Proposals Concerning the Forfeiture of the Shares in the Joint Account and the Rights Carried by the Shares

Background:

Sampo plc's shares have been incorporated into the book-entry system on 21 July - 12 September 1997. The shares of those Sampo plc shareholders who by 12 September 1997 had not requested for their holdings to be registered in the book-entry system were registered, in accordance with the Finnish Companies Act, in a joint book-entry account (a so-called joint account) opened by the Finnish Central Securities Depository. Sampo plc was entered as the joint account's holder on behalf of the shareholders who did not come forward.

According to Chapter 4, Section 10(2) of the currently effective Finnish Companies Act, the General Meeting may after 1 September 2016 resolve that the rights to Sampo plc shares registered in the joint account will be forfeited unless the shareholder has requested that the shares be registered in the book-entry system. The travaux préparatoires of the Finnish Companies Act set forth that the request to register the shares in the book-entry system could be made prior to the General Meeting's resolution on the matter. The provisions on treasury shares apply to a forfeited share.

The Finnish Companies Act does not set any special obligations on the company, nor does it require actions such as informing the holders of the shares outside the book-entry system on the possible forfeiture under law of the shares registered in the joint account. Under the Finnish Companies Act and its travaux préparatoires, the obligation to take measures is placed on the shareholders.

On 3 November 2016, Sampo plc has, however, sent a letter to approximately 75,000 private persons who have been registered, in accordance with the shareholders' register dated 12 September 1997, as holders of the shares in the joint account. The letter sent by post, as well as the extensive media coverage that ensued, led to approximately hundred thousand of contacts being made. The company has advised its shareholders directly and by preparing instructions for its website.

The measures taken in order to identify the shares registered in the joint account have been successful. Between 1 November 2016 and 6 February 2017, the number of shares in the joint account has been reduced by 472,380 pieces, as a result of which there are 6,436,120 shares (1.15 per cent of all shares) registered in the joint account as at 6 February 2017. Sampo plc has issued 11,500 register extracts to the shareholders registered in the shareholders' register of 12 September 1997. The company is not aware of the exact number of applications pending at district courts concerning the cancellation of paper share certificates but, based on the company's understanding, a considerable number of the register extracts issued by the company have led to the filing of an application for the cancellation of share certificates.

The forfeiture of shareholder rights and the cancellation of the shares to be held by the company would increase the company's net asset value per share by a maximum of approximately 1.15 per cent.

The Proposals of Pekka Lämsä and the Company's Board of Directors Concerning the Forfeiture of Shareholder Rights:

Pekka Lämsä, a shareholder of the company, has proposed that the Annual General Meeting resolve, within the meaning of Chapter 4, Section 10(2) of the Finnish Companies Act, that the rights to shares in the book-entry system and the rights carried by the shares will be forfeited with regard to the shares in the joint account. On the basis of the proposal, the company's Board of Directors should cancel the treasury shares to be held by the company as a result of such forfeiture.

In its meeting of 8 February 2017, Sampo plc's Board of Directors has resolved to concur with the proposal by shareholder Lämsä and proposes the following regarding the practical execution of the proposal:

According to Chapter 4, Section 10(2) of the Finnish Companies Act, the forfeiture would concern the paper shares that are still in the joint account with regard to which the registration of shareholder rights in the book-entry system has not been requested prior to the resolution concerning the matter by the General Meeting at 2 p.m. on 27 April 2017. Thus, at a maximum, the proposal concerns the Sampo plc A-series shares registered on said joint account on the date of the notice of meeting, i.e. 8 February 2017. The number of shares whose transfer into the book-entry system has been validly requested by 2 p.m. on 27 April 2017 and whose request for conversion after the conversion period (in Finnish: "jälkivaihtovaatimus") will be finalised by 31 October 2017 will be deducted from the number of shares referred to above.

If the General Meeting resolves on the forfeiture of the shareholder rights in question, the provisions regarding treasury shares will be applied to the forfeited shares. The company's Board of Directors would cancel the treasury shares to be held by the company as a result of the forfeiture.

The Counter-Proposal by Hälläväliä Oy to the Proposal Made on the Forfeiture of Shareholder Rights:

Hälläväliä Oy, a shareholder of the company, has proposed to the General Meeting that if a proposal on the forfeiture of shareholder rights within the meaning of Chapter 4, Section 10(2) of the Finnish Companies Act has been submitted to the General Meeting for resolution, the General Meeting would resolve that said decision could be made at the earliest on 1 February 2020 and provided that the company has actively sought to reach out to all shareholders of the company who have not transferred their holdings into the book-entry system.

Given that future General Meetings are not bound by the resolutions of previous General Meetings, the proposal submitted by Hälläväliä Oy to the General Meeting is, in practice, a motion to dismiss the above-mentioned proposal by shareholder Lämsä and the company's Board of Directors concerning the forfeiture of the shares in the joint account.

Helsinki, 8 February 2017

SAMPO PLC
Board of Directors