

PROPOSAL OF THE NOMINATION AND REMUNERATION COMMITTEE FOR

# The remuneration of the members of the Board of Directors

The Nomination and Remuneration Committee of the Board of Directors proposes to the Annual General Meeting that each member of the Board of Directors be paid an annual fee of EUR 95,000 until the close of the next Annual General Meeting and the Chair of the Board be paid EUR 184,000. Furthermore, the Nomination and Remuneration Committee proposes that the members of the Board of Directors and its Committees be paid the following annual fees:

- the Vice Chair of the Board be paid EUR 26,000,
- the Chair of the Audit Committee be paid EUR 26,000, and
- each member of the Audit Committee be paid EUR 6,000.

The proposed increase in the annual fees of the Board members is approximately 2 per cent. An increase to the annual fees of the Board members has lastly been made at the Annual General Meeting held on 2 June 2020. In determining the proposed fees, the Committee has considered the effect of financial regulation on the demandingness of the Board's work and the annual fees paid to Boards of businesses similar to Sampo Group.

Potential statutory social and pension costs incurring to Board members having permanent residence outside Finland will, according to applicable national legislation, be borne by Sampo plc. In addition, actual travel and accommodation costs incurring to a Board member will be reimbursed.

A Board member shall, in accordance with the resolution of the Annual General Meeting, acquire Sampo plc's A shares at the price paid in public trading for 50 per cent of his/her annual fee after the deduction of taxes, payments and potential statutory social and pension costs. The company will pay any possible transfer tax related to the acquisition of the company shares.

A Board member shall make the purchase of shares during 2021 after the publication of the Interim Statement for January-September 2021 or, if this is not feasible because of insider regulations, on the first possible date thereafter.

A Board member shall be obliged to retain the Sampo A shares under his/her ownership for two years from the purchasing date. The disposal restriction on the Sampo shares shall, however, be removed earlier in case the director's Board membership ends prior to release of the restricted

shares i.e. the shares will be released simultaneously when the term of the Board membership ends.

Helsinki, 11 February 2021

SAMPO PLC  
Nomination and Remuneration Committee