

Election and Terms of Office of Board Members

According to Sampo's Articles of Association, the company's Board of Directors comprises no fewer than three and no more than ten members elected by shareholders at the Annual General Meeting ("AGM").

On 10 February 2016 Sampo plc's Board of Directors updated Sampo's [Policy on Diversity](#) as regards the Board of Directors of Sampo. According to the Policy, when electing the Board of Directors the aim is to ensure that the Board as a whole for the purpose of its work possesses the requisite knowledge of and expertise in the social, business and cultural conditions of the regions and markets in which the main activities of the Group are carried out. A broad set of qualities and competences, diversity, including age, gender, geographical provenance and educational and professional background, is an important factor to take into consideration. According to the Policy on Diversity, and in compliance with the Corporate Governance Code, it is also important that the person to be elected to the Board shall have the qualifications required for the duties and the possibility to devote a sufficient amount of time to the work.

The number of the Directors and the composition of the Board shall be such that they enable the Board of Directors to see its duties efficiently. Both genders shall be represented in the Board of Directors and the target is a share of at least 37.5 per cent of the total number of members for both genders. During 2016 the representation of both genders in the Board of Directors fulfilled the target.

According to the Policy on Diversity, Sampo's Nomination and Compensation Committee shall identify, review and recommend candidates for the Board. The Nomination and Compensation Committee

shall take the following factors into consideration, including such other factors as the Board may determine:

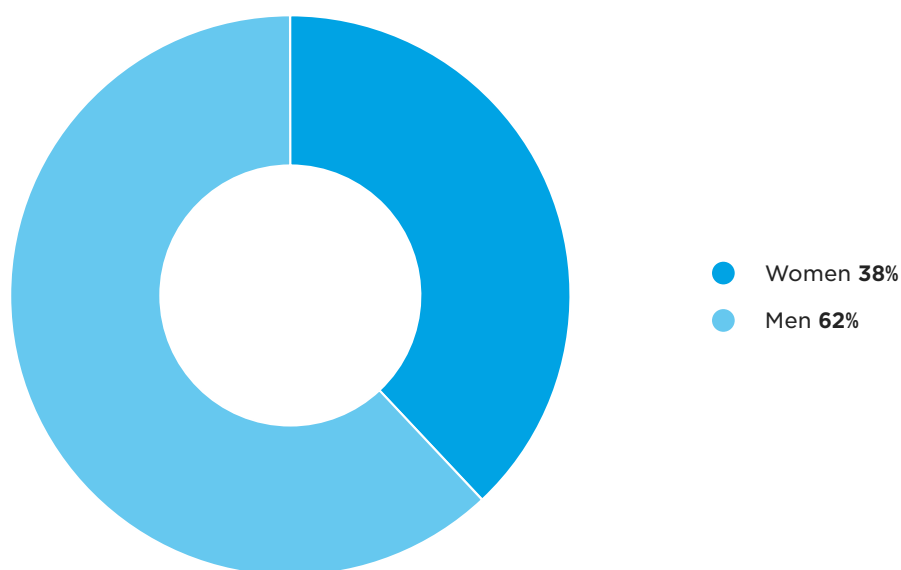
- i. Regulatory requirements for the members of the Board;
- ii. Overall board composition taking into consideration the appropriate combination of professional experience, skills, knowledge and variety of viewpoints and backgrounds;
- iii. The past performance of incumbent members (attendance, staying informed about the company and its business, participation in the meetings, proven interest in the company's business and compliance with applicable company policies and guidelines;
- iv. Allocation and sufficiency of time; and
- v. Other criteria (e.g. with respect to new Directors, the integrity, judgment and available time).

At the Annual General Meeting the Nomination and Compensation Committee gives an account of how it has conducted its work and explains its proposals.

