

Proposal of the Nomination and Remuneration Committee for

The number of members of the Board of Directors and the members of the Board of Directors

Number of members and composition 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.

Sampo plc's long-standing Chair of the Board Björn Wahlroos has notified the Nomination and Remuneration Committee of the Board of Directors that he is no longer available for re-election. Further, Johanna Lamminen has notified the Committee that she will no longer continue on the Board of Directors of Sampo plc if and when the demerger of Sampo plc is completed in accordance with the demerger plan approved and signed by the Board of Directors on 29 March 2023, so that she may devote sufficient time to her duties. In such event the number of Board members of Sampo plc will decrease to nine.

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.

The Nomination and Remuneration Committee proposes that the Board members elect Antti Mäkinen from among its number as the Chair of the Board and Jannica Fagerholm as the Vice Chair. It is proposed that Christian Clausen, Risto Murto, Antti Mäkinen (Chair) and Markus Rauramo be elected to the Nomination and Remuneration Committee, and that Fiona Clutterbuck, Georg Ehrnrooth, Jannica Fagerholm (Chair), Johanna Lamminen, Steve Langan and Annica Witschard be elected to the Audit Committee. The compositions of the Committees

fulfil the Finnish Corporate Governance Code 2020's requirements for independence.

It is the opinion of the Nomination and Remuneration Committee that the proposed Board of Directors and its members are suitable for the assignment both collectively and individually and that Antti Mäkinen is suitable for the position of Chair of the Board. Further, the Committee is of the opinion that the proposed Board of Directors enables it to work effectively and reflects Sampo plc's short- and long-term needs.

New Board members

Antti Mäkinen has over 20 years of experience working at the highest levels of the financial industry, including having worked as CEO of Solidium and eQ as well as in key management positions in SEB Enskilda Securities and Nordea. Mäkinen has also served as Chair of the Board of Directors of Stora Enso, as well as on the Boards of Directors of Sampo and Metso Outotec. Mäkinen was born in 1961 and holds a Master of Laws degree from the University of Helsinki.

Annica Witschard has over 10 years of managerial experience in the financial industry, including PPF/Home Credit and GE Money Bank. She was born in 1973 and holds a Master of Science in Business and Economics from Linköping University.

Diversity and independence

When proposing the composition of the Board of Directors, the aim of the Nomination and Remuneration Committee is to ensure that the Board of Directors is composed of first-rate professionals and that the Board of Directors as a whole for the purpose of its work possesses the requisite knowledge of and experience in the social, business and cultural conditions of the regions and markets in which the main activities of the Group are carried out. When

proposing the composition of the Board of Directors, it is recognised that diversity, including age, gender, geographical provenance and educational and professional background, is an important factor in accordance with the Sampo plc Board Diversity Policy. According to the target set by the Board, each gender shall be represented by at least 37.5 per cent of the members of the Board. The proposed composition of the Board results in each gender being represented by at least 40 per cent of the members of the Board.

The Committee's proposal also takes into consideration the proposed partial demerger of Sampo plc. The Committee's proposal ensures that the Boards of Directors of both Sampo plc and Mandatum plc can be formed such that they comprise of first-rate Board members who are knowledgeable and experienced in the relevant business, ensuring continuity in each Board's work. Jannica Fagerholm and Johanna Lamminen are both proposed to be members of Mandatum plc's Board of Directors, in accordance with the demerger plan approved and signed by the Board of Directors of Sampo plc on 29 March 2023.

In the event that Johanna Lamminen resigns as a Board member as a consequence of the proposed partial demerger of Sampo plc, the composition of the Board will temporarily deviate from the target of each gender being represented by at least 37.5 per cent of the members of the Board. In such event, the Board of Directors remains committed to reaching its target of having both genders represented in the Board and will endeavour to reach the target when proposing candidates for Board membership next time.

The Committee has assessed that in light of the strategic development of Sampo Group, and taking into consideration the dual listing of Sampo plc on Nasdaq Stockholm, the composition of Sampo plc's Board of Directors shall in addition to the current knowledge emphasise expertise and knowledge of Sweden's geographical market.

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. In so determining, the Committee has taken into account that Jannica Fagerholm will have served on Sampo plc's Board of Directors in excess of 10 consecutive years. Based on an overall assessment, the Committee has determined that Jannica Fagerholm's independence is not compromised due to her long service history on its own, and no other factors or circumstances have been identified that would impair her independence.

The CVs of all persons proposed as Board members are available at www.sampo.com/agn.

29 March 2023

SAMPO PLC
Nomination and Remuneration Committee

Annex

CV of Antti Mäkinen

CV of Annica Witschard

**Antti Mäkinen**

Born 1961

Curriculum vitae**Education**

University of Helsinki
• Master of Laws 1986

Career

Solidium Oy
• CEO 2017–2022

Nordea Bank AB (publ)
• Several director positions 2010–2017

eQ Corporation
• CEO 2005–2009

SEB Enskilda Securities
• Finnish branch, Director 1996–2005

Hannes Snellman Attorneys Ltd
• Partner 1985–1996

Positions of Trust

Stora Enso
• Chair of the Board of Directors 2021–23,
member 2018–2021, 2023–

Metso Outotec Corporation
• Member of the Board of Directors 2020–2023
(Metso Corporation 2018–2019)

Sampo plc
• Member of the Board of Directors 2018–2021

**Annica Witschard**

Born 1973

Curriculum vitae**Current Position**

PPF/Home Credit Vietnam

- CEO 2020–

Education

University of Linköping

- Master of Science (Business & Economics) 1999

Career

PPF/Home Credit

- President & CEO for Home Credit Philippines
2016–2019

General Electric (GE Money)

- CEO, GE Capital Nordics & GE Money Bank AB
2012–2015
- Country Leader, GE Money Bank Sweden 2009–2012
- Operations Leader, GE Money Bank Sweden
2006–2009
- Operations Development Leader, GE Money Bank
Sweden 2003–2005
- Quality Project Leader, GE Capital Bank 2001–2003
- European Management Development Program,
GE Capital 1999–2001