

**SUPPLEMENT DATED 7 NOVEMBER 2011 TO THE BASE PROSPECTUS DATED 8 APRIL 2011**

**SAMPO PLC**

*(Incorporated with limited liability in Finland)*

**EUR 2,000,000,000**

**Euro Medium Term Note Programme**

This Supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 8 April 2011 constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the Euro Medium Term Note Programme (the **Programme**) established by Sampo plc (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

On 2 November 2011, the Issuer published its Q3 Interim Report as at and for the nine month period ended 30 September 2011. A copy of the Q3 Interim Report has been filed with the Financial Services Authority and, by virtue of this Supplement, the Q3 Interim Report is incorporated in, and forms part of, the Base Prospectus.

At page 14 of the Q3 Interim Report, references are made to the credit ratings of the Issuer as issued by Moody's Investors Service Ltd.. As at the date of this Supplement, Moody's Investors Service Ltd. is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). In general, European regulated investors are restricted under the CRA Regulation from using credit ratings for regulatory purposes, unless such ratings are issued by a credit rating agency established in the EU and registered under the CRA Regulation (and such registration has not been withdrawn or suspended), subject to transitional provisions that apply in certain circumstances whilst the registration application is pending. Such general restriction will also apply in the case of credit ratings issued by non-EU credit rating agencies, unless the relevant credit ratings are endorsed by an EU-registered credit rating agency or the relevant non-EU rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended).

Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the Issuer as described on page 18 of the Base Prospectus.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive (Directive 2003/71/EC) except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

The paragraph "Significant/Material Change" on page 88 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

"Since 31 December 2010 there has been no material adverse change in the prospects of the Issuer or the Issuer and its Subsidiaries. Since 30 September 2011 there has been no significant change in the financial or trading position of the Issuer or the Issuer and its Subsidiaries."

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

In accordance with section 87Q(4) of the FSMA, investors who have agreed to purchase or subscribe for the Notes before the Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances.