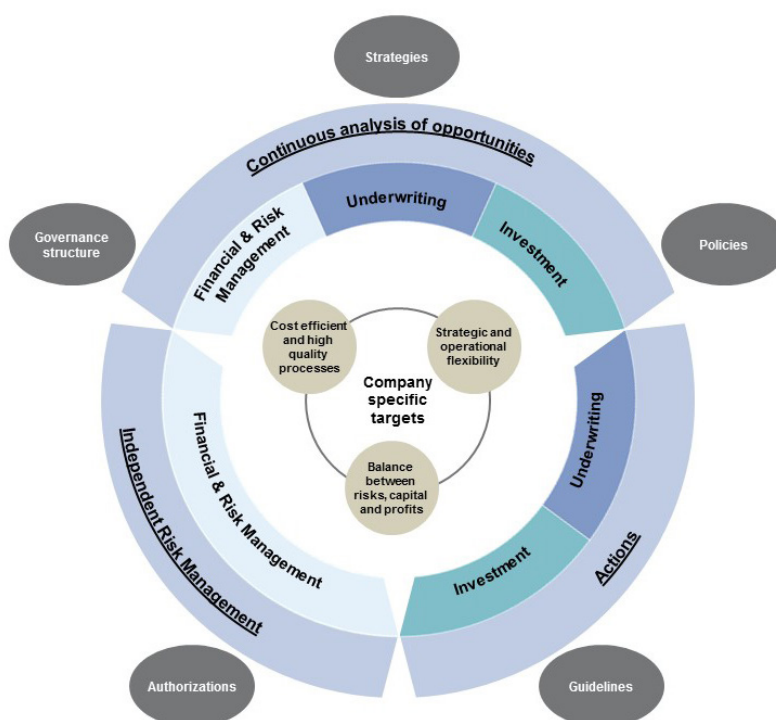
The duty of Sampo Group's Risk Management function is to co-ordinate the risk management within the subsidiaries and to take care of group level risk management as well as that of the parent company.

## Risk Management Process

High-quality, comprehensive risk management facilitates that Sampo's corporate executives and Board of Directors are constantly aware of the Group companies' business-related risks and their ability to carry the financial and other risks related to business activities.

Sampo Group's business activities and therefore also risk management activities are mainly performed by the subsidiaries. The below illustration presents the prerequisites, tasks and targets of company-level risk management.

### Company-level Risk Management Framework



The subsidiary companies' risk management is based on the Risk Management Principles established by the parent company. The subsidiaries organize their own risk management based on these group-level principles taking into account the business-specific characteristics as well as laws and regulations.

The **prerequisites** for facilitating successful risk management in the subsidiaries include the following:

- risk management governance structure and authorizations and clear division of responsibilities between business lines and independent functions;
- companies' own risk policies and more detailed instructions related to risk management; and
- prudent valuation, risk measurement and reporting procedures.

The **tasks** included in the risk management process can be classified as follows:

**Independent risk management:** Financial and risk management functions are explicitly responsible for preparing above prerequisites of risk management and operationally they are responsible for independent measurement and control, including monitoring of operations in general as well as profitability, risk and capitalization calculations.

**Continuous analysis of opportunities and risks:** Business lines and financial and risk management functions are both active in supporting the business with continuous analysis and assessment of opportunities. This can be seen as a separate phase in the risk management process as the insurance and investment business units assess different business opportunities, especially their risk return ratios, on a daily basis. In financial and risk management functions, on the other hand, considerable amount of time is spent on risk assessment and capital planning.

**Actions:** Transactions representing the actual insurance and investment operations are performed in accordance with the given authorizations, risk policies and other instructions. These actions are the responsibility of business and centralized functions such as the investment unit. Activities related to capitalization and liquidity positions are included in this part of the process.

In Sampo Group, proactive profitability, risk and capital management actions are seen as the most important phase in the risk and capital management process. Hence, risk policies, limits and decision-making authorizations are set up in a way that they, together with profitability targets, facilitate business and investment units to take carefully considered risks.

High-quality execution of the above-mentioned tasks contributes to the achievement of the three central **targets** of the risk management process:

**1) Balance between risks, capital and earnings, i.e.:**

- risks affecting the profitability as well as other material risks are identified, assessed and analyzed;
- capitalization is adequate in terms of risks inherent in business activities and strategic risks, taking into account the expected profitability of the businesses;
- risk bearing capacity is allocated into different business areas in accordance with the strategy; and
- underwriting risks are priced reflecting their inherent risk levels, expected returns of investment activities are in balance with their risks, and consequential risks are mitigated sufficiently.

**2) Cost-efficient and high quality operative processes:**

- client service processes and internal operative processes are cost efficient and of high quality;
- decision making is based on accurate, adequate and timely information; and



- continuity of operations is ensured and in case of discontinuity events, recovery is fast and comprehensive.

