

## Notice of the Annual General Meeting

Notice is given to the shareholders of Sampo plc of the Annual General Meeting to be held on Wednesday, 17 May 2023 at 2.00 pm (EEST) at Helsinki Exhibition and Convention Centre, halls 5ab, Messuaukio 1, 00520 Helsinki, Finland.

The reception of shareholders who have registered for the meeting and serving of coffee prior to the meeting will start at 12.00 noon.

Björn Wahlroos, who is stepping down from his position as the Chair of the Board of Directors of Sampo plc will be interviewed before the AGM at 12:45 pm. The event will be in Finnish (interpretation in English) and open to those who have registered to the AGM. The recording of the interview will be later available at the company's website at [www.sampo.com/agm](http://www.sampo.com/agm).

## A. Items on the agenda of the Annual General Meeting

At the Annual General Meeting, the following items will be considered:

1. **Opening of the meeting**
2. **Calling the meeting to order**
3. **Election of persons to scrutinise the minutes and to supervise the counting of votes**
4. **Recording the legality of the meeting**
5. **Recording the attendance at the meeting and adoption of the list of votes**
6. **Presentation of the Financial Statements, Report of the Board of Directors and the Auditor's Report for the financial year 2022**
  - Review by the Group CEO
  - Auditor's Report presented by the Auditor
7. **Adoption of the Financial Statements**
8. **Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting a dividend of EUR 2.60 per share for the company's 511,177,769 shares, which are not held in treasury by the company on the record date of the dividend payment. The dividend will be paid to a shareholder registered in the shareholders' register held by Euroclear Finland Oy on the record date of the dividend payment i.e. 22 May 2023. The Board proposes that the dividend be paid on 31 May 2023.

For the sake of clarity, it is noted that the issuer of the Swedish depository receipts shall ensure that the dividend is paid to the depository receipt holders registered in the securities depository and settlement register maintained by Euroclear Sweden AB as at the record date of 22 May 2023, which payment shall be made in Swedish Krona.

### 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial year 2022

### 10. Consideration of the Remuneration Report for Governing Bodies

The Board of Directors proposes that the Remuneration Report for the company's governing bodies for the financial year 2022 be adopted through an advisory resolution.

The Remuneration Report for Governing Bodies will be made available on Sampo plc's website at [www.sampo.com/agm](http://www.sampo.com/agm) on week 14 at the latest. The resolution on the Remuneration Report is advisory.

### 11. Resolution on 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 101,000 until the close of the next Annual General Meeting and the Chair of the Board be paid EUR 228,000. 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 30,000,
- the Chair of the Audit Committee be paid EUR 28,000, and
- each member of the Audit Committee be paid EUR 6,400.

A Board member shall, in accordance with the resolution of the Annual General Meeting, acquire Sampo plc 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.

### 12. Resolution on the number of members of the Board of Directors

The Nomination and Remuneration Committee of the Board of Directors proposes to the Annual General Meeting that the number of Board members be increased by one and that ten members be elected to the Board.

### 13. Election of the members of the Board of Directors

The Nomination and Remuneration Committee of the Board of Directors proposes that the current members of the Board Christian Clausen, Fiona Clutterbuck, Georg Ehrnrooth, Jannica Fagerholm, Johanna Lamminen, Steve Langan, Risto Murto and Markus Rauramo be re-elected for a term continuing until the close of the next Annual General Meeting. The Committee proposes that Antti Mäkinen and Annica Witschard be elected as new members to the Board. Johanna Lamminen has notified the Committee that she will no longer continue on the Board upon the potential completion of the partial demerger of Sampo plc as proposed by the Board of Directors under agenda item 16, so that she may devote sufficient time to her duties.

All the proposed Board members have been determined to be independent of the company and its major shareholders under the rules of the Finnish Corporate Governance Code 2020.

The CVs of all persons proposed as Board members are available at [www.sampo.com/agm](http://www.sampo.com/agm).

#### 14. Resolution on the remuneration of the Auditor

The Audit Committee of the Board of Directors proposes to the Annual General Meeting that compensation be paid to the company's Auditor against an invoice approved by the company.

#### 15. Election of the Auditor

The Audit Committee of the Board of Directors proposes to the Annual General Meeting that the firm of authorised public accountants Deloitte Ltd be re-elected as the company's auditor for the financial year 2023. If Deloitte Ltd is elected as Sampo plc's auditor, the firm has announced that APA Jukka Vattulainen will continue as the auditor with principal responsibility.

