

ANNUAL GENERAL MEETING OF SAMPO PLC

Time: Thursday 24 April 2014 at 2 p.m.
Place: Helsinki Exhibition & Convention Centre, Halls 5 ab, Messuaukio 1, 00520 Helsinki

Present: The shareholders either in person or represented by proxy as set out in the list of votes adopted at the meeting were present at the meeting.

In addition, members of the Board of Directors, Björn Wahlroos, Matti Vuoria, Anne Brunila, Jannica Fagerholm, Adine Grate Axén, Veli-Matti Mattila, Eira Palin-Lehtinen and Per Sørliie, Group CEO Kari Stadigh, the company's responsible Auditor Heikki Ilkka, members of the company's senior management, media representatives and technical personnel were present at the meeting.

1. OPENING OF THE MEETING

The Chairman of the Board of Directors of the company Björn Wahlroos opened the meeting and presented a brief overview.

The overview of the Chairman of the Board of Directors was enclosed to the minutes (Appendix 1 §).

2. CALLING THE MEETING TO ORDER

Mikko Heinonen, Attorney at Law, was elected as the Chairman of the General Meeting and he called Anne Teitto to act as the secretary for the meeting.

The Chairman explained the procedures for handling matters on the agenda of the meeting.

It was noted that the meeting was conducted in Finnish language and translated simultaneously into English language. Furthermore, the meeting was video tape recorded.

It was noted that the annual accounts documents had been available on the company's website as of 19 March 2014 in addition to which they were also available at the meeting.

It was noted that the proposals to the General Meeting of the Board of Directors and its Committees had been published as a stock exchange release and in their entirety on the company's website on 12 February 2014.

The Chairman noted that certain nominee registered shareholders had provided the company with voting instructions prior to the meeting. The Chairman explained

the voting instructions that had been provided in advance by nominee registered shareholders.

Anu Rynnänen from Nordea Bank Finland Plc stated that she represented multiple nominee registered shareholders and that she had provided the Chairman of the meeting with the information on the number of shares as well as voting instructions of these shareholders. Anu Rynnänen stated that her principals did not demand a vote on those agenda items under which the instruction was to oppose the proposed resolution, but that it was sufficient that such votes were duly recorded in the minutes.

Suoma Pellikka from Skandinaviska Enskilda Banken AB (publ.) and Karri Hiekkänen from Svenska Handelsbanken AB similarly confirmed the voting instructions from the shareholders they each represented and the preferred procedures to be followed.

The Chairman noted that the proposed procedures will be adhered to during the meeting, however so that the opposing votes included in the summary lists will be recorded as opposing votes in the minutes under each agenda item concerned only to the extent such votes support a counterproposal which can be voted for.

It was noted that the summary lists of the voting instructions of the shareholders represented by Anu Rynnänen, Suoma Pellikka and Karri Hiekkänen were enclosed to the minutes (Appendices 2 § 1-3).

3. ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Heimo Äikäs and Sirpa Mannila were elected to scrutinize the minutes and to supervise the counting of votes.

4. RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice to the meeting had been published on 13 February 2014 in Helsingin Sanomat and on the company's home page on the Internet. The notice to the meeting had also been published as a stock exchange release on 12 February 2014.

The notice to the meeting was enclosed to the minutes (Appendices 4 § 1-2).

It was noted that the General Meeting had been convened in compliance with the stipulations of the Articles of Association and the Finnish Companies Act.

5. RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list of attendees as of the beginning of the meeting and a list of votes represented at the meeting were presented, according to which 2,821 shareholders were present at the meeting either in person or represented by a statutory representative or by a proxy representative. It was recorded that 375,585,140 shares and 379,385,140 votes were represented at the beginning of the meeting.

The list of attendees and the list of votes at the beginning of the meeting were enclosed to the minutes (Appendix 5 §). It was noted that the list of votes will be adjusted to correspond to the attendance situation at the beginning of a possible vote.