### 3) Strategic and operational flexibility:

- external risk drivers and potential strategic risks are identified and the company is in good position, in terms of capital structure and management skills, to react to changes in business environment;
- corporate structure, knowledge, skills and processes in companies facilitate effective implementation of changes.

When above targets are met, risk management is contributing positively on return on equity and mitigating the yearly fluctuations in profitability. Risk management process is therefore considered to be one of the contributors in creating value for the shareholders of Sampo plc.

## Risk Management Reporting

Sampo Group's risk management reporting is divided into three separate business areas, which are P&C Insurance (If P&C), Life Insurance (Mandatum Life), and the Holding Company (Sampo plc). Additionally, Sampo's associate companies, Nordea Bank AB (publ) and Topdanmark AS form a separate reporting entity, but the risks related to Nordea and Topdanmark are only followed on the basis of public information reported by Nordea and Topdanmark.

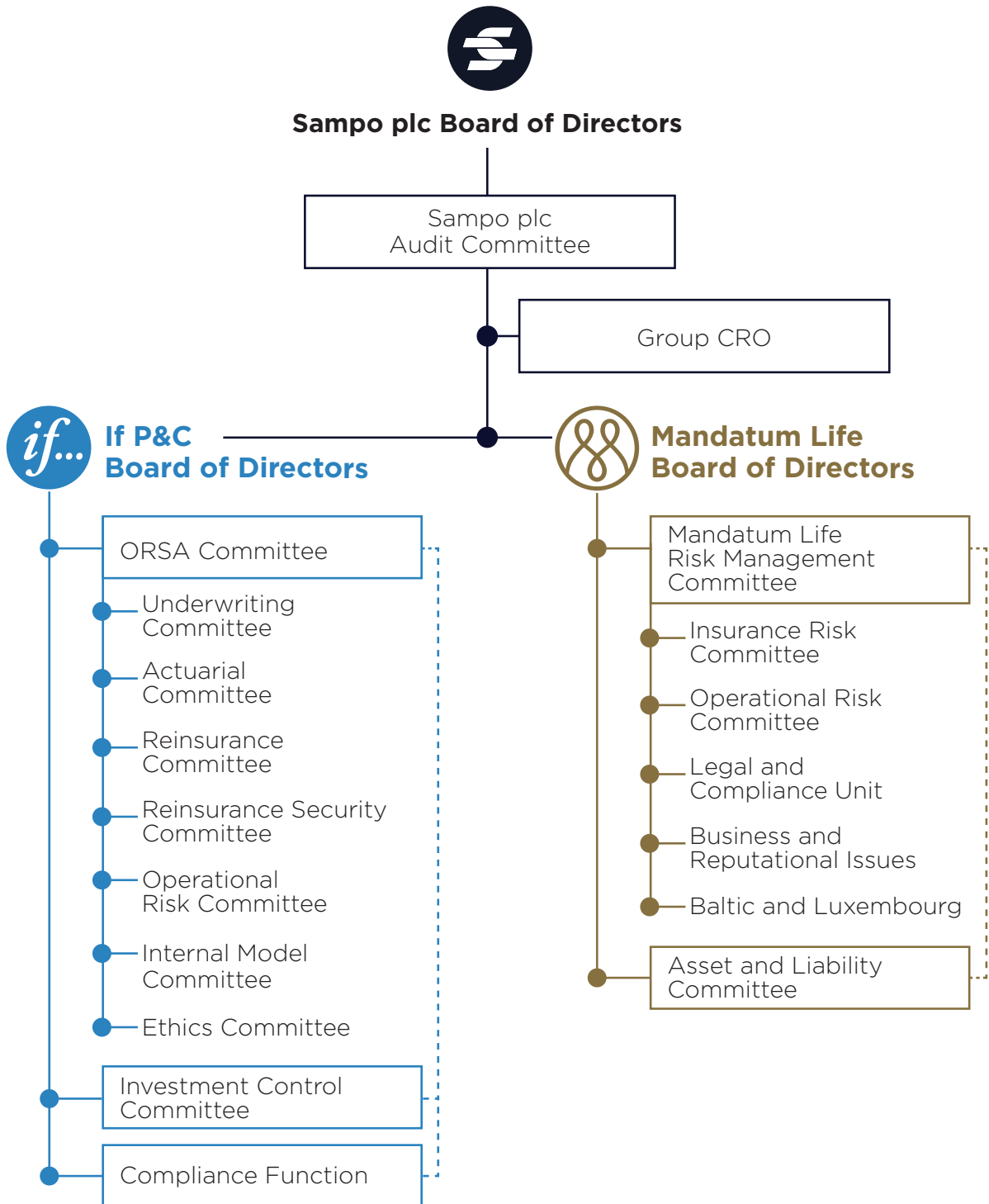
Sampo plc's Board of Directors and the Audit Committee, together with the Boards of Directors of the subsidiaries, share the overall responsibility for the risk management process. The business units are responsible for day-to-day risk management decisions within the framework of the provided principles, guidelines and authorizations (limits).