#### 16. Partial demerger of Sampo plc

The Board of Directors proposes that the Annual General Meeting resolve to approve the partial demerger of Sampo plc in accordance with the demerger plan approved and signed by the Board of Directors of Sampo plc on 29 March 2023 and approves the demerger plan so that, as part of the demerger resolution, the Annual General Meeting would also resolve, conditionally upon the registration of the completion of the demerger on the matters presented below. The demerger plan is available on Sampo plc's website at [www.sampo.com/agm](http://www.sampo.com/agm).

Pursuant to the demerger plan, Sampo plc will demerge in a partial demerger so that all of the shares in Mandatum Holding Ltd (a wholly-owned direct subsidiary of Sampo plc) owned by Sampo plc and related assets and liabilities will transfer without a liquidation procedure to Mandatum plc, a company to be incorporated in the demerger.

The purpose of the demerger is to implement the divestment of the life insurance, wealth management business and related operations carried out by Mandatum Holding Ltd through its direct and indirect subsidiaries in order to form a new independent group of companies. The planned date of registration of the completion of the partial demerger is 1 October 2023 (the "Effective Date"). The actual Effective Date may change from said planned date in accordance with the demerger plan.

However, despite the resolution of the General Meeting, the Board of Directors of Sampo plc may resolve to not complete the demerger if at any time prior to the completion of the demerger there exists in the view of the Board of Directors of Sampo plc grounds due to which such non-completion would be appropriate.

In accordance to the demerger plan, the shareholders of Sampo plc shall receive as demerger consideration one (1) new share in Mandatum plc for each share (regardless of share class) owned in Sampo plc, i.e. the demerger consideration shall be issued to the shareholders of Sampo plc in proportion to their shareholdings with a ratio of 1:1. For the sake of clarity, the demerger

consideration shall be delivered through the book-entry system without any separate action being required from the shareholders of Sampo plc in relation thereto.

The shares in Mandatum plc are intended to be admitted to trading on the official list of Nasdaq Helsinki Ltd. Trading is intended to begin on the Effective Date, or in case the Effective Date does not fall on a trading day, the first potential trading day following the Effective Date.

As part of the demerger resolution the Annual General Meeting resolves on, conditional upon the registration of the completion of the demerger:

- a) The establishment of Mandatum plc and the approval of its articles of association

The receiving company in the demerger is established in connection with the registration of the completion of the demerger. It has been proposed that the trade name of the company be Mandatum Oyj (in English: Mandatum plc), and the company's proposed articles of association are included in full as an appendix to the demerger plan.

The proposed articles of association of Mandatum plc are, to the extent applicable, based on Sampo plc's currently valid Articles of Association, taking into consideration the amendments proposed to the Articles of Association in agenda items 17 and 18 below.

- b) The composition of Mandatum plc's Board of Directors and the selection of its auditor as well as their remuneration

According to the proposed articles of association of Mandatum plc, the Board of Directors of Mandatum plc shall consist of three (3) to ten (10) members. It is proposed that Mandatum plc's Board of Directors is elected in accordance with the demerger plan approved and signed by Sampo plc's Board of Directors on 29 March 2023, wherein the composition of the Board of Directors of Mandatum plc is described in detail.

The term of such members of the Board of Directors shall commence on the Effective Date and shall expire at the end of the first Annual General Meeting of Mandatum plc following the Effective Date. The Board of Directors of Mandatum plc may however take certain decisions on behalf of Mandatum plc already prior to the Effective Date, as set forth in the demerger plan.

Prior to assuming the duties of a Board member of Mandatum plc, each such person must fulfil the Fitness & Propriety requirements set by the Finnish Financial Supervisory Authority.

It is proposed that each member of the Board of Directors of Mandatum plc be remunerated in accordance with the demerger plan approved and signed by Sampo plc's Board of Directors on 29 March 2023.

According to the proposed articles of association of Mandatum plc, Mandatum plc shall have one (1) auditor which must be an auditing firm authorised by the Finnish Patent and Registration Office. In accordance with the demerger plan approved and signed by Sampo plc's Board of Directors on 29 March 2023, it is therefore proposed that the firm of authorised public accountants Deloitte Ltd be elected as the Mandatum plc's auditor for the financial year 2023. If Deloitte Ltd is elected as Mandatum plc's auditor, the firm has announced that APA Reeta Virolainen will act as the auditor with principal responsibility. APA Reeta Virolainen has acted as Mandatum Group's principally responsible auditor since 2021. Sampo plc's Board of Directors also proposes that compensation be paid to Mandatum plc's auditor against an invoice approved by Mandatum plc.

c) The establishment of a shareholders' nomination board for Mandatum plc

It is proposed to establish a shareholders' nomination board for Mandatum plc in accordance with the demerger plan approved and signed by Sampo plc's Board of Directors on 29 March 2023.