6. PRESENTATION OF THE ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2013

The Group CEO presented a review in which he presented the annual accounts and report of the Board of Directors for the year 2013. The review of the Group CEO was enclosed to the minutes (Appendix 6 § 1).

The annual accounts for the financial year 2013 consisting of the income statement, balance sheet and cash flow statement with the notes thereto, as well as the consolidated annual accounts and the report of the Board of Directors were presented.

The annual accounts documents were enclosed to the minutes (Appendix 6 § 2).

The Auditor's report was presented and enclosed to the minutes (Appendix 6 § 3).

7. ADOPTION OF THE ANNUAL ACCOUNTS

The General Meeting adopted the annual accounts for the financial year 2013.

It was recorded that under this agenda item there were 23,694 opposing votes of nominee registered shareholders.

8. RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

It was noted that the distributable funds of the parent company according to the balance sheet of the parent company as at 31 December 2013 were EUR

6,775,182,609.93 of which the profit for the financial year 2013 is EUR 829,380,952.52.

It was noted that the Board of Directors had proposed to the General Meeting that a dividend of EUR 1.65 per share be paid from the distributable funds of the parent company, EUR 924,000,000 in total. According to the proposal the dividend will be paid to shareholders registered in the register of shareholders held by Euroclear Finland Ltd on the record date of the dividend payment on 29 April 2014. According to the proposal the dividend shall be paid on 7 May 2014.

The proposal of the Board of Directors was enclosed to the minutes (Appendix 8 §).

The General Meeting resolved, in accordance with the proposal of the Board of Directors, that a dividend of EUR 1.65 per share be paid from the distributable funds of the parent company to shareholders who on the record date of the dividend payment on 29 April 2014 are recorded in the company's shareholder register held by Euroclear Finland Ltd. The dividend shall be paid on 7 May 2014.

9. RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was noted that the discharge from liability for the financial year 2013 concerns the following persons:

Björn Wahlroos, Chairman of the Board of Directors
Matti Vuoria, Vice Chairman of the Board of Directors
Anne Brunila, member of the Board of Directors
Jannica Fagerholm, member of the Board of Directors as of 18 April 2013
Adine Grate Axén, member of the Board of Directors
Veli-Matti Mattila, member of the Board of Directors
Eira Palin-Lehtinen, member of the Board of Directors
Jukka Pekkarinen, member of the Board of Directors until 18 April 2013
Per Sørli, member of the Board of Directors
Christoffer Taxell, member of the Board of Directors until 18 April 2013
Kari Stadigh, the CEO

The General Meeting resolved to discharge the above mentioned members of the Board of Directors and the CEO from liability.

It was recorded that under this agenda item there were 417, 306 opposing votes of nominee registered shareholders.

10. RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination and Compensation Committee of the Board of Directors had proposed to the General Meeting that the fees of the members of the Board of Directors remain unchanged and that the following annual fees be paid to the members of the Board of Directors to be elected for a term of office commencing at the end of this General Meeting and expiring at the end of the Annual General Meeting 2015:

- to the Chairman of the Board of Directors EUR 160 000,
- to the Vice Chairman of the Board of Directors EUR 100 000, and
- to the other members of the Board of Directors EUR 80 000 each.

Potential statutory social and pension costs incurring to non-Finnish members of the Board of Directors according to applicable national legislation will be borne by Sampo plc. In addition, reasonable travel and accommodation costs incurring to a Board member due to the Board meeting being held outside his/her permanent place of residence will be reimbursed.

A Board member shall in accordance with the resolution of the General Meeting acquire Sampo A shares at the price paid in public trading for 50 per cent of his/her annual fee (excluding potential statutory social and pension costs) after deduction of taxes and similar payments. The company will pay any possible transfer tax related to the acquisition of the company shares. The purchases shall be made within two weeks of the date when the interim report for January-September 2014 has been published or, if this would not be feasible because of insider regulations, on the first possible date thereafter.

The proposal of the Nomination and Compensation Committee of the Board of Directors was enclosed to the minutes (Appendix 10 §).

The General Meeting resolved to adopt the proposal of the Nomination and Compensation Committee of the Board of Directors.

