
**SAMPO PLC'S NOMINATION AND COMPENSATION COMMITTEE'S PROPOSAL
to the Annual General Meeting on 14 April 2011**

Proposal of the Nomination and Compensation Committee for the number of members of the Board of Directors and the members of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors proposes to the Annual General Meeting that eight members be elected to the Board of Directors.

The Nomination and Compensation Committee of the Board of Directors proposes that the current members of the Board Anne Brunila, Eira Palin-Lehtinen, Jukka Pekkarinen, Christoffer Taxell, Veli-Matti Mattila, Matti Vuoria and Björn Wahlroos are re-elected for a term continuing until the close of the next Annual General Meeting. Of the current members, Tom Berglund, is not available for re-election. The Committee proposes that Adine Grate Axén be elected as a new member to the Board.

Adine Grate Axén was born in 1961 and has a Master in Finance and International Business from Stockholm School of Economics and an Executive MBA from Harvard University in Boston. Adine Grate Axén worked for Investor AB between 1994-2007 in a number of management positions. She was Executive Vice President and Managing Director for Investor AB in 1999-2007. She is Chairperson of the Swedish listing Committee for NASDAQ OMX Stockholm, Board Member of SOBI, a Swedish specialty pharmaceutical company and a Board Member of Swedavia. The complete CV of Adine Grate Axén is available at www.sampo.com/agm.

All the proposed Board members are independent of the major shareholders and all but Anne Brunila, Björn Wahlroos and Matti Vuoria are independent of the company. The Committee's rationale for not assessing these persons independent is presented in Annex 1. Majority of the proposed Board members are independent of major shareholders and the company.

The full CVs of all persons proposed as Board Member and evaluation of their independence pursuant to the Finnish Corporate Governance Code are available at www.sampo.com/agm.

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 Adine Grate Axén, Jukka Pekkarinen and Christoffer Taxell be elected to the Audit Committee. The Committees fulfil the Finnish Corporate Governance Code's requirement for independence.

Helsinki, 9 February 2011

SAMPO PLC
Nomination and Compensation Committee

Annex 1: The proposed Board Members not assessed to be independent from the company

The proposed Board members not assessed to be independent from the company

Anne Brunila (interlocking control relationship according to recommendation 15 (e) of the Finnish Corporate Governance Code)

Anne Brunila, Executive Vice President of Corporate Relations and Sustainability and a member of the Management Team at Fortum Corporation, is deemed not to be independent of the company because Sampo Group's Principal Attorney and a member of the Management Team, Ilona Ervasti-Vaintola, is a member of Fortum Corporation's Board of Directors. Anne Brunila will become independent in 1.11.2011 when Ilona Ervasti-Vaintola retires from her current position in Sampo Group.

Björn Wahlroos (previous employment relationship according to recommendation 15 (b) of the Finnish Corporate Governance Code)

Björn Wahlroos was Chief Executive Officer and President of Sampo Group until 7 April 2009. He is deemed not to be independent of the company because he has been employed by Sampo Group in the three years prior to the commencement of Board membership.

Matti Vuoria (interlocking control relationship according to recommendation 15 (e) of the Finnish Corporate Governance Code)

Matti Vuoria, Chief Executive Officer and President of Varma Mutual Pension Insurance Company, is deemed not to be independent of the company because Sampo Group's Chief Executive officer and president, Kari Stadigh, is a member of Varma's Board of Directors.