Resolutions that are conditional on the completion of the demerger will enter into force in connection with the registration of the completion of the demerger.

### **17. Amending articles 3 §, 4 § and 14 § of the company's articles of association**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting resolves to amend the company's articles of association in accordance with the following and such that articles 3–4 § and 14 § are amended as set out below.

#### **3 § Business area of the Company**

The Board of Directors proposes that article 3 § of the company's articles of association is amended in accordance with the Sampo Group strategy announced on 24 February 2021 to reflect the company's current strategy and main business area.

In its amended form, said article would read as follows:

“The Company operates as the parent company of Sampo Group, which has its focus on P&C insurance. The Company sets the Group's strategy and capital management framework and carries out centrally-managed Group tasks. The Company may also own and manage shares, other securities and properties, and to engage in securities trading and other investment activities.”

#### **4 § Classes of shares**

The Board of Directors proposes that article 4 § of the company's articles of association is amended pursuant to the proposed authorisation for the Board of Directors to resolve upon a share issue without payment (share split) in agenda item 20, which necessitates a deletion of the minimum and maximum amounts set for the Company's A and B shares.

In its amended form, said article would read as follows:

“The shares are divided into A and B classes, with each A share entitling its holder to one vote and each B share entitling its holder to five votes at a General Meeting of Shareholders.

Each B share can be converted into an A share at the request of the holder of the B share or, with respect to nominee-registered shares, at the request of the nominee under whose name the shares are registered in the Shareholders' Register. The conversion request shall be made in writing to the Company. The request shall specify the number of shares to be converted and the book-entry securities account where the shares are to be entered. The Company may request that an entry be made in the shareholders' book-entry securities account during the conversion procedure restricting the owner's right of disposal. Any decisions on conversion and related details shall be made by the Board of Directors or the Board's authorised representative.”

#### **14 §**

The Board of Directors proposes that article 14 § of the company's articles of association is amended such that the matters to be addressed in the Annual General Meeting are supplemented in accordance with the Finnish Companies Act such that the Annual General Meeting shall decide on the remuneration policy for governing bodies, when necessary, and decide on the acceptance of the remuneration report for governing bodies. Further, the numbering of current subsections 6–10 shall be changed accordingly due to the above-mentioned amendments. Additionally, the Board of Directors proposes that subsection 1 is supplemented with a reference to the reception of the Report of the Board of Directors and subsection 4 is amended to correspond to the wording of the Finnish Companies Act.

In its amended form, said article would read as follows:

“The Annual General Meeting shall receive

1. the Financial Statements and the Report of the Board of Directors,
2. the Auditors' Report

decide on

3. the acceptance of the Financial Statements
4. the use of the profit shown on the balance sheet
5. the release from liability of the members of the Board of Directors and the Managing Director
6. the Remuneration Policy for Governing Bodies, when necessary
7. the acceptance of the Remuneration Report for Governing Bodies
8. the number of members of the Board of Directors and their fees
9. the fees of the Auditor

elect

10. the members of the Board of Directors
11. the Auditor

discuss

12. any other business on the meeting agenda.”

#### **18. Amending article 11 § of the company’s articles of association**

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting resolves to amend article 11 § of the company’s articles of association such that, should the Board of Directors so decide, General Meetings may be convened as a so-called hybrid or remote meeting.

In its amended form, said article would read as follows:

“The Company’s shareholders exercise their decision-making power with respect to the Company’s affairs at a General Meeting of Shareholders. General Meetings are held in Helsinki.

The Board of Directors may decide that participation in the General Meeting is also permitted such that a shareholder exercises their full decision-making power during the General Meeting using a remote connection and technical means.

The Board of Directors may also decide to convene a General Meeting without a physical venue such that the shareholders exercise their full decision-making power in real time using a remote connection and technical means during the General Meeting.

To be entitled to attend a General Meeting, a shareholder must give notification of his/her intention to attend to the Company no later than on the date mentioned in the meeting notice, which may be no earlier than ten days prior to the meeting.”

