

# Changes in Group Structure

## Mandatory Offer on Topdanmark Shares

Sampo plc announced on 7 September 2016 the obligation to make a mandatory offer to the shareholders of Topdanmark A/S. In the mandatory offer, Sampo offered to acquire all outstanding shares, excluding treasury shares, and other financial instruments, warrants and share options, if applicable, issued by Topdanmark and shares held by Topdanmark shareholders resident in certain restricted jurisdictions. The cash price offered in the mandatory offer was DKK 183 for each share issued by Topdanmark. The offer period commenced on 27 September 2016 and expired on 25 October 2016. As a result of the offer, Sampo plc acquired altogether 7,374,306 Topdanmark shares and held 41.1 per cent of all Topdanmark shares on 26 October 2016.

The mandatory offer was made pursuant to the Danish Takeover Order (no. 562 of 2 June 2014) Section 2(1). The obligation to make the Mandatory Offer arose as a result of Sampo in the period from 6 September 2016 until 7 September 2016 having acquired 200,000

Topdanmark shares in the market with the highest purchase price being DKK 183 and thereby crossing the applicable Danish threshold of one third of the total outstanding voting rights of Topdanmark. In connection herewith, Sampo also acquired 31,476,920 Topdanmark shares at a price of DKK 183 per share, representing approximately 33.13 per cent of the entire issued share capital and of all voting rights of Topdanmark (including treasury shares), from its wholly owned subsidiary If P&C Insurance Holding Ltd. Following Sampo's acquisition of If's shareholding in Topdanmark, If P&C no longer holds any shares in Topdanmark.

Sampo plc's share of Topdanmark's profit will continue to be shown in the P&C insurance segment although Topdanmark is Sampo plc's associate going forward. On 1 February 2017 Sampo plc held 39,579,226 Topdanmark shares corresponding to 41.7 per cent of all shares and 45.7 per cent of votes.

## Mandatum Life's Agency Agreement with Danske Bank

In connection with the acquisition of Sampo's banking operations by Danske Bank A/S in early 2007, Sampo Bank plc (now Danske Bank Plc), and Sampo Life Insurance Company Ltd (now Mandatum Life Insurance Company Ltd) signed an agency agreement that guaranteed Sampo Life the exclusive right to sell life and pension insurance products through Sampo Bank's branch network in Finland.

Mandatum Life decided on 20 October 2016 not to prolong the agency agreement as of 31 December 2016. In relation to the agency agreement Mandatum Life has the right to sell the insurance portfolio sold through Danske Bank's branch network in Finland, to Danske Bank. Mandatum Life decided on 27 October 2016 to use this option.

The valuation of the portfolio will be conducted by a

third party in accordance with the terms and conditions of the bank transaction agreement referred to above. The valuation is estimated to take until the summer of 2017 and the transfer of the portfolio is estimated to take place during the fourth quarter of 2017 at the earliest. The transfer is subject to regulatory approvals.

The portfolio consists of more than 150,000 policies and the technical reserves related to the portfolio amounted to EUR 3,202 million at the end of 2016. The portfolio contains almost exclusively unit linked and loan insurance products. The amount of with profit technical reserves is EUR 210 million. The portfolio is treated as Assets held for sale in the balance sheet for 2016.