

# 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 remains unchanged and eight members be elected to the Board.

The Nomination and Compensation Committee of the Board of Directors proposes that the current members of the Board Anne Brunila, Jannica Fagerholm, Adine Grate Axén, Veli-Matti Mattila, Eira Palin-Lehtinen, Per Arthur Sørli, Matti Vuoria and Björn Wahlroos are re-elected for a term continuing until the close of the next Annual General Meeting.

All the proposed Board members are independent of the company and of the major shareholders.

The CVs of all persons proposed as Board member are available at [www.sampo.com/agm](http://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, Eira Palin-Lehtinen, Matti Vuoria and Björn Wahlroos be elected to the Nomination and Compensation Committee as well as Anne Brunila, Jannica Fagerholm, Adine Grate Axén and Per Arthur Sørli be elected to the Audit Committee. The compositions of the Committees fulfill the Finnish Corporate Governance Code's requirement for independence.

Helsinki, 12 February 2014

SAMPO PLC  
Nomination and Compensation Committee