

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, 27 April 2017 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 serving of coffee prior to the meeting will start at 12.30 pm.

A. ITEMS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting, the following items 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, of the Board of Directors' Report and the Auditor's Report for the year 2016**
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 payment of dividend**

The Board proposes to the Annual General Meeting a dividend of EUR 2.30 per share for the company's 560,000,000 shares for the financial year that ended on 31 December 2016. The dividend will be paid to shareholders registered in the shareholders' register of the company held by Euroclear Finland Ltd. on the record date of the dividend payment on 2 May 2017. The Board proposes that the dividend be paid on 9 May 2017.

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 members of the Board of Directors will 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 175,000, the Vice Chairperson of the Board and the Chairperson of the Audit Committee will be paid EUR 115,000, the members of the Audit Committee will be paid EUR 96,000 and the other members of the Board of Directors will be paid EUR 90,000 each.

A Board member shall in accordance with the resolution of the Annual General Meeting acquire Sampo A shares at the price paid in public trading for 50 per cent of his/her annual fee after deduction of taxes, payments and potential statutory social and pension costs. The company will pay any possible transfer tax related to the acquisition of the company shares.

11. Resolution on the number 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 number of the members remains unchanged and eight members be elected to the Board.

12. Election of the members of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors proposes that the current members of the Board Christian Clausen, Jannica Fagerholm, Adine Grate Axén, Veli-Matti Mattila, Risto Murto, Eira Palin-Lehtinen, Per Arthur Sørliie and Björn Wahlroos are re-elected for a term continuing until the close of the next Annual General Meeting.

All the proposed Board members have been determined to be independent of the company and of the major shareholders under the rules of the Finnish Corporate Governance Code 2015.

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

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 against an invoice approved by the company.

As background for the proposal, the Audit Committee states that the Authorized Public Accountant Firm Ernst & Young Oy has acted as Sampo plc's Auditor in 2016. The fee paid to the Auditor for services rendered and invoiced in 2016 totalled EUR 2,673,834. In addition, the accounting firm was paid a total of EUR 328,050 in fees for non-audit services rendered and invoiced.

14. Election of the Auditor

The Audit Committee of the Board of Directors proposes that the Authorized Public Accountant Firm Ernst & Young Oy be elected as the company's Auditor until close of the next Annual General Meeting. Ernst & Young Oy has announced that the principally responsible auditor would be Kristina Sandin, APA.

15. Resolution on the forfeiture of the shares in the joint account and the rights carried by the shares

Pekka Lämsä, a shareholder of the company, has proposed that the Annual General Meeting resolve, within the meaning of chapter 4, section 10(2) of the Finnish Companies Act, that the rights to shares in the book-entry system and the rights carried by the shares will be forfeited with regard to the shares in the joint account. On the basis of the proposal, the company's Board of Directors should cancel the treasury shares to be held by the company as a result of such forfeiture.

In its meeting on 8 February 2017, Sampo plc's Board of Directors has resolved to concur with the proposal by shareholder Lämsä and proposes the forfeiture would concern, under chapter 4, section 10(2) of the Finnish Companies Act, the share certificates that are still in the joint account with regard to which the registration of shareholder rights in the book-entry system has not been declared prior to the resolution concerning the matter by the Annual General Meeting at 2 pm on 27 April 2017. Thus, at a maximum, the proposal concerns the Sampo plc A shares registered in the said joint account on the date of the notice of meeting, i.e., 8 February 2017. The number of shares whose transfer into the book-entry system has been validly declared by 2 pm on 27 April 2017, at the latest, and whose request for conversion has been finalised by 31 October 2017, at the latest, will be deducted from the number of shares referred to above.

Hällävälä Oy, a shareholder of the company, has proposed to the Annual General Meeting that if a proposal on the forfeiture of shareholder rights under chapter 4, section 10(2) of the Finnish Companies Act has been submitted to the Annual General Meeting for resolution, the Annual General Meeting would resolve that said decision could be made at the earliest on 1 February 2020 and provided that the company has actively sought to reach out to all shareholders of the company who have not transferred their holdings into the book-entry system. Given that future General Meetings are not bound by the resolutions of previous General Meetings, the proposal submitted by Hällävälä Oy to the Annual General Meeting is, in practice, a motion to dismiss the above-mentioned proposal by shareholder Lämsä and the company's Board of Directors concerning the forfeiture of the shares in the joint account.

16. 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 authorize the Board to resolve to repurchase a maximum of 50 million Sampo A shares representing approximately 8.9 per cent of all A shares of the company. The repurchased shares will be cancelled.

The authorization for repurchases is proposed to be carried out in such marketplaces the rules of which allow companies to trade with their own shares. Shares are acquired at a market price of the time of repurchase in public trading in those marketplaces, in which the company share is publicly traded.

It is proposed that the authorization 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.

17. Closing of the meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The proposals for the decisions on the items 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/annualreport no later than 24 March 2017. 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 of 10 May 2017.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder who is registered on 13 April 2017 in the shareholders' register of Sampo plc 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 shareholders' register of the company.

A shareholder who is registered in shareholders' register of the com-

pany and who wants to participate in the Annual General Meeting shall register for the meeting no later than 4.00 pm on 19 April 2017 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 fax +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 at 4.00 pm on Wednesday 19 April 2017 irrespective of the 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 shareholder's book-entry account number is also required. 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 at the Annual General Meeting.

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 13 April 2017, would be entitled to be registered in 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 10.00 am on 24 April 2017. As regards nominee registered shares this constitutes a 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 shareholders' 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 Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the items to be considered at the meeting.

On the date of this notice to the Annual General Meeting, 8 February 2017, the total number of shares in Sampo plc is 558,800,000 A shares, representing 558,800,000 votes and 1,200,000 B shares representing 6,000,000 votes, i.e. a total of 560,000,000 shares and 564,800,000 votes. At the Annual General Meeting each A share carries one vote and each B share carries five votes.

Helsinki, 8 February 2017

SAMPO PLC
Board of Directors