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ANNUAL GENERAL MEETING OF SAMPO PLC

Time: 18 May 2022 at 2 p.m. (EEST)

Place: Company headquarters, Fabianinkatu 27, 00100 Helsinki, Finland

Present: The Board of Directors of Sampo plc has resolved, in accordance with Section 2, Sub-Section 3 of the temporary Act 375/2021, which allows for temporary deviations from certain paragraphs of the Finnish Companies Act, issued in order to restrict the spread of the COVID-19 pandemic, that shareholders and shareholders' proxy representatives may only attend the General Meeting by advance voting and making counterproposals and asking questions in advance. Thus, present at the meeting were only Mikko Heinonen, the Chair of the Annual General Meeting, Anne Teitto, the Secretary of the meeting and Annemari Rosi as the scrutiniser of the minutes and the supervisor of the counting of the votes as well as technical meeting staff.

The shareholders set out in the attached list of votes adopted at the meeting were represented at the meeting (Appendix 3 §).

1. OPENING OF THE MEETING

Attorney-at-law Mikko Heinonen opened the meeting at 2 p.m. (EEST).

2. CALLING THE MEETING TO ORDER

Attorney-at-law Mikko Heinonen acted as the Chair of the General Meeting as stated in the notice of the meeting. Mikko Heinonen invited Anne Teitto, Senior Legal Counsel of Sampo plc, to act as the Secretary of the meeting.

It was noted that the Board of Directors' and its Committees' proposals to the General Meeting were disclosed on 9 February 2022 as a stock exchange release and published in whole on the company's website. The Chair noted that in order to ensure the health and safety of the company's shareholders, employees and other stakeholders, the company has decided to organise the meeting in accordance with the procedures set forth in Section 2, Sub-Section 3 of the temporary Act 375/2021 so that a shareholder or a shareholder's representative has only been able to attend the meeting by advance voting and by submitting counterproposals and asking questions in advance.

It was noted that by the deadline of 7 March 2022 no shareholders' counter-proposals subject for voting were delivered to the company. In accordance with the meeting procedure, it was possible to submit questions referred to in Chapter 5, Section 25 of the Finnish Companies Act by 28 March 2022. The company had not

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received any such questions, and this was disclosed on the company's website on 4 April 2022.

Since participation in the General Meeting has been possible only in advance, a vote has been cast on all agenda items requiring voting. The Chair further noted that in accordance with the applicable temporary legislation all agenda items may have been opposed in the voting without having to submit a counterproposal.

A summary of the votes given in the advance voting provided by Euroclear Finland Oy was enclosed to the minutes (Appendix 1 §).

The Chair noted that it was possible in each agenda item that a shareholder had not provided voting instructions. In such cases the shareholder is not considered to be represented in the relevant agenda item. For this reason, the number of shareholders and shares represented is not the same in each agenda item.

It was noted that the meeting arrangements complied with the Finnish Companies Act, the temporary Act 375/2021 and the government bill concerning it, as well as company practice and the recommendations of the Advisory Board of Finnish Listed Companies.

3. ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Attorney-at-law Annemari Rosi acted as the scrutiniser of the minutes and the supervisor of the counting of the votes as stated in the notice of the meeting.

4. RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice of the meeting had been published as a stock exchange release on 21 February 2022. The notice of the meeting had also been published on the company's website on 21 February 2022.

It was noted that the General Meeting had been convened in accordance with the stipulations of the Articles of Association, the Finnish Companies Act and the temporary Act 375/2021, which allows temporary deviations from certain paragraphs of the Finnish Companies Act and that the General Meeting was thus lawfully convened and constituted a quorum.

The notice of the meeting was enclosed to the minutes (Appendix 2 §).

5. RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list of shareholders who had voted in advance during the advance voting period either personally or by means of proxy representation and who in accordance with Chapter 5, Sections 6 and 6a of the Finnish Companies Act are entitled to attend

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the meeting was presented. It was recorded that 2,851 shareholders had participated in advance voting representing 326,496,211 shares and 331,296,211 votes.

It was stated that the company or Euroclear Finland Oy have not been made aware of technical or other problems or uncertainties relating to the advance voting, drafting of the list of votes or general meeting procedures. The shareholders' right to participate and the legality of the counting of the votes has been conducted in a similar way compared to procedures followed at a normal general meeting.

The attendees and the list of votes were enclosed to the minutes (Appendix 3 §).