11. RESOLUTION ON THE NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to the articles of association the Board of Directors comprises no fewer than three (3) and no more than ten (10) members. The current number of members of the Board of Directors is eight (8).

It was noted that the Nomination and Compensation Committee of the Board of Directors had proposed to the General Meeting that the number of members of the Board of Directors remains unchanged and eight (8) members would be elected to the Board.

The proposal of the Nomination and Compensation Committee of the Board of Directors was enclosed to the minutes (Appendix 11 §).

The General Meeting resolved that the number of the members of the Board of Directors is confirmed to be eight (8).

12. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination and Compensation Committee of the Board of Directors had proposed to the General Meeting that the current members of the Board of Directors are re-elected for a term of office commencing at the closing of this General Meeting and expiring at the closing of the Annual General Meeting 2015:

Björn Wahlroos,
Matti Vuoria,
Anne Brunila,
Jannica Fagerholm,
Adine Grate Axén,
Veli-Matti Mattila,
Eira Palin-Lehtinen as well as
Per Sørлие

The proposal of the Nomination and Compensation Committee of the Board of Directors was enclosed to the minutes (Appendix 12 §).

The General Meeting resolved to elect as members of the Board of Directors the persons proposed by the Nomination and Compensation Committee of the Board of Directors:

Björn Wahlroos,
Matti Vuoria,
Anne Brunila,
Jannica Fagerholm,
Adine Grate Axén,
Veli-Matti Mattila,
Eira Palin-Lehtinen as well as
Per Sørлие.

13. RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Audit Committee of the Board of Directors had proposed to the General Meeting that the remuneration of the Auditor to be elected will be paid against an invoice approved by the company.

The proposal of the the Audit Committee of the Board of Directors was enclosed to the minutes (Appendix 13 §).

The General Meeting resolved that the remuneration of the Auditor will be paid against invoice approved by the company.

14. ELECTION OF AUDITOR

It was noted that according to the articles of association the company shall have one primary Auditor, which must be an auditing firm authorized by the Finnish Central Chamber of Commerce. During the previous financial year Ernst & Young Oy had acted as the Auditor of the company.

It was noted that the Audit Committee of the Board of Directors had proposed to the General Meeting that Ernst & Young Oy be re-elected as the Auditor for a term of office expiring at the closing of the Annual General Meeting 2015.

The proposal of the Audit Committee of the Board of Directors was enclosed to the minutes (Appendix 14 §).

It was noted that the Audit Committee of the Board of Directors had resolved that a statement on the approval of the annual accounts, on the distribution of profit and on the discharge from liability be requested from Ernst & Young Oy also for the financial year 2014.

The General Meeting resolved, in accordance with the proposal of the Audit Committee of the Board of Directors, that Ernst & Young Oy be re-elected as the Auditor for a term of office expiring at the closing of the Annual General Meeting 2015. It was recorded that Ernst & Young Oy had announced that Heikki Ilkka, APA, will act as the principally responsible Auditor.

15. AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES

It was noted that the Board of Directors had proposed to the General Meeting that the Board of Directors be authorized to decide on the repurchase of Sampo A shares using funds available for profit distribution as follows:

The number of own shares to be repurchased shall not exceed 50,000,000 shares representing approximately 8.9 per cent of all A shares of the company.

Sampo A shares can be repurchased in other proportion than the shareholders' proportional shareholdings in the company (directed repurchase).

The share price will be no higher than the highest price paid for Sampo A shares in public trading at the time of the purchase.

In implementing the repurchase of Sampo A shares, normal derivatives, stock lending or other contracts may also be entered into within the legal and regulatory limits, at the price determined by the market.

The holder of all Sampo B shares has given its consent to a buy-back of A shares.

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

The proposal of the Board of Directors was enclosed to the minutes (Appendix 15 §).

The General Meeting resolved to authorize the Board of Directors to resolve on the repurchase of Sampo A shares in accordance with the proposal of the Board of Directors.