#### **19. Authorising the Board of Directors to decide on the repurchase of the company’s own shares**

The Board of Directors proposes that the Annual General Meeting authorise the Board to resolve to repurchase, on one or several occasions, a maximum of 50,000,000 Sampo plc A shares, representing approximately 9.7 per cent of all outstanding Sampo plc A shares. However, conditional upon the Annual General Meeting approving the proposal made to it by the Board of Directors regarding the authorisation for the Board of Directors to resolve upon a share issue without payment (share split) in accordance with agenda item 20, and the Board of Directors resolving on the share issue without payment, a maximum of 300,000,000 Sampo plc A shares may be repurchased, representing approximately 9.7 per cent of all outstanding Sampo plc A shares after the shares issued in a share issue without payment in accordance with agenda item 20 have been registered. 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.

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, retroactively taking into consideration the effect of an increased aggregate number of shares pursuant to the possible share issue without payment.

The lowest purchase price per share shall be the price that is a maximum of 20 per cent 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, retroactively taking into consideration the effect of an increased aggregate number of shares pursuant to the possible share issue without payment.

It is proposed that the authorisation be valid until the close of the next Annual General Meeting, however no longer than 18 months from the Annual General Meeting’s decision.

## 20. Authorising the Board of Directors to resolve upon a share issue without payment

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting resolves to authorise the Board of Directors to resolve upon a share issue without payment in proportion to shares owned by shareholders (share split) based on the following terms in order to enhance share liquidity. The Board of Directors could then resolve upon the timing and execution of the share issue without payment at its discretion and based on the then prevailing market conditions, for example also considering the potential completion of the partial demerger of Sampo plc as proposed by the Board of Directors under agenda item 16.

Based on the proposed authorisation, the Board of Directors could resolve to issue new shares to all shareholders without payment in proportion to their holdings so that a maximum of five (5) new A shares would be issued for each current A share and a maximum of five (5) new B shares would be issued for each current B share. The Board of Directors would be authorised to decide the exact amount of new shares issued for each A share and each B share within the limits of the proposed maximum number of new shares such that the ratio of current shares to new shares would be the same for both classes of shares. Based on the number of shares on the date of this Notice, a maximum of 2,554,888,845 new A shares and a maximum of 1,000,000 new B shares would be issued. The shares would be issued to shareholders who would be registered in the Company's shareholders' register maintained by Euroclear Finland Oy on the record date of the share issue.

The share issue without payment would be executed in the book-entry system and would not require any action from the shareholders. The new A shares would be converted into SDRs in accordance with sections 7.1 and 7.2 of the General Terms and Conditions for the SDRs and would not require any action from SDR holders. The new shares would generate shareholders rights as of when they have been registered in the trade register.

The Board of Directors would be authorised to decide on the record date of the share issue in accordance with applicable and valid legislation. The authorisation is proposed to remain valid until the next Annual General Meeting of Sampo plc, however at the latest until 30 June 2024.

## 21. Closing of the meeting

## B. Documents of the Annual General Meeting

The proposals for decisions on the items on the agenda of the Annual General Meeting, the demerger plan relating to agenda item 16 as well as this Notice are available on Sampo plc's website at [www.sampo.com/agm](http://www.sampo.com/agm). The Financial Statements, the Report of the Board of Directors, the Auditor's Report and the Remuneration Report for Governing Bodies for the financial year 2022 will be made available at [www.sampo.com/year2022](http://www.sampo.com/year2022) on week 14 at the latest. The proposals for decisions and the other above-mentioned documents are also available at the meeting. Copies of these documents and of this Notice will be sent to shareholders upon request. The minutes of the meeting will be available at [www.sampo.com/agm](http://www.sampo.com/agm) on 31 May 2023 at the latest.

## C. Instructions for the participants in the Annual General Meeting

### 1. Shareholders registered in the shareholders' register

Each shareholder who is registered on 5 May 2023 in the shareholders' register of Sampo plc held by Euroclear Finland Oy has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on their personal Finnish book-entry account, is registered in the shareholders' register of the company.

The registration for the AGM will commence on 11 April 2023 at 10.00 a.m. A shareholder who is registered in the shareholders' register of the company and who wants to participate in the Annual General Meeting shall register for the meeting by 4.00 pm on 10 May 2023 by giving a prior notice of participation, which must be received by the company no later than on the above-mentioned date.

Such notice can be given:

- a) On the company's website at [www.sampo.com/agm](http://www.sampo.com/agm)  
For natural persons, electronic registration requires secure strong electronic authentication with personal online banking credentials or a mobile certificate. For shareholders that are legal entities, electronic registration does not require strong electronic authentication. However, the shareholder shall provide its business ID, number of its book-entry account and other required information. If a shareholder that is a legal entity uses the electronic Suomi.fi authorisation, the registration requires strong electronic authentication with online banking credentials or a mobile certificate.

