

Proposal of the Board of Directors for Authorisation to decide on the repurchase of the company's own shares

The Board of Directors proposes to the Annual General Meeting 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's A shares representing approximately 9.7 per cent of all outstanding A shares of the company. If the Annual General Meeting approves the Board's proposal to authorise the Board to decide on a share issue without consideration (share split) in accordance with Section 20 of the Notice of the Annual General Meeting, and the Board decides on a share issue without consideration in accordance with the authorisation, a maximum of 300,000,000 Sampo plc's A shares may be repurchased, representing approximately 9.7 per cent of all outstanding A shares of the company after the new shares to be issued in the share issue without consideration pursuant to Section 20 of the Notice of the Annual General Meeting 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 giving retrospective effect to a potential share split increasing the total number of shares.

The lowest purchase price per share shall be the price that is 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 giving retrospective effect to a potential share split increasing the total number of shares.

The repurchases under the authorisation are proposed to be carried out by using funds in the unrestricted shareholders' equity, which means that the repurchases will reduce funds available for distribution of profit.

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

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.

29 March 2023

SAMPO PLC
Board of Directors