6. PRESENTATION OF THE FINANCIAL STATEMENTS, THE BOARD OF DIRECTORS' REPORT AND THE AUDITOR'S REPORT FOR THE YEAR 2021

It was noted that since shareholders or shareholder representatives may only attend the General Meeting through advance voting, the Financial Statements, the Board of Directors' Report and the Auditor's Report published by the company on 5 April 2022 and which have been available on the company's website, have been presented to the General Meeting.

The Financial Statements, The Board of Directors' Report and the Auditor's Report were enclosed to the minutes (Appendix 4 §).

7. ADOPTION OF THE FINANCIAL STATEMENTS

It was recorded that 326,488,048 shares and 331,288,048 votes participated in the voting, representing approximately 60.66 per cent of all the company's shares and approximately 61.01 per cent of all the company's votes. 330,748,904 votes were given in favour of the adoption of the Financial Statements, representing approximately 99.95 per cent of the given votes. 159,708 votes were given against the adoption of the Financial Statements, representing approximately 0.05 per cent of the given votes. 379,436 votes did not participate in the voting.

The General Meeting resolved, in accordance with the voting result, to adopt the Financial Statements, including the Consolidated Financial Statements, for the financial year 2021.

8. RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

It was noted that the distributable capital and reserves of the parent company according to the balance sheet of the parent company as at 31 December 2021 were EUR 8,565,347,307.19 of which the profit for the financial year 2021 was EUR 2,639,015,210.13.

It was noted that the Board of Directors had proposed to the Annual General Meeting a dividend of EUR 4.10 per share to all shares, except for the shares held by

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Sampo plc on the dividend record date of 20 May 2022. The remainder of the funds are left in the equity capital.

It was noted that according to the proposal, the dividend will be paid to the shareholders registered in the Register of Shareholders held by Euroclear Finland Oy as at the record date of 20 May 2022. The Board had proposed that the dividend shall be paid on 31 May 2022.

It was noted that no significant changes have taken place in the company's financial position since the end of the financial year. The company's liquidity position is good and in the view of the Board, the proposed distribution does not jeopardise the company's ability to fulfil its obligations.

The proposal of the Board of Directors was enclosed to the minutes (Appendix 5 §).

It was recorded that 326,495,706 shares and 331,295,706 votes participated in the voting, representing approximately 60.66 per cent of all the company's shares and approximately 61.01 per cent of all the company's votes. 330,567,624 votes were given in favour of the Board of Directors' proposal, representing approximately 99.78 per cent of the given votes. 727,982 votes were given against the Board of Directors' proposal, representing approximately 0.22 per cent of the given votes. 100 votes did not participate in the voting.

The General Meeting resolved, in accordance with the voting result and the proposal of the Board of Directors, that a dividend of EUR 4.10 per share be paid from the distributable funds of the parent company to shareholders who on the record date of the dividend payment on 20 May 2022 are recorded in the company's Register of Shareholders maintained by Euroclear Finland Oy, except for the shares held by Sampo plc. The dividend shall be paid on 31 May 2022.

9. RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT AND CEO FROM LIABILITY FOR THE FINANCIAL YEAR 2021

It was noted that granting the discharge from liability for the financial year 2021 relates to the following persons:

Björn Wahlroos, Chairman of the Board of Directors
Jannica Fagerholm, Vice Chairperson of the Board of Directors
Christian Clausen, member of the Board of Directors
Risto Murto, member of the Board of Directors
Fiona Clutterbuck, member of the Board of Directors
Johanna Lamminen, member of the Board of Directors
Georg Ehrnrooth, member of the Board of Directors
Markus Rauramo, member of the Board of Directors, as of 19 May 2021
Antti Mäkinen, member of the Board of Directors, until 19 May 2021

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and

Torbjörn Magnusson, CEO

It was recorded that 324,930,789 shares and 329,730,789 votes participated in the voting, representing approximately 60.37 per cent of all the company's shares and approximately 60.72 per cent of all the company's votes. 328,035,617 votes were given in favour of granting the discharge from liability, representing approximately 99.67 per cent of the given votes. 1,072,361 votes were given against granting the discharge from liability were given, representing approximately 0.33 per cent of the given votes. 622,811 votes did not participate in the voting.

The General Meeting resolved, in accordance with the voting result, to grant the discharge from liability to the above-mentioned members of the Board of Directors and to the CEO.