The risks of If P&C are managed by Own Risk and Solvency Assessment (ORSA) Committee (together with its sub-committees) and Investment Control Committee.

In Mandatum Life, the Asset & Liability Committee (ALCO) manages investment risks within the framework of the provided limits and authorizations, and Risk Management Committee and its sub-committees concentrate on the management of other risks.

More detailed information on Sampo's risk management is available in Sampo's Annual Report.

Risk Management Reporting Framework in Sampo Group



## Compliance Function

In Sampo Group, compliance is an activity supporting business activities while being independently administered, and it aims at securing the compatibility with applicable norms of all Group activities.

To respond to the vehemently increasing regulation in the financial sector, the Board of Directors of Sampo plc renewed the group-level internal guidance regarding compliance by approving Sampo Group Compliance Principles in 2012. These Principles are reviewed annually and amended as appropriate.

In Sampo Group Compliance Principles the starting point is that compliance with norms is an established part of Sampo corporate culture, and the principles ensure that compliance activities are properly organized in Group companies, and that the business organization is capable to respond to the changing requirements of business environment. The guidance contains the perceived common denominators of successful compliance activity – a set of general principles that describe essential features of effective compliance activities within the context of the business environment Sampo Group companies are operating. The principles don't, however, limit the flexibility of each subsidiary company when addressing its own specific needs in relation to compliance.

The principles apply to all Sampo Group companies. It should, however, be noted that different Group companies are operating different business lines in various different national jurisdictions, thus being under an obligation to abide with local legislation as well as authority rules and regulations. Consequently, Sampo Group's principles have been defined to facilitate the deployment of set of tools and procedures serving best the individual needs for each company and local operating environment, and ensure full compliance without jeopardizing operational efficiency. The aforesaid obviously implies that compliance function in each subsidiary must always meet local standards and other requirements.

According to the approved principles all compliance activity is designed to ensure that all business activities, as well as the reporting of financial results and risks, are at all times compliant with laws, authority regulations and internal guidelines and principles.

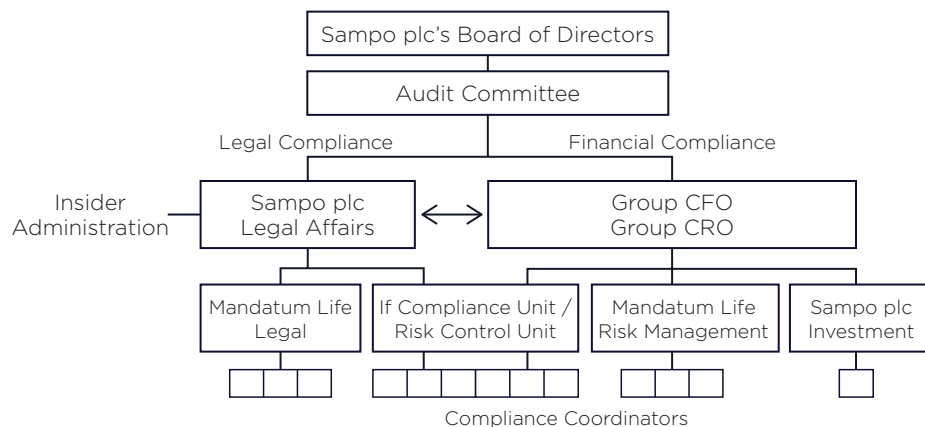
The compliance function also ensures that any applicable new legislation and regulation is fully enforced in Group companies' guidelines and day-to-day business activities.

According to the principles, the subsidiary companies are permitted to organize their compliance activities operationally and organizationally as they deem pertinent and effective. In the below illustrative organization chart, the compliance function is viewed from parent company's point of view and compliance is divided into legal and financial sections based on reporting responsibilities. Legal compliance is understood to cover operational compliance within each company's own normative framework and actions taken to that end within the framework. Financial compliance, on the other hand, covers the compliance with company-specific and group-level financial requirements, e.g. capitalization and solvency requirements, and related reporting obligations.

Reporting of compliance activities is organized in each subsidiary company as deemed appropriate and sufficient locally. Compliance issues are also regularly reported to the Board of Directors of Sampo plc and its Audit Committee, as determined in Sampo Group Compliance Principles. Sampo plc's own compliance organization is responsible for compiling these reports on the basis of subsidiary companies' reports.

