

Proposal of the Nomination and Compensation Committee for the Number of Members of the Board of Directors and 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 Board members remain unchanged and that eight members be elected to the Board. The proposal is in compliance with the policy on diversity with regard to the Board of Directors of Sampo plc.

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

Fiona Clutterbuck born in 1958, is a Barrister-at-Law and obtained LLB(Hons) in 1979 from the University of London. She is currently the chairman of Paragon Banking Group PLC and a Board Member in W.S. Atkins and Hargreaves Lansdown. She has previously

held various leading positions in the banking industry. Fiona Clutterbuck's complete CV is enclosed to this proposal.

Johanna Lamminen, born in 1966, has a Doctor of Science (Technology) degree from Tampere University. She is currently CEO of Gasum Ltd and has held various leading positions both in financial services and IT industries. Johanna Lamminen's complete CV is enclosed to this proposal.

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 with the exception of Antti Mäkinen, have been determined to be independent of the major shareholders. Mäkinen is deemed not to be independent of the significant shareholder because of his position as the CEO of Solidium Oy, a significant shareholder of the company (*relationship with a significant shareholder in accordance with Recommendation 10 (g) of the Finnish Corporate Governance Code*). The majority of the proposed Board members are independent of the major shareholders and the company.

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

The Nomination and Compensation Committee proposes that the Board members elect Björn Wahlroos from among its number as the Chairman of the Board and Jannica Fagerholm as its vice-Chairman. It is proposed that Veli-Matti Mattila, Risto Murto, Antti Mäkinen and Björn Wahlroos (Chairman) be elected to the Nomination and Compensation Committee as well as Christian Clausen, Fiona Clutterbuck, Jannica Fagerholm (Chairperson) and Johanna Lamminen be elected to the Audit Committee. The compositions of the Committees fulfill the Finnish Corporate Governance Code 2015's requirement for independence.

Helsinki, 7 February 2019

SAMPO PLC
Nomination and Compensation Committee

Annexes

CVs of Fiona Clutterbuck and Johanna Lamminen



Fiona Clutterbuck

Born 1958

Curriculum vitae

Education

University of London
- LLB (Hons) 1976–1979
Barrister at Law 1980–1981

Career

Pearl/Phoenix Group (FTSE 250 company)
- Head of Strategy 2008–2018
ABN AMRO Investment Bank
- Managing Director and Head of Financial
Institutions Advisory 2001–2008
HSBC Investment Bank
- Managing Director and Global Co-Head of Financial
Institutions Group 1996–2001
Hill Samuel Bank Limited
- Director 1985–1996
Grindlays Bank
- International Banking Manager 1983–1985
Merrill Lynch
- Derivatives Trader 1981–1983

Positions of Trust

Paragon Banking Group PLC (FTSE 250 Company),
Chairman of the Board 2018–



Johanna Lamminen

Born 1966

Curriculum vitae

Education

Tampere University of Technology
 - Doctor of Science in Technology 2016
 University of Technology
 - Master of Business (MBA) 1999
 Current position
 Gasum Ltd, Finland
 - CEO 2014–

Career

Gasum Ltd, Finland
 - Executive Vice President and Deputy to CEO
 2013–2014
 Danske Bank Plc, Finland
 - CEO 2012–2013
 Danske Bank Plc, Finland
 - CFO 2011–2012
 Evli Bank Plc, Finland
 - CFO, Deputy to CEO 2005–2011
 SSH Communication Security Corporation, Finland
 - CFO 1999–2005
 Arcus Software Oy, Finland
 - Managing Director 1999–1999
 Finnetcom Oy, Finland
 - Director 1996–1999
 Elisa Communications (HPY), Finland
 - Controller 1990–1997

Positions of Trust

Tieto Plc, Member of the Board 2016–
 Tieto Plc, Member of the Remuneration Committee
 2018–
 Evli Bank Plc, Member of the Board and Member of
 Audit Committee 2015–
 Cargotec Corporation, Member of the Board 2017–
 Several other Positions of Trust