

Notice to the Annual General Meeting

Notice is given to shareholders of Sampo plc of the Annual General Meeting to be held on Wednesday, 19 May 2021 at 2:00 pm at the company's headquarter at the address Fabianinkatu 27, 00100 Helsinki, Finland. The shareholders of the company may participate in the meeting and exercise their shareholder rights only by voting in advance or by way of proxy representation and by presenting counter-proposals and asking questions in advance. It is not possible to attend the meeting in person. Instructions for shareholders can be found in part C of this Notice ("Instructions for the participants in the Annual General Meeting").

The Board of Directors of the company has resolved on exceptional meeting procedures based on the temporary legislation approved by the Finnish parliament on 15 September 2020. In order to prevent the spread of the COVID-19 pandemic the company has taken precautionary measures enabled by the temporary legislation in order to be able to convene the Annual General Meeting in a foreseeable meaning, considering the health and safety of the company's shareholders, personnel and other stakeholders.

The Annual General Meeting will be as concise and short as possible. Chairman of the Board Björn Wahlroos and President and Group CEO Torbjörn Magnusson will not participate in the Annual General Meeting and there will be no addresses by the Board or Management at the meeting. A pre-recorded address by the Chair of the Board will be published on the Sampo plc website on the day of the Annual General Meeting. The company plans to stream a separate Q&A session with the Group management in connection with the

Annual General Meeting. The schedule of the event will be published later at www.sampo.com/agm.

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

Attorney-at-law Mikko Heinonen shall act as the Chairman of the meeting.

If due to weighty reasons Mikko Heinonen is not able to act as Chairman, the Board shall appoint another person it deems best suitable to act as Chairman.

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

Lawyer Lauri Marjamäki shall scrutinize the minutes and supervise the counting of the votes.

If Lauri Marjamäki due to weighty reasons is not able to act as the person to scrutinize the minutes and to supervise the counting of the votes, the Board shall appoint another person it deems best suitable to act as the person 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

Shareholders attending the meeting shall be those shareholders who have voted in advance during the voting period and who in accordance with Chapter 5, Sections 6 and 6a of the Finnish Companies Act are entitled to attend the meeting. The list of votes will

be adopted according to the information provided by Euroclear Finland Ltd.

6. Presentation of the Financial Statements, the Board of Directors' Report and the Auditor's Report for the year 2020

Since the Annual General Meeting may only be attended through advance voting, the Financial Statements, the Board of Directors' Report and the Auditor's Report, published on the company's website, are considered to have been presented to the Annual General Meeting. The Financial Statements, the Board of Directors' Report and the Auditor's Report are available on the Sampo plc website at www.sampo.com/year2020 on week 12.

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 company's assets eligible for profit distribution are EUR 7,250,153,463.79, of which profit for the financial year is EUR 699,633,592.61.

The Board proposes to the Annual General Meeting a dividend of EUR 1.70 per share for the company's 555,351,850 shares. The total amount of the dividend to be paid is EUR 944,098,145.00. The rest of the assets will be left at the company's equity capital.

The dividend will be paid to shareholders registered in the Shareholders' Register held by Euroclear Finland Ltd on the record date of 21 May 2021. The Board proposes that the dividend be paid on 28 May 2021.

No significant changes have taken place in the company's financial position since the end of the financial year. The impairment of Nordea shares published

in a stock exchange release on 11 February 2021 had no impact on Sampo plc's distributable capital and reserves. The company's liquidity position is good and in the view of the Board, the proposed distribution does not jeopardize the company's ability to fulfill its obligations.

9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability for the financial year 2020

10. Remuneration report for governing bodies

Since the Annual General Meeting may only be attended through advance voting, the Remuneration Report for Governing Bodies for the financial year 2020 published on the company's website is considered to have been presented to the Annual General Meeting. The Remuneration Report is available on the Sampo plc website at www.sampo.com/agma on week 12. The resolution on the Remuneration Report is advisory.

