

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**") or in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 1 September 2020

SAMPO PLC

Issue of
EUR 1,000,000,000 Fixed/Floating Subordinated Rate Dated Notes Due September 2052 (the "Notes")
under the

EUR 4,500,000,000 Euro Medium Term Note Programme

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Tier 2 Conditions (the "**Conditions**") set forth in the base prospectus dated 3 April 2020 and the supplemental base prospectus dated 25 August 2020 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information.

The Base Prospectus and these Final Terms have been published on www.sampo.com.

1. (i) Series Number: 20
- (ii) Tranche Number: 1
- (iii) Date on which the Notes will be consolidated and form a single series: Not Applicable
2. Specified Currency or Currencies: Euro ("**EUR**")
3. Aggregate Nominal Amount:
 - (i) Series: EUR 1,000,000,000
 - (ii) Tranche: EUR 1,000,000,000

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| 4. | Issue Price: | 99.448 per cent. of the Aggregate Nominal Amount |
| 5. | (i) Specified Denominations: | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. |
| | (ii) Calculation Amount: | EUR 1,000 |
| 6. | (i) Issue Date: | 3 September 2020 |
| | (ii) Interest Commencement Date: | Issue Date |
| 7. | Maturity Date: | Interest Payment Date falling on or nearest to 3 September 2052 |
| 8. | Interest Basis: | 2.50 per cent. Fixed Rate from, and including, the Interest Commencement Date to, but excluding, 3 September 2032.

3 month EURIBOR +3.60 per cent. Floating Rate from, and including, 3 September 2032 to, but excluding, the Maturity Date.

(see paragraphs 14 and 16 below) |
| 9. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 10. | Change of Interest Basis: | From (and including) the Interest Commencement Date to (but excluding) 3 September 2032, paragraph 14 applies.

From (and including) 3 September 2032 to (but excluding) the Maturity Date, paragraph 16 applies. |
| 11. | Call Options: | Call Option |
| 12. | Status of the Notes: | Tier 2 Notes |
| 13. | Date of Board approval for issuance of Notes obtained | 5 August 2020 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 2.50 per cent. per annum payable in arrear on each Interest Payment Date from, and including, 3 September 2021 to, and including, 3 September 2032. |
| | (ii) Interest Payment Dates: | 3 September in each year from and including 3 September 2021 to, and including 3 September 2032. |
| | (iii) Fixed Coupon Amount: | EUR 25 per Calculation Amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| 15. | Fixed Rate Reset Rate Note Provisions | Not Applicable |
| 16. | Floating Rate Note Provisions | Applicable |

(i)	Specified Period:	Not Applicable
(ii)	Specified Interest Payment Dates:	3 March, 3 June, 3 September and 3 December in each year from, and including, 3 December 2032 to, and including, 3 September 2052, in each case subject to adjustment in accordance with the Business Day Convention specified below.
(iii)	First Interest Payment Date:	The first Specified Interest Payment Date to which this paragraph 16 shall apply will be 3 December 2032, subject to adjustment in accordance with the Business Day Convention specified below.
(iv)	Business Day Convention:	Modified Following Business Day Convention
(v)	Additional Business Centre(s):	London
(vi)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vii)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s):	Fiscal Agent
(viii)	Screen Rate Determination:	<ul style="list-style-type: none"> • Reference Rate: 3 month EURIBOR • Interest Determination Date(s): Second day on which the TARGET2 System is open prior to the start of each Interest Period • Relevant Screen Page: 3 month EURIBOR as displayed on Reuters Screen page EURIBOR01 • Relevant Time: 11.00 am in the Relevant Financial Centre • Relevant Financial Centre: Brussels
(ix)	ISDA Determination:	Not Applicable
(x)	Linear Interpolation:	Not Applicable
(xi)	Margin(s):	+3.60 per cent. per annum
(xii)	Minimum Rate of Interest:	0.00 per cent. per annum
(xiii)	Maximum Rate of Interest:	Not Applicable.
(xiv)	Relevant Benchmark	EURIBOR is provided by European Money Markets Institute. As at the date hereof, European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (<i>Register of administrators and benchmarks</i>) of the Benchmark Regulation.