Sampo Group's CEO is responsible for the proper organization of the compliance function in the holding company and in the Group as a whole. The Board of Directors of each subsidiary ensures that the subsidiary has sufficient resources to organize effective internal control and compliance, while each subsidiary's Managing Director is responsible for organizing the respective subsidiary's compliance function.

## Sampo Group's Compliance Organization and Reporting Structure



### Insider Administration

Given the nature of Sampo's business areas, especially bearing in mind their extensive investment activities, Sampo's Board of Directors has approved separate Guidelines for Insiders that is binding on all persons employed by Sampo Group as well as on members of Sampo's Board of Directors. In addition to current supranational law, such as the market abuse regulation (MAR), applicable national law, including Nasdaq Helsinki's Guidelines for Insiders and the Financial Supervisory Authority's regulations, has been taken into account in compiling the Guidelines for Insiders.

The Group Executive Committee and persons working with interim statements and other financial announcements and persons having access to such documents before publication thereof are under the following restrictions on trading:

- persons must obtain a separate written permission in advance for each share related securities transaction they make with the securities of Sampo plc or any of Sampo's publicly listed subsidiary or affiliate company,
- persons must not conduct any transactions relating to the financial instruments of Sampo Group during a closed window of 30 calendar days before the announcement of financial report (so called extended closed window), and
- persons are prohibited from having so called short-term positions which refers to a situation where the period between the acquisition and disposal or the disposal and the acquisition of the same shares is less than one month.

In addition to regulatory supervision, compliance with the obligations under the Guidelines for Insiders and the underlying legislation is supervised by Insider Administration, which is a group function centralized in Sampo plc and led by the person in charge of insider matters.

Sampo Group's Guidelines for Insiders is available on the group's website at [www.sampo.com/insiders](http://www.sampo.com/insiders).

### Whistle-blowing

In connection with the entering into force of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (MAR), Sampo adopted an internal procedure for all employees to report infringements of both internal and external rules and regulations. All whistleblowing notifications are investigated promptly in a confidential manner and protecting the identity of the whistleblower as far as possible. During 2016, no whistleblowing notifications were reported.

## Internal Audit

Internal Audit (“IA”) is a function, independent of business operations, which evaluates the sufficiency and effectiveness of the internal control system and the quality with which the tasks are performed within the Sampo Group (“Sampo”). Sampo’s Internal Audit is organised under the Board of Directors of Sampo plc and it reports to Sampo plc’s Board’s Audit Committee (“Audit Committee”). The IA unit is managed by the Chief Audit Executive (“CAE”), who is appointed by the Sampo plc’s Board of Directors. IA is organised to correspond with Sampo’s business organisation and consists of adequate amount of internal auditors in the different group companies.

The work within IA is carried out in accordance with the Internal Audit Charter, approved by Sampo plc’s Board of Directors, as well as separate company level policies in all legal entities within Sampo. According to the Charter, IA is obliged to comply with the guidelines set out in the International Professional Practices Framework (IPPF) of the Institute of Internal Auditors (IIA). The policy gives IA the mandate to conduct audits, as well as consultancy work, and it gives IA an unrestricted mandate to obtain information and access to management and any documents/data it deems pertinent for its work. Internal Audit Charter also outlines the division of responsibilities between Internal Audit and external audit. Internal Audit function is responsible for the operational audits as well as IS/IT audits, whereas the external auditors perform the financial audits. The two audit functions co-ordinate their work in order to ensure adequate audit coverage and to minimise duplicate efforts.

Sampo plc’s Audit Committee and the Board of Directors in the different legal entities annually approve IA’s 3-year audit plan. When developing the plan, IA uses a risk based approach by considering the main focus areas, both by reviewing existing material and by gathering information from senior management and relevant Boards of Directors. As the approach is risk based, the amount of audits performed as well as the number of countries and Business Areas covered may vary from year to year. Any changes to the approved audit plan must be approved by the Audit Committee and also by the relevant Board of Directors in the affected legal entity. External auditors are always informed of the internal audit plan and their representative also attends Audit Committee’s meetings.

IA reports on the audits performed to the Audit Committee and to the CEO and the Board of Directors of the relevant legal entity.

The CAE submits activity reports on IA’s work to Sampo plc’s Audit Committee at least twice a year to, where any potential significant audit findings and subsequent recommendations are highlighted.

According to Internal Audit Charter, and in compliance with the IPPF, the Internal Audit function is reviewed by an external party in order to evaluate IA’s performance in accordance with IPPF. These reviews are performed by external, qualified persons, who are independent from Sampo.

## External Auditor

- **Ernst & Young Oy**  
Authorised Public Accountant
- **Responsible auditor**  
Tomi Englund, APA

During 2016, the total fees paid to the auditor for services rendered and invoiced were EUR 2,673,834. In addition, Ernst & Young Oy were paid fees for non-audit services rendered and invoiced totaling EUR 328,050.

SAMPO  GROUP

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