It was recorded that under this agenda item there were 172, 037 opposing votes and 804, 041 votes abstaining from voting of nominee registered shareholders.

16. CLOSING OF THE MEETING

It was recorded that all decisions of the General Meeting had been made unanimously unless otherwise indicated in these minutes.

The Chairman noted that the items on the agenda had been attended to and that the minutes of the meeting would be available on the company's website at the latest on 8 May 2014.

The Chairman announced the meeting closed at 3.18 p.m.

Chairman of the General Meeting:

Mikko Heinonen

In fidem:

Anne Teitto

Minutes reviewed and confirmed by:

Sirpa Mannila

Heimo Äikäs

APPENDICES

Appendix 1 §	Overview by Björn Wahlroos, Chairman of the Board of Directors
Appendices 2 § 1-3	Summary lists of the voting instructions of the shareholders represented by Anu Ryyänen, Suoma Pellikka and Karri Hietanen
Appendices 4 § 1-2	Notices to the Annual General Meeting
Appendix 5 §	List of votes represented at the meeting
Appendix 6 § 1	Review by Kari Stadigh, the Group CEO
Appendix 6 § 2	Annual accounts 1 January – 31 December 2013
Appendix 6 § 3	Auditor's report
Appendix 8 §	Proposal of the Board of Directors of Sampo plc for distribution of profit
Appendix 10 §	Proposal of the Nomination and Compensation Committee of the Board of Directors of Sampo plc for the remuneration of the members of the Board of Directors
Appendix 11 §	Proposal of the Nomination and Compensation Committee of the Board of Directors of Sampo plc for the number of the members of the Board of Directors
Appendix 12 §	Proposal of the Nomination and Compensation Committee of the Board of Directors of Sampo plc for the members of the Board of Directors
Appendix 13 §	Proposal of the Audit Committee of the Board of Directors of Sampo plc for the remuneration of the Auditor
Appendix 14 §	Proposal of the Audit Committee of the Board of Directors of Sampo plc for the election of Auditor
Appendix 15 §	Proposal of the Board of Directors of Sampo plc for authorization to the Board of Directors to decide on the repurchase of the own shares

Sampo Oyj

VARSINAINEN YHTIÖKOKOUS 24.4.2014

VASTUSTAVAT JA TYHJÄT ÄÄNET

Nordea Pankki Suomi Oyj toimittaa tällä ilmoituksella edustamiensa osakkeenomistajien vastustavat ja tyhjät äänestysohjeet yhtiökokouksessanne päätettäviin asiakohtiin. Vastustavat ja äänestyksestä pidätyvät äänimäärät pyydetään ottamaan liitteenä tai kirjauksena huomioon kokouksen pöytäkirjaa pidettäessä.

Äänestystä ja täyttä äänenlaskentaa ei vaadita, mikäli yhtiökokouksen puheenjohtaja voi ennakkoon toimitettujen äänestysohjeiden ja kokouksessa esitettyjen kantojen perusteella selvästi todeta, että kyseisessä asiakohdassa vaadittu enemmistö äänistä (ja tarvittaessa kokouksessa edustetuista osakkeista) puoltaa yhtiökokoukselle tehtyä esitystä. Missään asiakohdassa ei kuitenkaan tehdä sisällöllistä vastaehdotusta.

7. Tilinpäätöksen vahvistaminen

VOTE AGAINST	yhteensä	Osakkeenomistajia:	1	Osakkeita:	23.694
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9. Vastuuvapaudesta päättäminen hallituksen jäsenille ja toimitusjohtajalle

VOTE AGAINST	yhteensä	Osakkeenomistajia:	11	Osakkeita:	301.013
ABSTAIN FROM VOTING	yhteensä	Osakkeenomistajia:	1	Osakkeita:	11.164

10. Hallituksen jäsenten palkkioista päättäminen

VOTE AGAINST	yhteensä	Osakkeenomistajia:	3	Osakkeita:	55.068
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12. Hallituksen jäsenten valitseminen