10. THE REMUNERATION REPORT FOR GOVERNING BODIES

It was noted that since shareholders or shareholder representatives may only attend the General Meeting through advance voting, the Remuneration Report for Governing Bodies published by the company on 28 February 2022 which has been available on the company's website, has been presented to the General Meeting.

The Remuneration Report was enclosed to the minutes (Appendix 6 §).

It was recorded that 326,483,325 shares and 331,283,325 votes participated in the voting, representing approximately 60.66 per cent of all the company's shares and approximately 61.01 per cent of all the company's votes. 313,892,716 votes were given in favour of accepting the Remuneration Report, representing approximately 95.05 per cent of the given votes. 16,338,187 votes were given against accepting the Remuneration Report, representing approximately 4.95 per cent of the given votes. 1,052,422 votes did not participate in the voting.

The General Meeting resolved, in accordance with the voting result, to accept the presented Remuneration Report. The resolution was advisory.

11. RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination and Remuneration Committee of the Board of Directors had proposed to the Annual General Meeting that each member of the Board of Directors be paid an annual fee of EUR 98,000 and the Chair of the Board be paid EUR 190,000 until the close of the next Annual General Meeting. Furthermore, the Nomination and Remuneration Committee had proposed that the members of the Board of Directors and its Committees be paid the following annual fees:

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- the Vice Chair of the Board be paid EUR 27,000
- the Chair of the Audit Committee be paid EUR 27,000, and
- each member of the Audit Committee be paid EUR 6,200.

It was noted that the proposed increase in the annual fees of the Board members is approximately 3 per cent.

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's shares.

A Board member shall make the purchase of shares during 2022 after publication of the Interim Statement for January-September 2022 or, if this is not feasible because of insider regulations, on the first possible date thereafter.

A Board member shall be obliged to retain Sampo A shares under his/her ownership for two years from the purchasing date.

The proposal of the Board of Directors' Nomination and Remuneration Committee was enclosed to the minutes (Appendix 7 §).

It was recorded that 326,480,569 shares and 331,280,569 votes participated in the voting, representing approximately 60.66 per cent of all the company's shares and approximately 61.01 per cent of all the company's votes. 329,436,540 votes were given in favour of the Board of Directors' Nomination and Remuneration Committee's proposal, representing approximately 99.45 per cent of the given votes. 1,834,752 votes were given against the Board of Directors' Nomination and Remuneration Committee's proposal, representing approximately 0.55 per cent of the given votes. 9,277 votes did not participate in the voting.

The General Meeting resolved, in accordance with the voting result and the Board of Directors' Nomination and Remuneration Committee's proposal, to adopt the proposal of the Nomination and Remuneration Committee of the Board of Directors.

12. RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

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It was noted that pursuant to the Articles of Association, the Board of Directors comprises no fewer than three (3) and no more than ten (10) members. The current number of members of the Board of Directors is eight (8).

It was noted that the Nomination and Remuneration Committee of the Board of Directors had proposed to the Annual General Meeting that the number of the members of the Board of Directors be increased by one (1) member such that nine (9) members are elected to the Board of Directors.

The proposal of the Nomination and Remuneration Committee of the Board of Directors was enclosed to the minutes (Appendix 8 §).

It was recorded that 326,481,431 shares and 331,281,431 votes participated in the voting, representing approximately 60.66 per cent of all the company's shares and approximately 61.01 per cent of all the company's votes. 331,276,461 votes were given in favour of the Board of Directors' Nomination and Remuneration Committee's proposal, representing approximately 100.00 per cent of the given votes. 4,685 votes were given against the Board of Directors' Nomination and Remuneration Committee's proposal, representing approximately 0.00 per cent of the given votes. 285 votes did not participate in the voting.

The General Meeting resolved, in accordance with the voting result and the Board of Directors' Nomination and Remuneration Committee's proposal, that the number of the members of the Board of Directors is confirmed to be nine (9).

13. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination and Remuneration Committee of the Board of Directors had proposed to the Annual General Meeting that the following current members of the Board of Directors are re-elected for a term commencing at the close of this General Meeting and continuing until the close of the next Annual General Meeting:

Björn Wahlroos
Christian Clausen
Fiona Clutterbuck
Georg Ehrnrooth
Jannica Fagerholm
Johanna Lamminen
Risto Murto
Markus Rauramo

as well as for the same term of office Steve Langan shall be elected as a new member of the Board of Directors.

The proposal of the Nomination and Remuneration Committee of the Board of Directors was enclosed to the minutes (Appendix 8 §).

