

# Proposal of the Nomination and Compensation Committee for 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 fees of the members of the Board of Directors remain unchanged and that the members of the Board of Directors be paid the following fees until the close of the next Annual General Meeting: the Chairman of the Board will be paid an annual fee of EUR 160,000, the Vice Chairman of the Board will be paid EUR 100,000 and the other members of the Board of Directors will be paid EUR 80,000 each. Annual fees payable to the Board members have remained at the same level since the close of the Annual General Meeting in 2008.

Potential statutory social and pension costs incurring to Board members having permanent residence outside Finland will according to applicable national legislation be borne by Sampo plc. In addition, actual travel and accommodation costs incurring to a Board member will be reimbursed.

A Board member shall in accordance with the resolution of the Annual 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 2015 has been published or, if this is not feasible because of insider regulation, on the first possible date thereafter.

A Board member shall be obliged to retain the Sampo A shares under his/her ownership for two years from the purchasing date. The disposal restriction on the Sampo shares shall, however, be removed earlier in case the director's Board membership ends prior to release of the restricted shares i.e. the shares will be released simultaneously when the term of the Board membership ends.

Helsinki, 11 February 2015

SAMPO PLC  
Nomination and Compensation Committee

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