

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 remain unchanged and eight members be elected to the Board. The proposal is in compliance with the policy on diversity with regard to the Board of Directors of Sampo plc.

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 and Björn Wahlroos be re-elected for a term continuing until the close of the next Annual General Meeting. Of the current members Per Arthur Sørli is not available for re-election. The Committee proposes that Antti Mäkinen be elected as a new member to the Board.

Antti Mäkinen was born in 1961 and has a Master of Laws degree from the University of Helsinki. He has made a long career in banking and works currently as the CEO of Solidium Oy. He started in this position in May 2017. Antti Mäkinen's complete CV is enclosed to this proposal.

All the proposed Board members have been determined to be independent of the company under the rules of the Finnish Corporate Governance Code 2015. Furthermore, all Board members but Antti Mäkinen have been determined to be independent of the major shareholders. Mäkinen is deemed not to be indepen-

dent of the major shareholders because of his position as the managing director of Solidium Oy, a major shareholder of the company (*relationship with a significant shareholder according to recommendation 10 (g) of the Finnish Corporate Governance Code*). Majority of the proposed Board members are independent of the 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, Risto Murto, Eira Palin-Lehtinen and Björn Wahlroos (Chairman) be elected to the Nomination and Compensation Committee as well as Christian Clausen, Jannica Fagerholm (Chairperson), Adine Grate Axén and Antti Mäkinen be elected to the Audit Committee. The compositions of the Committees fulfill the Finnish Corporate Governance Code 2015's requirement for independence.

Helsinki, 7 February 2018

SAMPO PLC
Nomination and Compensation Committee

Annex
CV of Antti Mäkinen



Antti Mäkinen

Born 1961

Curriculum vitae

CURRENT POSITION

Solidium Oy, CEO 2017-

EDUCATION

University of Helsinki, Master of Laws 1986

CAREER

Nordea Bank AB (publ), Director 2010–2017

eQ Corporation, CEO 2005–2009

SEB Enskilda Securities, Finnish branch, Director 1996–2005

Hannes Snellman Attorneys Ltd, Partner 1985–1996

POSITIONS OF TRUST

Rake Oy, Member of the Board of Directors 2002-

Several Shareholder's Nomination Committees
