

## EXECUTION VERSION

### FINAL TERMS

Final Terms dated 22 February 2016

#### SAMPO PLC

Issue of EUR 500,000,000 1.125 per cent. Notes due 24 May 2019

under the

#### EUR 3,000,000,000 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 Conditions (the "**Conditions**") set forth in the base prospectus dated 26 March 2015 and the supplemental base prospectuses dated 8 May 2015 and 10 February 2016 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms have been published on the website of the Regulatory News Service operated by the London Stock Exchange at [www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html).

- |    |       |  |   |
|----|-------|--|---|
| 1. | (i)   | Series Number:   | 12  |
|    | (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 (" <b>EUR</b> ")   |
| 3. |       | Aggregate Nominal Amount:  |   |
|    | (i)   | Series:  | EUR 500,000,000   |
|    | (ii)  | Tranche:   | EUR 500,000,000   |
| 4. |       | Issue Price:   | 99.878 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. No notes in definitive form will be issued with a denomination of above EUR 199,000. |
|    | (ii)  | Calculation Amount:  | EUR 1,000   |
| 6. | (i)   | Issue Date:  | 24 February 2016  |
|    | (ii)  | Interest Commencement Date:  | Issue Date  |
| 7. |       | Maturity Date:   | 24 May 2019   |
| 8. |       | Interest Basis:  | 1.125 per cent. Fixed Rate<br>(see paragraph 13 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:	Not Applicable
11.	Put/Call Options:	Not Applicable
12.	Date of Board approval for issuance of Notes obtained	14 March 2012

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	1.125 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	24 May in each year, from and including 24 May 2016 up to and including the Maturity Date.
	(iii) Fixed Coupon Amount:	EUR 11.25 per Calculation Amount (except for the Interest Payment Date falling on 24 May 2016 which is a short first coupon)
	(iv) Broken Amount(s):	EUR 2.77 per Calculation Amount, payable on the Interest Payment Date falling on 24 May 2016
	(v) Day Count Fraction:	Actual/Actual(ICMA)
14.	<b>Floating Rate Note Provisions</b>	Not Applicable
15.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

16.	<b>Notice Periods for Condition 9(b)</b> <i>(Redemption for Tax Reasons)</i>	Minimum period: 30 days Maximum period: 60 days
17.	<b>Call Option</b>	Not Applicable
18.	<b>Put Option</b>	Not Applicable
19.	<b>Final Redemption Amount</b>	EUR 1,000 per Calculation Amount
20.	<b>Early Redemption Amount</b> Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	EUR 1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

21.	<b>Form of Notes:</b>	<b>Bearer Notes</b> 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
22.	New Global Note:	Yes
23.	Additional Financial Centre(s) or other special provisions relating to payment dates:	London

24. Talons for future Coupons to be attached to Definitive Notes in bearer form: No
25. Calculation Agent: Not Applicable

Signed on behalf of Sampo plc:

By:  .....

Duly authorized

**Timo Rikkonen**  
**Senior Legal Counsel**

## PART B - OTHER INFORMATION

### 1. LISTING

- (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 24 February 2016
- (ii) Estimate of total expenses related to admission to trading: £3,600

### 2. RATINGS

The Notes to be issued are expected to be rated Baa2 by Moody's Investors Service Ltd.

Moody's Investors Service Ltd. is established in 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

Save as discussed in "*Subscription and Sale*" in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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.

### 4. YIELD

Indication of yield: 1.164 per cent.

### 5. OPERATIONAL INFORMATION

- (i) ISIN Code: XS1370701549
- (ii) Common Code: 137070154
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable
- (iv) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (v) Delivery: Delivery against payment
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: Yes

### 6. DISTRIBUTION

U.S. Selling Restrictions: Regulation S Category 2; TEFRA D