

# NOTICE TO THE ANNUAL GENERAL MEETING

Notice is given to the shareholders of Sampo plc to the Annual General Meeting to be held on Tuesday, 9 April 2019 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. Reviews by the Management, Presentation of the Financial Statements, Report of the Board of Directors and the Auditor's Report for the year 2018
  - Review of the Remuneration in 2018 by the Board Chairman
  - Review by the Group CEO and President
  - Auditor's Report presented by the Auditor
7. Adoption of the Financial Statements
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board proposes to the Annual General Meeting a dividend of EUR 2.85 per share for the company's 555,351,850 shares. The dividend will be paid to a shareholder registered in the shareholders' register held by Euroclear Finland Ltd on the record date of the dividend payment i.e. 11 April 2019. The Board proposes that the dividend be paid on 18 April 2019.
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 amount of fees of the members of the Board of Directors remain unchanged as a whole and that each member of the Board of Directors be paid an annual fee of EUR 90,000 until the close of the next Annual General Meeting and the Chairman of the Board be paid EUR 175,000. Furthermore, the Nomination and Compensation Committee proposes that the members of the Board of Directors and its Committees be paid the following annual fees:

  - the Vice Chairperson of the Board be paid EUR 25,000, the Chairperson of the Audit Committee be paid EUR 25,000, and
  - the member of the Audit Committee be paid EUR 6,000.

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

### **11. Resolution on the number of 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 Board members remain unchanged and that 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 of the current members of the Board Christian Clausen, Jannica Fagerholm, Veli-Matti Mattila, Risto Murto, Antti Mäkinen and Björn Wahlroos, be re-elected for a term continuing until the close of the next Annual General Meeting. Of the current members, Adine Grate Axén and Eira Palin-Lehtinen are not available for re-election. The Committee proposes that Fiona Clutterbuck and Johanna Lamminen be elected as new members to the Board.

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, with the exception of Antti Mäkinen, have been determined to be

independent of the major shareholders. Mäkinen is deemed not to be independent of the significant shareholder because of his position as the CEO of Solidium Oy, a significant shareholder of the company (relationship with a significant shareholder in accordance with Recommendation 10 (g) of the Finnish Corporate Governance Code). The majority of the proposed Board members are independent of the major shareholders and the company.

The CVs of all persons proposed as Board members are available at [www.sampo.com/agm](http://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 has acted as Sampo plc's as well as Mandatum Life and Topdanmark Groups' Auditor in 2018. The Authorized Public Accountant Firm KPMG AB was elected as If Group's Auditor on 9 April 2018. The fee paid to the Auditors for statutory audit services for Sampo Group rendered and invoiced in 2018 totalled EUR 2,459,540. In addition, the Auditors were paid a total of EUR 614,892 in fees for non-audit services rendered and invoiced after their election.

### **14. Election of the Auditor**

The Audit Committee of the Board of Directors proposes that the Authorized Public Accountant Firm Ernst & Young Oy be re-elected as the company's Auditor until close of the next Annual General Meet-

ing. Ernst & Young Oy has announced that Kristina Sandin, APA, will act as the principally responsible auditor if the Annual General Meeting elects Ernst & Young Oy to continue as the company's Auditor.

The Audit Committee notes that its recommendation is free from influence by a third party, and the Audit Committee is not subject to compliance with any such clauses referred to in Article 16(6) of the Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC, the "Audit Regulation") that restrict the choice as regards the election of a statutory auditor or audit firm.

### **15. Authorizing the Board of Directors to decide on the repurchase of the company's own shares**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorize the Board to resolve to repurchase a maximum of 50,000,000 Sampo plc's A shares representing approximately 9.0 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. Sampo plc's A shares will be repurchased at a market price at the time of the repurchase in public trading in those marketplaces in which the company share is publicly traded.

It is proposed that the authorization be valid until the close of the next Annual General Meeting, provided that this does not occur later than 18 months from the Annual General Meeting's decision.

## 16. Closing of the meeting

### B. Documents of the Annual General Meeting

The proposals for 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](http://www.sampo.com/agm). The Financial Statements, the Report of the Board of Directors and the Auditor's Report on Sampo plc, will be available at [www.sampo.com/year2018](http://www.sampo.com/year2018) no later than 8 March 2019. 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](http://www.sampo.com/agm) as of 23 April 2019 at the latest.

### C. Instructions for the participants in the Annual General Meeting

#### 1. Shareholders registered in shareholders' register

Each shareholder who is registered on 28 March 2019 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 the shareholders' register of the company and who wants to participate in the Annual General Meeting shall register for the meeting by 4:00 pm on 4 April 2019 by giving a prior notice of participation, which must 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](http://www.sampo.com/agm);
- b) by telephone +358 20 770 6907  
Mon-Fri 9:00 am–4:00 pm;
- c) by fax +358 10 516 0623; or
- d) by regular mail to the address Sampo plc, AGM,  
Fabianinkatu 27, 00100 Helsinki, Finland.

Registration must be received by the company by 4:00 pm on Thursday 4 April 2019 irrespective of the method of registration.

In connection with the registration, the shareholder shall notify his/her name, personal identification number or business ID, address, telephone number, as well as the name of a possible assistant, proxy representative or statutory representative, and the personal iden-

tification number of the proxy representative or statutory representative.

When registering a proxy on the internet the 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. Holder of nominee-registered shares

Holders of nominee-registered shares have the right to participate in the Annual General Meeting by virtue of shares based on which they would be entitled, to be registered in shareholders' register of the company held by Euroclear Finland Ltd on 28 March 2019. In addition, the right to participate in the Annual General Meeting requires that the shareholder has been registered on the basis of such shares into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by 10:00 am on 4 April 2019. 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 shall 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 date stated above. Further information on these matters can also be found on the company's website [www.sampo.com/agm](http://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 shall be delivered as originals to the address Sampo plc, AGM, 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, 7 February 2019, the total number of shares in Sampo plc is 554,151,850 A shares, representing 554,151,850 votes, and 1,200,000 B shares, representing 6,000,000 votes, i.e. a total of 555,351,850 shares and 560,151,850 votes. At the Annual General Meeting, each A share carries one vote and each B share carries five votes.

Helsinki, 7 February 2019

SAMPO PLC  
Board of Directors