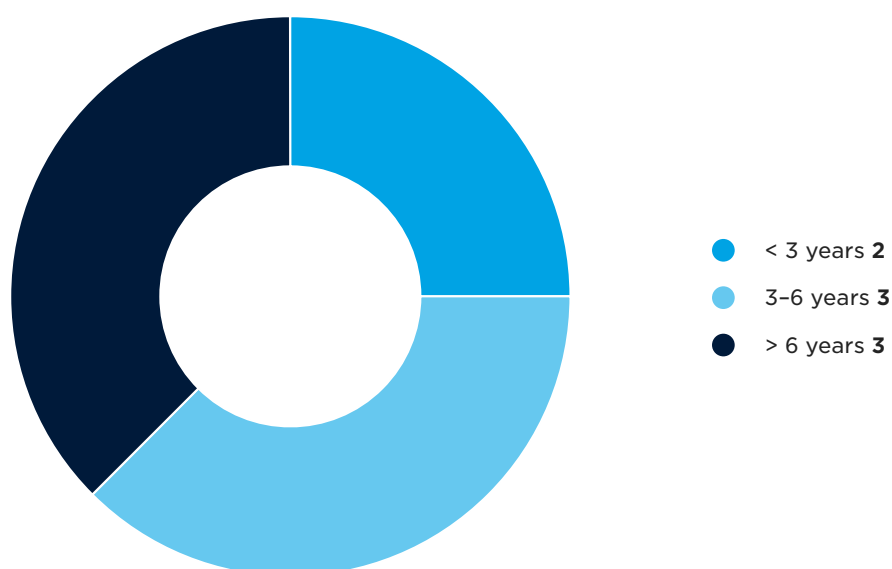
The AGM of 2016 decided that the Board would consist of eight members until the close of the AGM to be held in 2017. The term of office of the Board members ends at the close of the AGM that first follows their election. The members of the Board elect a Chairman and Vice Chairman from among their members at their first meeting following the AGM.

The Board convened 9 times in 2016. Christian Clausen was prevented from attending one meeting. Other Board members attended all meetings and, accordingly, the attendance of Board members at meetings was 98.6 per cent.

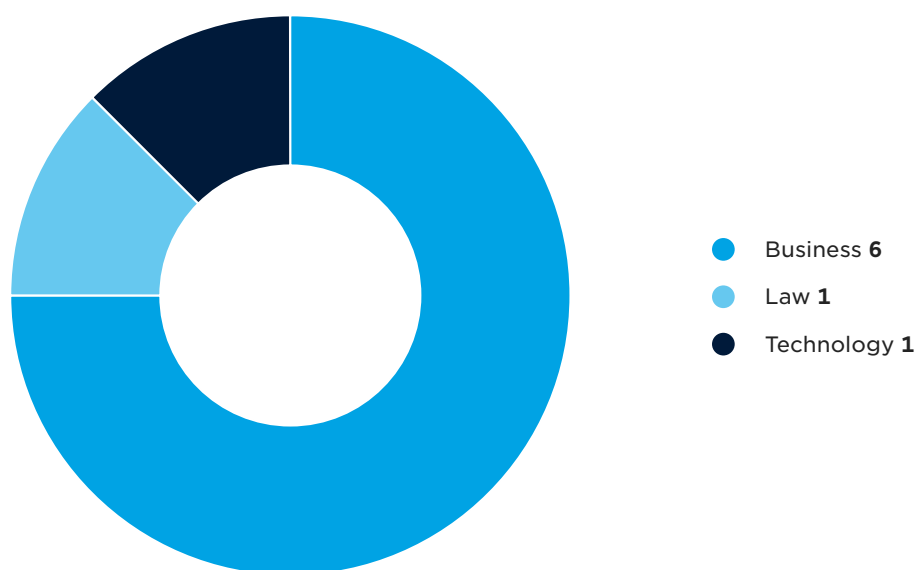
Gender Diversity of the Board



Length of Tenure of the Board Members



Educational Background of the Board Members



Geographical Mix of the Board Members

