

# Notice to the Annual General Meeting

Notice is given to the shareholders of Sampo plc to the Annual General Meeting to be held on Thursday 16 April 2015 at 2.00 pm at Helsinki Exhibition and Convention Centre, halls 5ab, Messuaukio 1, 00520 Helsinki. The reception of shareholders who have registered for the meeting and the serving of coffee prior to the meeting will start at 12.30 pm.

## 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**
3. **Election of persons 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**
6. **Presentation of the annual accounts, the report of the Board of Directors and the Auditor's Report for the year 2014**  
Review by the Group CEO and President
7. **Adoption of the annual accounts**
8. **Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board proposes to the Annual General Meeting a dividend of EUR 1.95 per share for the company's 560,000,000 shares for the financial year that ended on 31 December 2014. The dividends to be paid amount to a total of EUR 1,092,000,000. The remainder of the funds is to be left in the equity capital.

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 20 April 2015. The Board proposes that the dividend be paid on 28 April 2015.

### 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

### 10. Resolution on 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.

### 11. Resolution on the number 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 number of members remains unchanged and eight members be elected to the Board.

### 12. Election of the members of the Board of Directors

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 and Björn Wahlroos are re-elected for a term continuing until the close of the next Annual General Meeting. Of the current members, Matti Vuoria is not available for re-election. The Committee proposes that Risto Murto be elected as a new member to the Board.

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

The CVs of all persons proposed as Board member are available at [www.sampo.com/agma](http://www.sampo.com/agma).

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, Risto Murto, Eira Palin-Lehtinen 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.

### 13. 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.

As background for the proposal, the Audit Committee states that the Authorized Public Accountant Firm Ernst & Young has acted as Sampo Group's Auditor in 2014. The fee paid to the Auditor for services rendered and invoiced in 2014 totalled EUR 2,304,670. In addition, the accounting firm was paid a total of EUR 382,779 in fees for non-audit services rendered and invoiced. Approximately 60 per cent of the non-audit services fees related to transfer of Suomi Mutual's group pension insurance portfolio and the rest consists mainly of services related to taxes.

### 14. Election of the Auditor

The Audit Committee of the Board of Directors proposes that the Authorized Public Accountant Firm Ernst & Young Oy be elected as the company's Auditor until close of the next Annual General Meeting. Ernst & Young Oy has announced that Tomi Englund, APA, will be elected as the principally responsible Auditor if the Annual General Meeting choose Ernst & Young Oy to continue as the company's Auditor.

### 15. Authorizing the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes that the Annual General Meeting authorize the Board to resolve to repurchase a maximum of 50 million Sampo A shares representing approximately 8.9 per cent of all A shares of the company. The repurchased shares will be cancelled.

The price paid for the shares repurchased under the authorization shall be based on the current market price of Sampo A shares on the securities market. The minimum price to be paid would be the lowest market price of the share quoted during the authorization period and the maximum price the highest market price quoted during the authorization period.

The repurchases under the authorization are proposed to be carried out by using funds in the unrestricted shareholders' equity which means that the repurchase will reduce funds available for distribution of profit.

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 A shares will be repurchased in other proportion than the shareholders' proportional shareholdings (directed repurchase). The company may enter into derivative, stock lending, or other arrangements customary in capital market practice within the limits set by law and other regulations. In repurchase through such marketplaces, the company will follow the rules and guidelines regarding, among other factors, the determination of the repurchase price, settlement and disclosure of trades, of the marketplace in which the repurchase is carried out.

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.

### 16. Closing of the meeting

## B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The proposals for the decisions on the items on the agenda of the Annual General Meeting as well as this notice are available on Sampo plc's website at [www.sampo.com/agma](http://www.sampo.com/agma). The financial statements, the report of the Board of Directors and the Auditor's Report on Sampo plc, are available at [www.sampo.com/annualreport](http://www.sampo.com/annualreport) no later than 12 March 2015. The proposals for decisions and the other above-mentioned documents are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available at [www.sampo.com/agma](http://www.sampo.com/agma) as of 30 April 2015.

## C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

### 1. Shareholders registered in the shareholders' register

Each shareholder who is registered on 2 April 2015 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 shareholders' register of the company.

A shareholder who is registered in shareholders' register of the company and who wants to participate in the Annual General Meeting shall register for the meeting no later than 4 pm on 9 April 2015 by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned date. Such notice can be given:

- a) on the internet at [www.sampo.com/agma](http://www.sampo.com/agma);
- b) by telephone +358 10 516 0028 Mon-Fri 8.00 am-4.00 pm;
- c) by fax +358 10 516 0719; or
- d) by regular mail to the address Sampo plc / Shareholders Services, Fabianinkatu 27, 00100 Helsinki, Finland.

Registration should arrive no later than by 4 pm on Thursday 9 April 2015 irrespective of the method of registration.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative.

When registering a proxy on the internet shareholder's book-entry account number is also needed. The personal data given to Sampo plc is used only in connection with the Annual General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

### 2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of shares, based on which he/she on the record date of the Annual General Meeting, i.e. on 2 April 2015, would be entitled to be registered in shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 10 am on 13 April 2015. As regards nominee registered shares this constitutes a due registration for the Annual General 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 has to 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 time stated above.

Further information on these matters can also be found on the company's website [www.sampo.com/agma](http://www.sampo.com/agma).

### 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. A proxy representative shall produce 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.

Possible proxy documents should be delivered in originals to the address Sampo plc/Shareholder Services, Fabianinkatu 27, 00100 Helsinki, Finland before the end of registration.

### 4. Other instructions and information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the items to be considered at the meeting.

On the date of this notice to the Annual General Meeting, 11 February 2015, the total number of shares in Sampo plc is 558,800,000 A shares, representing 558,800,000 votes and 1,200,000 B shares representing 6,000,000 votes, i.e. a total of 560,000,000 shares and 564,800,000 votes. At the Annual General Meeting each A share carries one vote and each B share carries five votes.

Helsinki, 11 February 2015

SAMPO PLC  
Board of Directors