

# Proposal of the Board of Directors for the Amendment of Sections 9 and 12 of the Articles of Association

Sampo plc's Board of Directors proposes to the Annual General Meeting that the Annual General Meeting resolve to:

- i. amend Section 9 of the Articles of Association of Sampo plc as a result of the new Auditing Act (1141/2015) that entered into force on 1 January 2016; and
- ii. amend Section 12 of the Articles of Association of Sampo plc to reflect the market practice.

The contents of the proposed amendments as well as the current wording of the Sections appear in the enclosed appendix.

## Proposed amendments

### Section 9 - Auditor oversight

In accordance with the new Auditing Act, the Auditor Oversight Unit of the Finnish Patent and Registration Office shall be responsible for auditor oversight as of 1 January 2016. As a result of this, it is proposed to amend Section 9 of the Articles of Association to correspond with the wording and provisions of the Auditing Act, i.e. so that the auditor of the company shall be an audit firm authorised by the Finnish Patent and Registration Office, instead of the Finnish Central Chamber of Commerce. It is proposed that Section 9 remain unchanged otherwise.

### Section 12 - Delivery of a notice of the General Meeting

In accordance with its Articles of Association, Sampo plc has published notices of the General Meetings in a newspaper in circulation in Helsinki. Section 12 of the Articles of Association is proposed to be amended to reflect the market practice and the current wording of the Companies Act (624/2006) (due to the annulment of Chapter 4 of the Companies Act and the transfer of its contents to other sections of the Companies Act). As a consequence of the amendment, a notice of the General Meeting would be published only on the web page of the company. Additionally, references to certain sections of the Companies Act would be updated. The current rules as regards the timings of the General Meeting and the publishing of a notice would remain applicable.

Helsinki, 7 February 2018

SAMPO PLC  
Board of Directors

### Appendix

Proposed amendments to the Articles of Association

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# Proposed Amendments to the Articles of Association

<b>Current wording of Section 9</b>	<b>Proposed wording for Section 9</b>
<p>The company shall have one (1) Auditor which must be an auditing firm authorised by the Finnish Central Chamber of Commerce.</p> <p>The Auditor's term of office shall last from their election until the end of the following Annual General Meeting.</p>	<p>The company shall have one (1) Auditor which must be an auditing firm authorised by the Finnish Patent and Registration Office.</p> <p>The Auditor's term of office shall last from their election until the end of the following Annual General Meeting.</p>

<b>Current wording of Section 12</b>	<b>Proposed wording for Section 12</b>
<p>The Annual General Meeting must be held before the end of June on a date set by the Board of Directors.</p> <p>A notice of the General Meeting must be published in at least one newspaper designated by the Board of Directors and in circulation in Helsinki, no later than three weeks before the Annual General Meeting and no later than nine days before the record date of the Annual General Meeting referred to in the Limited Liability Companies Act, Chapter 4, Section 2, Subsection 2.</p> <p>The manner in which other information is to be conveyed to shareholders will be determined by the Board of Directors separately in each case.</p>	<p>The Annual General Meeting must be held before the end of June on a date set by the Board of Directors.</p> <p>A notice of the General Meeting must be published on the web page of the company, no later than three weeks before the Annual General Meeting and no later than nine days before the record date of the Annual General Meeting referred to in the Limited Liability Companies Act, Chapter 5, Section 6 a.</p> <p>The manner in which other information is to be conveyed to shareholders will be determined by the Board of Directors separately in each case.</p>