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It was recorded that 326,483,647 shares and 331,283,647 votes participated in the voting, representing approximately 60.66 per cent of all the company's shares and approximately 61.01 per cent of all the company's votes. 317,932,134 votes were given in favour of the Board of Directors' Nomination and Remuneration Committee's proposal, representing approximately 95.98 per cent of the given votes. 13,299,799 votes were given against the Board of Directors' Nomination and Remuneration Committee's proposal, representing approximately 4.02 per cent of the given votes. 51,714 votes did not participate in the voting.

The General Meeting resolved, in accordance with the voting result and the Board of Directors' Nomination and Remuneration Committee's proposal, to elect as members of Board of Directors the persons proposed by the Nomination and Remuneration Committee of the Board of Directors:

Björn Wahlroos
Christian Clausen
Fiona Clutterbuck
Georg Ehrnrooth
Jannica Fagerholm
Johanna Lamminen
Steve Langan
Risto Murto
Markus Rauramo

14. RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Audit Committee of the Board of Directors had proposed to the Annual General Meeting that the remuneration of the Auditor to be elected be paid against an invoice approved by the company.

The proposal of the Audit Committee of the Board of Directors was enclosed to the minutes (Appendix 9 § 1).

It was recorded that 326,483,016 shares and 331,283,016 votes participated in the voting, representing approximately 60.66 per cent of all the company's shares and approximately 61.01 per cent of all the company's votes. 331,146,534 votes were given in favour of the Board of Directors' Audit Committee's proposal, representing approximately 99.97 per cent of the given votes. 104,824 votes were given against the Board of Directors' Audit Committee's proposal, representing approximately 0.03 per cent of the given votes. 31,658 votes did not participate in the voting.

The General Meeting resolved, in accordance with the voting result and the Board of Directors' Audit Committee's proposal, that the remuneration of the Auditor be paid against an invoice approved by the company.

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15. ELECTION OF THE AUDITOR

It was noted that, pursuant to the Articles of Association, the company shall have one (1) Auditor, which must be an auditing firm authorised by the Finnish Patent and Registration Office. During the previous financial year, Authorised Public Accountant Firm Deloitte Ltd had acted as the Auditor of the company.

It was noted that the Audit Committee of the Board of Directors had proposed to the Annual General Meeting that Authorised Public Accountant Firm Deloitte Ltd be elected as the Auditor for a term of office expiring at the close of the next Annual General Meeting.

The proposal of the Audit Committee of the Board of Directors was enclosed to the minutes (Appendix 9 § 2).

It was recorded that 326,483,060 shares and 331,283,060 votes participated in the voting, representing approximately 60.66 per cent of all the company's shares and approximately 61.01 per cent of all the company's votes. 331,233,368 votes were given in favour of the Board of Directors' Audit Committee's proposal, representing approximately 99.99 per cent of the given votes. 41,237 votes were given against the Board of Directors' Audit Committee's proposal, representing approximately 0.01 per cent of the given votes. 8,455 votes did not participate in the voting.

The General Meeting resolved, in accordance with the voting result and the Board of Directors' Audit Committee's proposal, that Authorised Public Accountant Firm Deloitte Ltd be elected as the Auditor for a term of office expiring at the close of the next Annual General Meeting. It was recorded that Deloitte Ltd had announced that Jukka Vattulainen, APA, will act as the principally responsible Auditor.

16. AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors be authorised to resolve to repurchase the company's shares in the following way:

The number of own shares to be repurchased, on one or several occasions, can be a maximum of 50,000,000 Sampo plc's A shares representing approximately 9 per cent of all A shares of the company. The repurchased shares will be cancelled.

The shares may be repurchased either through an offer to all shareholders on equal terms or through other means and otherwise than in proportion to the existing shareholdings of the company's shareholders (directed repurchase) if the Board of Directors deems that there are weighty financial reasons for such directed repurchase. Directed repurchases may be carried out, among others, through open market purchases, participation in accelerated book-building processes or through arranging reversed accelerated book-building processes.

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The purchase price per share shall be no more than

- i. the highest price paid for the company's shares in public trading on the day of the repurchase or the offer to repurchase the company's own shares, or alternatively,
- ii. the average of the share prices (volume weighted average price on the regulated markets where the company's share is admitted to trading) during the five trading days preceding the repurchase or the offer to repurchase the company's own shares.