- b) By email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) or regular mail to Euroclear Finland Oy, Annual General Meeting / Sampo plc, P.O. Box 1110, 00101 Helsinki, Finland.
- c) By telephone +358 20 770 6907  
Mon-Fri 9.00 am–4.00 pm.

Registration must be received by 4.00 pm on Wednesday 10 May 2023 irrespective of the method of registration.

In connection with the registration, the shareholder shall notify their name, personal identification number or business ID, address, telephone number, as well as the name of a possible assistant, proxy representative or statutory representative, and the personal identification number of the proxy representative or statutory representative. When registering a proxy on the internet the shareholder's book-entry account number is also required.

The personal data given to Sampo plc is used only in connection with the Annual General Meeting and with the processing of related registrations.

The shareholder, their authorized representative or proxy representative shall, where necessary, be able to prove their identity and/or right of representation at the Annual General Meeting.

## 2. Holder of nominee-registered shares

Holders of nominee-registered shares have the right to participate in the Annual General Meeting by virtue of shares based on which they would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy on 5 May 2023. In addition, the right to participate in the Annual General Meeting requires that the shareholder has been registered on the basis of such shares into the temporary shareholders' register held by Euroclear Finland Oy at the latest by 10.00 am on 12 May 2023. As regards nominee-registered shares, this constitutes a due registration for the Annual General Meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the Annual General Meeting from their custodian bank. The account management organisation of the custodian bank shall register a holder of nominee-registered shares who wants to participate in the Annual General Meeting into the temporary shareholders' register of the company at the latest by the date stated above.

Further information on these matters can also be found on the company's website [www.sampo.com/agm](http://www.sampo.com/agm).

## 3. Holder of Swedish depository receipts

Holders of Swedish depository receipts have the right to participate in the Annual General Meeting by virtue of shares represented by the SDRs based on which they would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy on 5 May 2023. In addition, the right to participate in the Annual General Meeting requires that the shareholder has been registered, on the basis of such shares represented by the SDRs, into the temporary shareholders' register held by Euroclear Finland Oy at the latest by 10.00 am on 12 May 2023, and the request regarding such registration must be delivered to the issuer of the Swedish depository receipts and all necessary actions taken at the latest by 10.00 am on 9 May 2023. As regards holders of Swedish depository receipts, this constitutes a due registration for the Annual General Meeting.

A holder of Swedish depository receipts is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of the company and the issuing of proxy documents from their custodian bank which the holder of the Swedish depository receipts has appointed to hold the Swedish depository receipts on their account. The account management organisation of said custodian bank shall register a holder of Swedish depository receipts who wants to participate in the Annual General Meeting into the temporary shareholders' register of the company at the latest by 10.00 am on 12 May 2023.

Further information on these matters can also be found on the company's website [www.sampo.com/agm](http://www.sampo.com/agm).

## 4. Proxy representative and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise their rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the Annual General Meeting. When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Possible proxy documents shall be delivered primarily through email to [agm@sampo.fi](mailto:agm@sampo.fi) or as originals to the address Sampo plc, AGM, Fabianinkatu 27, 00100 Helsinki, Finland before the end of the registration period.

Delivering of a proxy to the company prior to the end of the registration period is considered as registration for the meeting if all required information for registration described above is given.

Shareholders who are legal entities may also use the electronic Suomi.fi authorisation service instead of a traditional authorisation. In such case, the legal entity authorises a representative in the Suomi.fi service at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) by using the category “Representation at a general meeting”. The representative shall in connection with the registration to Euroclear Finland Oy’s general meeting service identify oneself through strong electronic identification. After that, the electronic authorisation will be proofed automatically. Online banking credentials or a mobile certificate may be used for strong electronic identification. More information is available at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) and Sampo plc’s website at [www.sampo.com/agm](http://www.sampo.com/agm).

##### 5. Other instructions and information

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the items to be considered at the meeting.

Any changes in the ownership of shares that have occurred after the record date of the Annual General Meeting do not affect the right to participate in nor the number of votes of the shareholder at the Annual General Meeting.

On the date of this Notice of the Annual General Meeting, 31 March 2023, the total number of shares in Sampo plc is 510,977,769 A shares, representing 510,977,769 votes, and 200,000 B shares, representing 1,000,000 votes, i.e. a total of 511,177,769 shares and 511,977,769 votes. At the Annual General Meeting, each A share carries one vote and each B share carries five votes.

Helsinki, 31 March 2023

SAMPO PLC  
Board of Directors

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