

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, 19 April 2018 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, of the Board of Directors' Report and the Auditor's Report for the year 2017**
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 payment of dividend**

The Board proposes to the Annual General Meeting a dividend of EUR 2.60 per share for the company's 555,351,850 shares for the financial year that ended on 31 December 2017. The dividend will be paid to shareholders registered in the shareholders' register of the company held by Euroclear Finland Ltd on the record date of the dividend payment on 23 April 2018. The Board proposes that the dividend be paid on 3 May 2018.

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 175,000, the Vice Chairperson of the Board and the Chairperson of the Audit Committee will be paid EUR 115,000, the members of the Audit Committee will be paid EUR 96,000 and the other members of the Board of Directors will be paid EUR 90,000 each.

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 after deduction of taxes, payments and statutory social and pension costs. The company will pay any possible transfer tax related to the acquisition of the company shares.

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

12. Election of members of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors proposes that the current members of the Board Christian Clausen, Jannica Fagerholm, Adine Grate Axén, Veli-Matti Mattila, Risto Murto, Eira Palin-Lehtinen and Björn Wahlroos be re-elected for a term continuing until the close of the next Annual General Meeting. Of the current members Per Arthur Sørlie is not available for re-election. The Committee proposes that Antti Mäkinen be elected as a new member to the Board.

All the proposed Board members have been determined to be independent of the company under the rules of the Finnish Corporate Governance Code 2015. Furthermore, all Board members but Antti Mäkinen have been determined to be independent of the major shareholders. Mäkinen is deemed not to be independent of the major shareholders because of his position as the CEO of Solidium Oy, a major shareholder of the company (*relationship with a significant shareholder according to recommendation 10 (g) of the Finnish Corporate Governance Code*). Majority of the proposed Board members are independent of the major shareholders and the company.

The CVs of all persons proposed as Board member are available at www.sampo.com/aggm.

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 Oy has acted as Sampo plc's Auditor in 2017. The fee paid to the Auditor for ser-

vices rendered and invoiced in 2017 totalled EUR 2,438,827, excluding the fees paid by Topdanmark A/S. In addition, the accounting firm was paid a total of EUR 291,316 in fees for non-audit services rendered and invoiced, excluding the fees paid by Topdanmark A/S.

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 the principally responsible auditor would be Kristina Sandin, APA.

The Audit Committee notes that its recommendation is free from influence by a third party, and the Audit Committee is not subject to compliance with any such clauses referred to in Article 16(6) of the Audit Regulation (*Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC, the "Audit Regulation"*) that would restrict the choice as regards the appointment of a statutory auditor or audit firm.

15. Resolution on the amendment of Sections 9 and 12 of the Articles of Association

The Board proposes to the Annual General Meeting that the Annual General Meeting resolve to (i) amend Section 9 of Sampo plc's Articles of Association as a result of the new Auditing Act (1141/2015) that entered into force on 1 January 2016; and (ii) amend Section 12 of Sampo plc's Articles of Association to reflect the market practice.

In accordance with the new Auditing Act, the Auditor Oversight Unit of the Finnish Patent and Registration Office shall be responsible for auditor oversight as of 1 January 2016. As a result of this, it is proposed to amend Section 9 of the Articles of Association to correspond with the wording and provisions of the Auditing Act, i.e. so that the auditor of the company shall be an audit firm authorised by the Finnish Patent and Registration Office, instead of the Finnish Central Chamber of Commerce. It is proposed that Section 9 would remain unchanged otherwise.

In accordance with its current Section 12 of the Articles of Association, Sampo plc has published notices of the General Meetings in a newspaper in circulation in Helsinki. As a consequence of the amendment, a notice of the General Meeting would be published only on the website of the company. The current rules as regards the timings of the General Meeting and the publishing of a notice would remain applicable.

16. 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 9.0 per cent of all A shares of the company. The repurchased shares will be cancelled.

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. Shares are acquired at a market price of the time of repurchase in public trading in those marketplaces, in which the company share is publicly traded.

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.

17. 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 website at www.sampo.com/aggm. 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 no later than 16 March 2018. 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/aggm as of 3 May 2018.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder who is registered on 9 April 2018 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 4.00 pm on 11 April 2018 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/aggm;
- b) by telephone +358 10 516 0028 Mon-Fri 8.00 am-4.00 pm;
- c) by fax +358 10 516 0623; or
- d) by regular mail to the address Sampo plc / AGM, Fabianinkatu 27, 00100 Helsinki, Finland.

Registration should arrive no later than by 4.00 pm on Wednesday 11 April 2018 irrespective of the method of registration.

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

When registering a proxy on the internet shareholder's book-entry account number is also required. 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 at the Annual General Meeting.

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 9 April 2018, 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 10.00 am on 16 April 2018. 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/aggm.

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 / AGM, Fabianinkatu 27, 00100 Helsinki, Finland before the end of registration.

4. Other instructions and information

Pursuant to chapter 5, section 25 of the Finnish 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, 7 February 2018, the total number of shares in Sampo plc is 554,151,850 A shares, representing 554,151,850 votes and 1,200,000 B shares representing 6,000,000 votes, i.e. a total of 555,351,850 shares and 560,151,850 votes. At the Annual General Meeting each A share carries one vote and each B share carries five votes.

Helsinki, 7 February 2018

SAMPO PLC
Board of Directors