11. Resolution on the remuneration of the members of the Board of Directors

The Nomination and Remuneration Committee of the Board of Directors proposes to the Annual General Meeting that each member of the Board of Directors be paid an annual fee of EUR 95,000 and the Chair of the Board be paid EUR 184,000 until the close of the next Annual General Meeting. Furthermore, the Nomination and Remuneration Committee proposes that the members of the Board of Directors and its Committees be paid the following annual fees:

- the Vice Chair of the Board be paid EUR 26,000

- the Chair of the Audit Committee be paid EUR 26,000, and
- each member of the Audit Committee be paid EUR 6,000.

The proposed increase in the annual fees of the Board members is approximately 2 per cent.

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 potential statutory social and pension costs. The company will pay any possible transfer tax related to the acquisition of the company shares.

12. Resolution on the number of members of the Board of Directors

The Nomination and Remuneration Committee of the Board of Directors proposes to the Annual General Meeting that the number of Board members remain unchanged and that eight (8) members be elected to the Board.

13. Election of the members of the Board of Directors

The Nomination and Remuneration Committee of the Board of Directors proposes that the current members of the Board Christian Clausen, Fiona Clutterbuck, Georg Ehrnrooth, Jannica Fagerholm, Johanna Lamminen, Risto Murto and Björn Wahlroos be re-elected for a term continuing until the close of the next Annual General Meeting. Of the current members Antti Mäkinen is not available for re-election. The Committee proposes that Markus Rauramo be elected as a new member to the Board.

All the proposed Board members have been determined to be independent of the company and its major shareholders under the rules of the Finnish Corporate Governance Code 2020.

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

14. 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.

15. Election of the Auditor

The Audit Committee of the Board of Directors proposes that the Authorized Public Accountant Firm Deloitte Ltd be elected as the company's Auditor until close of the next Annual General Meeting. Deloitte Ltd has announced that Jukka Vattulainen, APA, will act as the principally responsible auditor if the Annual General Meeting elects Deloitte Ltd to act as the company's Auditor.

16. 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 shares may be repurchased either through an offer to all shareholders on equal terms or through other means than in proportion to the existing shareholdings of the company's shareholders (directed

repurchase) if the Board of Directors of the company deems that there are weighty financial reasons for it.

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.

The Board of Directors shall be authorized to decide on all other terms relating to the repurchase of the company's own shares.

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.

17. 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 the Sampo plc website at www.sampo.com/agm. The Financial Statements, the Board of Directors' Report, the Auditor's Report on Sampo plc and the Remuneration Report for Governing Bodies are available on the Sampo plc website at www.sampo.com/year2020 on week 12. Copies of the proposals for decisions and the other above-mentioned 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 2 June 2021 at the latest.

C. Instructions for the participants in the Annual General Meeting

Shareholders of the company may only participate in the meeting and exercise their shareholder rights by voting in advance or by way of proxy representation as well as by submitting counter-proposals and asking questions in advance in accordance with the below instructions.

1. Shareholders registered in shareholders' register

Each shareholder who is registered on 6 May 2021 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 the Shareholders' Register of the company.

A shareholder may only participate in the meeting by voting in advance or by way of proxy representation and by submitting counter-proposals and asking questions in advance in accordance with the below instructions.

2. Registration and advance voting service

The registration for the meeting and advance voting will begin on 19 April 2021 at 10:00 am. A shareholder who is registered in the Shareholders' Register of the company and wishes to participate in the Annual General Meeting by voting in advance, shall register for the Annual General Meeting and vote in advance by 12 May 2021 at 10:00 am by which time the registration shall be completed and the votes given.

Requested information shall be given in connection with the registration such as the name, social secu-

rity number, address and phone number of the shareholder. The personal data given to Sampo plc or Euroclear Finland Ltd is used only in connection with the Annual General Meeting and with the processing of related registrations.

Shareholders who have a Finnish book-entry account may register and vote in advance on certain items on the agenda of the Annual General Meeting during the time period beginning on 19 April 2021 at 10:00 am and ending on 12 May 2021 on 10:00 am by the following means:

a) Through the company's website at www.sampo.com/agm

Please note that registering and voting in advance requires strong electronic identification with bank codes or a Mobile ID for natural persons. A business ID and book-entry account number are required for legal persons.

b) Through email or mail

Shareholders may submit the advanced voting form available on the company's website or corresponding information to Euroclear Finland Ltd by email to yhtiokokous@euroclear.eu or by mail to Euroclear Finland Ltd, Annual General Meeting / Sampo plc, P.O. Box 1110, 00101 Helsinki, Finland. When using the advance voting service the shareholder gives his/her consent for Euroclear Finland Ltd to verify the shareholder's book-entry account number if necessary in order to register the advance votes.

