

# 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 amount of fees of the members of the Board of Directors remain unchanged as a whole and that each member of the Board of Directors be paid an annual fee of EUR 90,000 until the close of the next Annual General Meeting and the Chairman of the Board be paid EUR 175,000. Furthermore, the Nomination and Compensation Committee proposes that the members of the Board of Directors and its Committees be paid the following annual fees:

- the Vice Chairperson of the Board be paid EUR 25,000
- the Chairperson of the Audit Committee be paid EUR 25,000, and
- the member of the Audit Committee be paid EUR 6,000.

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

A Board member shall make the purchase of shares during 2019 after the publication of the interim statement for January–September 2019 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, 7 February 2019

SAMPO PLC  
Nomination and Compensation