

Proposal of the Nomination and Compensation Committee for 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 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.

In determining the proposed fees, the Committee has considered the significant increase in the use of time required from a Board member as a result of, in particular, the increase in reporting in the finance industry and in the industry-specific regulation by the authorities.

In addition, the Committee has observed the entry into force of the amended Finnish Companies Act in August 2016 under which a listed company shall have an audit committee to deal with the preparation of matters relating to the company's financial reporting and control in the event that the preparation of the matters is to be done by a body smaller than the entire board of directors. In order to fulfil one's duties, a member of the Audit Committee of Sampo plc must inform oneself in greater depth of the Solvency II regime as Sampo plc has from 1 January 2016 onwards acted as the ultimate parent undertaking of an insurance group under Solvency II regime.

Annual fees payable to the Board members have remained at the same level since the close of the Annual General Meeting on 15 April 2008.

Potential statutory social and pension costs incurring to Board members having permanent residence outside Finland will according to applicable national legislation be borne by Sampo plc. In addition, actual travel and accommodation costs incurring to a Board member will be reimbursed.

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.

A Board member shall make the purchase of shares during 2017 after the publication of the interim statement for January-September 2017 or, if this is not feasible because of insider regulation, on the first possible date thereafter.

A Board member shall be obliged to retain the Sampo A shares under his/her ownership for two years from the purchasing date. The disposal restriction on the Sampo shares shall, however, be removed earlier in case the director's Board membership ends prior to release of the restricted shares i.e. the shares will be released simultaneously when the term of the Board membership ends.

Helsinki, 8 February 2017

SAMPO PLC
Nomination and Compensation Committee