The lowest purchase price per share shall be the price that is 20% lower than the lowest price paid for the company's shares in public trading during the validity of this authorisation until the repurchase or the offer to repurchase the company's own shares.

The Board of Directors shall be authorised to decide on all other terms relating to the repurchase of the company's own shares.

The holder of all Sampo plc's B shares has given its consent to a buy-back of A shares.

It was proposed that the authorisation be valid until the close of the next Annual General Meeting, provided this does not occur later than 18 months from the Annual General Meeting's decision.

The proposal of the Board of Directors was enclosed to the minutes (Appendix 10 §).

It was recorded that 326,488,113 shares and 331,288,113 votes participated in the voting, representing approximately 60.66 per cent of all the company's shares and approximately 61.01 per cent of all the company's votes. 328,954,165 votes were given and 324,154,165 shares represented in favour of the Board of Directors' proposal, representing approximately 99.31 per cent of the given votes and approximately 99.29 per cent of shares represented in this agenda item. 2,298,986 votes were given and 2,298,986 shares represented against the Board of Directors' proposal, representing approximately 0.69 per cent of the given votes and approximately 0.70 per cent of shares represented in this agenda item. 34,962 votes did not participate in the voting, representing approximately 0.01 per cent of the shares represented in this agenda item.

The General Meeting resolved, in accordance with the voting result and the proposal of the Board of Directors, to authorise the Board of Directors to resolve on the repurchase of the company's own shares.

17. CLOSING OF THE MEETING

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The Chair noted that the items on the agenda had been attended to and that the minutes of the meeting would be available on the company's website at the latest on 1 June 2022, after which the Chair closed the meeting.

[Signatures on the following page]

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Chair of the General Meeting:

Mikko Heinonen

In fidem:

Anne Teitto

Minutes reviewed and confirmed by:

Annemari Rosi

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APPENDICES

<u>Appendix 1 §</u>	Summary of votes given in the advance voting
<u>Appendix 2 §</u>	Notice of the Annual General Meeting
<u>Appendix 3 §</u>	List of participants and votes represented in the meeting
<u>Appendix 4 §</u>	Financial Statements, Board of Directors' Report and Auditors' Report
<u>Appendix 5 §</u>	Proposal of the Board of Directors of Sampo plc for distribution of profit
<u>Appendix 6 §</u>	Remuneration Report for Governing Bodies
<u>Appendix 7 §</u>	Proposal of the Nomination and Remuneration Committee of the Board of Directors of Sampo plc on the remuneration of the members of the Board of Directors
<u>Appendix 8 §</u>	Proposal of the Nomination and Remuneration Committee of the Board of Directors of Sampo plc on the number of the members of the Board of Directors and for the members of the Board of Directors
<u>Appendix 9 § 1</u>	Proposal of the Audit Committee of the Board of Directors of Sampo plc for the remuneration of Auditor
<u>Appendix 9 § 2</u>	Proposal of the Audit Committee of the Board of Directors of Sampo plc for the election of Auditor
<u>Appendix 10</u>	Proposal of the Board of Directors of Sampo plc for authorisation to the Board of Directors to decide on the repurchase of the company's own shares

Summary of voting results of the Annual General Meeting

Board proposals for the AGM	For	Against	Abstained from voting
Adoption of the Financial Statements	330,748,904 (99.95%)	159,708 (0.05%)	379,436
Resolution on the use of the profit shown on the balance sheet and the payment of dividend	330,567,624 (99.78%)	727,982 (0.22%)	100
Resolution on the discharge of the members of the Board of Directors and the Group CEO and President from liability for the financial year 2021	328,035,617 (99.67 %)	1,072,361 (0.33%)	622,811
Handling of the Remuneration Report for Governing Bodies	313,892,716 (95.05%)	16,338,187 (4.95%)	1,052,422
Resolution on the remuneration of the members of the Board of Directors	329,436,540 (99.45%)	1,834,752 (0.55%)	9,277
Resolution on the number of members of the Board of Directors	331,276,461 (100.00%)	4,685 (0.00%)	285
Election of the members of the Board of Directors	317,932,134 (95.98%)	13,299,799 (4.02%)	51,714
Resolution on the remuneration of the Auditor	331,146,534 (99.97%)	104,824 (0.03%)	31,658
Election of the Auditor	331,233,368 (99.99%)	41,237 (0.01%)	8,455
Authorizing the Board of Directors to decide on the repurchase of the company's own shares	328,954,165 (99.31%)	2,298,986 (0.69%)	34,962