(xv)	Day Count Fraction:	Actual/360
17.	Optional Interest Deferral:	Applicable
PROVISIONS RELATING TO REDEMPTION		
18.	Notice Periods for Condition 10(c) (<i>Taxation reasons redemption, variation or substitution</i>)	Minimum period: 30 days Maximum period: 60 days
19.	Notice Periods for Condition 10(e) (<i>Capital Disqualification Event redemption, variation or substitution</i>)	Minimum period: 30 days Maximum period: 60 days
20.	Call Option	Applicable
(i)	Optional Redemption Date(s):	Any date from and including 3 June 2032 to and including 3 September 2032, and any Interest Payment Date thereafter.
(ii)	Optional Redemption Amount(s):	EUR 1,000 per Calculation Amount
(iii)	If redeemable in part:	Not Applicable
(iv)	Notice period:	Minimum period: 15 days Maximum period: 45 days
21.	Issuer Residual Call	Applicable
(i)	Residual Early Redemption Amount:	EUR 1,000 per Calculation Amount
(ii)	Notice period:	Minimum period: 30 days Maximum period: 60 days
22.	Rating Methodology Call	Applicable
	Notice period:	Minimum period: 30 days Maximum period: 60 days
23.	Final Redemption Amount	EUR 1,000 per Calculation Amount
24.	Early Redemption Amount	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, capital disqualification or rating agency event:	EUR 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES


25.	Form of Notes:	Bearer Notes
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Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.

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| 26. New Global Note: | No |
| 27. Additional Financial Centre(s) or other special provisions relating to payment dates: | London |
| 28. Talons for future Coupons to be attached to Definitive Notes in bearer form: | Yes |
| 29. Calculation Agent: | Not Applicable |
| 30. Prohibition of Sales to EEA and UK Retail Investors: | Applicable |
| 31. Prohibition of Sales to Belgian Consumers: | Applicable |

Signed on behalf of Sampo plc:

By:


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Duly authorised

Viivu Kilkku
Legal Counsel

PART B - OTHER INFORMATION

1. LISTING

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| (i) | Listing and admission to trading: | Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | Not Applicable |

2. RATINGS

The Notes to be issued are expected to be rated A3 by Moody's Investors Service Ltd. and A by S&P Global Ratings Europe Limited.

Each of Moody's Investors Service Ltd. and S&P Global Ratings Europe Limited are established in the United Kingdom and the European Union and is registered under Regulation (EC) No. 1060/2009, as amended.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. The proceeds of the issue of the Notes may be used to fund the Planned Acquisition (as defined in the Base Prospectus) and accordingly a bridge facility which has been provided by the Joint Lead Managers shall be cancelled.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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| (i) | Reasons for the offer: | The proceeds of the issue of the Notes shall be used for general corporate purposes, which may include funding the Planned Acquisition (as defined in the Base Prospectus). |
| (ii) | Estimated net proceeds: | EUR 994,480,000 |

5. YIELD (*until 3 September 2032*).

Indication of yield:	2.554 per cent. per annum (assuming the Issuer were to pay interest on each Interest Payment Date up to and including 3 September 2032 and were to redeem the Notes on 3 September 2032).
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The yield is calculated as at the date of these Final Terms and may fluctuate in the future. It is not an indication of future yield.

6. HISTORIC INTEREST RATES

Details of performance of EURIBOR rates can be obtained from Reuters.

7. OPERATIONAL INFORMATION

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| (i) | ISIN Code: | XS2226645278 |
| (ii) | Common Code: | 222664527 |
| (iii) | FISN: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively |

		sourced from the responsible National Numbering Agency that assigned the ISIN
(iv)	CFI code:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(v)	Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the relevant identification number(s):	Not Applicable
(vi)	Names and addresses of additional Paying Agent(s) (if any)	Not Applicable
(vii)	Delivery:	Delivery against payment
8.	DISTRIBUTION	
	U.S. Selling Restrictions:	Regulation S Category 2; TEFRA D