VOTE AGAINST	yhteensä	Osakkeenomistajia:	33	Osakkeita:	1.066.849
ABSTAIN FROM VOTING	yhteensä	Osakkeenomistajia:	7	Osakkeita:	200.438

14. Tilintarkastajan valitseminen

VOTE AGAINST	yhteensä	Osakkeenomistajia:	3	Osakkeita:	45.020
ABSTAIN FROM VOTING	yhteensä	Osakkeenomistajia:	2	Osakkeita:	151.747

15. Hallituksen valtuuttaminen päättämään omien osakkeiden hankkimisesta

VOTE AGAINST	yhteensä	Osakkeenomistajia:	1	Osakkeita:	307
ABSTAIN FROM VOTING	yhteensä	Osakkeenomistajia:	4	Osakkeita:	416.306



SAMPO OYJ VARSINAINEN YHTIÖKOKOUS 24.04.2013

VASTUSTAVAT JA TYHJÄT ÄÄNET

Skandinaviska Enskilda Banken toimittaa tällä ilmoituksella edustamiensa osakkeenomistajien vastustavat ja tyhjät äänestysohjeet yhtiökokouksessanne päätettäviin asiakohtiin. Vastustavat ja äänestyksestä pidätyvät äänimäärät pyydetään ottamaan liitteenä tai kirjauksena huomioon kokouksen pöytäkirjaa pidettäessä.

Äänestystä ja täyttä äänenlaskentaa ei vaadita, mikäli yhtiökokouksen puheenjohtaja voi ennakkoon toimitettujen äänestysohjeiden ja kokouksessa esitettyjen kantojen perusteella selvästi todeta, että kyseisessä asiakohdassa vaadittu enemmistö äänistä (ja tarvittaessa kokouksessa edustetuista osakkeista) puoltaa yhtiökokoukselle tehtyä esitystä. Missään asiakohdassa ei kuitenkaan tehdä sisällöllistä vastaehdotusta.

Numero	Asiakohta	Vote Against	Abstain from Voting
7	Tilinpäätöksen vahvistaminen	0	390 072
8	Taseen osoittaman voiton käyttäminen ja osingonmaksusta päättäminen	0	387 735
9	Vastuuvapaudesta päättäminen hallituksen jäsenille ja toimitusjohtajalle	116 293	390 072
10	Hallituksen jäsenten palkkioista päättäminen	19 920	387 735
11	Hallituksen jäsenten lukumäärästä päättäminen	0	387 735
12	Hallituksen jäsenten valitseminen	3 856 245	2 540 411
13	Tilintarkastajan palkkiosta päättäminen	0	387 735
14	Tilintarkastajan valitseminen	0	747 335
15	Hallituksen valtuuttaminen päättämään omien osakkeiden hankkimisesta	171 730	387 735

Merchant Banking

Mailing address	Phone	Fax	Internet	S.W.I.F.T address	Organisation Number
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Visiting address Unioninkatu 30, 00100 Helsinki	+358 9 616 28000	+358 9 171 056	www.seb.fi	ESSEFIHX	0985469-4

Name: Skandinaviska Enskilda Banken AB (publ). Reg.no: 502032-9081. Bolagsverket, Sweden. Registered adress: Stockholm, Sweden.

VARSINAINEN YHTIÖKOKOUS 24.04.2014 14:00

Edustetut osakkaat 2 821

- joista ennakoon äänestäneitä 0

Kokouspaikalla: - osakkaita 646

- asiamiehiä 44

- päällekkäiset edustukset -6

- avustajia 70

Yhteensä kokouspaikalla 754

Osakesarjakohtainen edustus:

Osakesarja	Omistus- erien lkm	Äänimäärä	Osakkeiden lkm	Äänten osuus osakesarjan äänimäärästä	Osakkeiden osuus osakesarjan osakemäärästä
SAMAS	715	373 385 140	373 385 140	66,81910 %	66,81910 %
SAMBV	1	6 000 000	1 200 000	100,00000 %	100,00000 %
Yhteensä		379 385 140	374 585 140	67,17159 %	66,89020 %