

Notice to the Annual General Meeting

Notice is given to the shareholders of Sampo plc to the Annual General Meeting to be held on Thursday, 14 April 2011 at 2.00 pm at Helsinki Exhibition and Convention Centre, halls 5ab, Messuaukio 1, 00520 Helsinki. The reception of shareholders who have registered for the meeting and the distribution of voting tickets will start at 12.30 pm.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting, the following matters will be considered:

1. **Opening of the meeting**
2. **Calling the meeting to order**
3. **Election of persons to scrutinize 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 annual accounts, the Report of the Board of Directors and the Auditor's Report for the year 2010**
Review by the CEO
7. **Adoption of the annual accounts**
8. **Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

According to Sampo plc's dividend policy the total amount of dividends will correspond to at least 50 per cent of the Group's annual net profit (excluding extraordinary items). Share buy-backs can be used to complement dividends.

The parent company's distributable capital and reserves totalled EUR 6,597,907,788.86, of which profit for the financial year was EUR 710,467,413.51.

The Board proposes to the Annual General Meeting a dividend of EUR 1.15 per share of the company's 561 282 390 shares. The dividends to be paid amount to a total of EUR 645,474,748.50. The remainder of the funds are to be left in the equity capital.

The dividend will be paid to shareholders registered in the Register of Shareholders held by Euroclear Finland at the record date of 19 April 2011. The Board proposes that the dividend be paid on 28 April 2011.

No significant changes have taken place in the company's financial position since the end of the financial year. The company's liquidity position is good and in the view of the Board, the proposed distribution does not jeopardise the company's ability to fulfil its obligations.

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**

The Nomination and Compensation Committee of the Board of Directors 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 A shares and the rest in cash.

11. **Resolution on the number of 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.

12. **Election of members of 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 at the address www.sampo.com/agm. 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 the address 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.

13. **Resolution on the remuneration of the Auditor**

The Audit Committee of the Board of Directors 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 Oy was the Sampo Group's auditor in 2010. The fees paid to the auditor for services rendered and invoiced in 2010 totalled EUR 2,206,734. In addition, the accounting firm was paid a total of EUR 196,862 in fees for non-audit services rendered and invoiced.

14. **Election of Auditor**

The Audit Committee of the Board of Directors 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 announced that Heikki Ilkka, APA, will be re-elected as the principally responsible auditor, if the Annual General Meeting chooses Ernst & Young Oy to continue as the company's auditor.

15. **Authorizing 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 representing approximately 8.9 per cent of all A shares of the company. 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 its 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. **Closing of the meeting**

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as this notice are available on Sampo plc website at www.sampo.com/agm. The financial statements, the report of the board of directors and the auditor's report on Sampo plc, are available at www.sampo.com/annual-report no later than 11 March 2011. The proposals for decisions and the other above-mentioned documents are also 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 at www.sampo.com/agm as from 28 April 2011.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. **Shareholders registered in the shareholders' register**

Each shareholder, who is registered on 4 April 2011 in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders'

register of the company.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the Annual General Meeting, shall register for the meeting no later than 4 pm on 8 April 2011 by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned date. Such notice can be given:

- a) on the internet at www.sampo.com/agm;
- b) by telephone +358 10 516 0028 Mon-Fri 8.00 am – 4.00 pm;
- c) by telefax +358 10 516 0719; or
- d) by regular mail to the address Sampo plc/ Shareholders Services, Fabianinkatu 27, 00100 Helsinki, Finland.

Registration should arrive no later than by 4 pm on Friday 8 April 2011 irrespective of method of registration.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. When registering a proxy on the Internet the shareholder's book-entry account number is also needed. The personal data given to Sampo plc is used only in connection with the Annual General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

2. **Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of shares, based on which he/she on the record date of the Annual General Meeting, i.e. on 4 April 2011, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 10 am on 11 April 2011. As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

Further information on these matters can also be found on the company's website www.sampo.com/agm.

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

A shareholder may participate in the Annual 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 otherwise in a reliable manner demonstrate his/her 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 the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Possible proxy documents should be delivered in originals to the address Sampo plc/Shareholder Services, Fabianinkatu 27, 00100 Helsinki, Finland before the end of registration.

4. **Other instructions and information**

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the Annual General Meeting 9 February 2011, the total number of shares in Sampo plc 560,082,390 A shares, representing 560,082,390 votes, and 1,200,000 B shares, representing 6,000,000 votes, i.e. a total of 561,282,390 shares and 566,082,390 votes. At Annual General Meeting each A share carries one vote and each B share carries five votes.

Helsinki, 9 February 2011

SAMPO PLC
The Board of Directors