If a shareholder participates in the Annual General Meeting by way of advance voting, voting in advance is considered as registration for the meeting if all required information is given.

Instructions for voting will be available on the company's website at www.sampo.com/agm at the latest

when the advance voting period begins. If needed, additional information is also available through email at agm@sampo.fi.

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.

Shareholders, who do not vote in advance, are requested, due to the COVID-19 pandemic, to exercise shareholders' rights through a centralized proxy representative designated by the company by authorizing attorney-at-law Henrik Hautamäki from Hannes Snellman Attorneys Ltd, or a person appointed by him, to represent them at the Annual General Meeting in accordance with the shareholder's voting instructions. Authorizing the designated proxy representative will not accrue any costs for the shareholder, excluding possible postal fees for proxy documents. Further information on the designated proxy representative is available at <https://www.hannessnellman.com/people/all/henrik-hautamaeki/>.

A proxy representative shall present 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.

Proxy and voting instruction templates are available on the company's website at www.sampo.com/agm at the latest on 19 April 2021. Possible proxy docu-

ments shall be delivered primarily through email to agm@sampo.fi or as originals to the address Sampo plc, AGM, Fabianinkatu 27, 00100 Helsinki, Finland before the end of the registration period. Delivering of a power of attorney is considered as registration for the meeting. Proxy representatives shall also vote in advance in the above described way.

Delivering of a proxy to the company prior to the end of registration and voting period is considered as registration for the meeting if all required information for registration described above is given.

Further information will be available on the company's website at www.sampo.com/agm at the latest when the advance voting period begins.

4. Holder of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares based on which he/she on the record date of the general meeting, i.e. 6 May 2021 would be entitled, to be registered in the Shareholders' Register of the company held by Euroclear Finland Ltd. 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 on 14 May 2021 at 10:00 am. As regards nominee-registered shares, this constitutes a due registration for the Annual General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the 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. Account operators of the custodian bank are requested to authorize attorney-at-law Henrik Hautamäki from Hannes Snellman Attorneys Ltd to deliver the advanced votes.

Further information is available on the company's website at www.sampo.com/agm.

5. Other instructions and information

Shareholders who hold at least one per cent of all the company's shares are entitled to make counter-proposals subject for voting to the agenda points of the Annual General Meeting. Such counter-proposals shall be delivered to the company by email to agm@sampo.fi no later than 16 April 2021 at 10:00 am. The shareholder submitting the counter-proposal shall present sufficient evidence on his/her shareholding at the date of this notice when delivering the counter-proposal. The counter-proposal shall be handled at the Annual General Meeting if the shareholder is entitled to attend the Annual General Meeting and if the shareholder holds at least one per cent of all the company's shares on the record date of the Annual General Meeting. If a counter-proposal is not taken to be handled at the Annual General Meeting, votes given for the counter-proposals will be disregarded. The company shall disclose possible counter-pro-

posals subject for voting on the company's website at www.sampo.com/agm at the latest on 19 April 2021.

A shareholder may ask questions pursuant to Chapter 5, Section 25 of the Finnish Companies Act on topics included in the meeting agenda until 30 April 2021 at 2:00 pm primarily by email to agm@sampo.fi or by mail to Sampo plc, Fabianinkatu 27, 00100 Helsinki, Finland. Such shareholders' questions and the management's answers thereto as well as possible counter-proposals not subject for voting will be available on the company's website at www.sampo.com/agm at the latest on 7 May 2021. Shareholders are required to present sufficient evidence of their shareholding in order to ask questions and make counter-proposals.

On the date of this Notice of the Annual General Meeting, 17 March 2021, 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, 17 March 2021

SAMPO PLC
Board of Directors