

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 the number of members be decreased with one to eight members.

The Nomination and Compensation Committee of the Board of Directors proposes that the current members of the Board Anne Brunila, Adine Grate Axén, Veli-Matti Mattila, Eira Palin-Lehtinen, Per Arthur Sørli, 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 Jukka Pekkarinen and Christoffer Taxell are not available for re-election. The Committee proposes that Jannica Fagerholm be elected as a new member to the Board.

Fagerholm was born in 1961 and has a Master in Business Administration from the Swedish School of Economics in Helsinki. She has worked as the Managing Director at Signe and Ane Gyllenberg Foundation since 2010. The CV of Jannica Fagerholm is attached to this proposal.

All the proposed Board members are independent of the major shareholders and all but Matti Vuoria are independent of the company. Matti Vuoria is the Chief Executive Officer and President of Varma Mutual Pension Insurance Company and Sampo Group's Chief Executive Officer and President,

Kari Stadigh, is a member of Varma's Board of Directors. This constitutes an interlocking control relationship according to recommendation 15 (e) of the Finnish Corporate Governance Code. Majority of the proposed Board members are independent of major shareholders and the company.

The CVs of all persons proposed as Board member are available at www.sampo.com/agm.

The Nomination and Compensation Committee proposes that the Board elects Björn Wahlroos from among its number as the Chairman of the Board. It is proposed that Veli-Matti Mattila, Eira Palin-Lehtinen, Matti Vuoria and Björn Wahlroos be elected to the Nomination and Compensation Committee and Anne Brunila, Jannica Fagerholm, Adine Grate Axén and Per Arthur Sørli be elected to the Audit Committee. The compositions of the Committees fulfill the Finnish Corporate Governance Code's requirement for independence.

Helsinki, 13 February 2013

SAMPO PLC
Nomination and Compensation Committee

Annex: CV of Jannica Fagerholm

Curriculum Vitae of Jannica Fagerholm



Jannica Fagerholm, b. 1961

Education

M.Sc. (Econ)

Hanken Swedish School of Economics, Helsinki, 1986

Current Position

Signe and Ane Gyllenberg Foundation

- Managing Director

2010–

Career

SEB Gyllenberg Private Bank

- Managing Director and Head of Private Banking

1999–2010

- Member to management board of SEB Gyllenberg Asset Management

1999–2010

- Member of SEB's Private Banking management group

2007–2010

- Member to management board of SEB Finland

2007–2010

- Chairman of the credit committee of SEB Gyllenberg Private Bank

2001–2010

Handelsbanken Liv

- Head of Life Insurance business in Finland

1998–1999

Sampo Group

- various positions in Sampo Insurance Group

and its investment management unit

1990–1998

- Vice President Investments, Sampo Life and Kaleva

1996–1998

- Head of Fixed Income

1994–1996

- Head of Finance, Investment Management

1992–1994

Positions of Trust

Aktia plc and Aktia Bank, Board Member and Member of the Audit Committee

Kelonia (Private Equity holding company), Board Member

Veritas Pension Company, Member of the Supervisory Board

Hanken Swedish School of Economics, Board Member, Chairman of the Investment Committee

Swedish Society of Literature (Svenska litteratursällskapet), Member of the Investment Committee