

Notice of the Annual General Meeting

Notice is given to the shareholders of Sampo plc of the Annual General Meeting to be held on Thursday, 25 April 2024 at 2.00 pm (all times referred to herein EEST) at Helsinki Exhibition and Convention Centre, hall 1, 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 12.30 pm.

Shareholders have the opportunity to exercise their voting rights also by voting in advance. The instructions regarding the advance voting are presented in Section C.5 herein.

A. Items on the agenda of the Annual General Meeting

The information and proposals of agenda items 1 to 5 concerning the formal organisational matters of the Annual General Meeting are included in a separate organisational document published on Sampo's website at www.sampo.com/agm, which document also constitutes a part of this notice. The document may be supplemented at the meeting with any information that is not available before 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 2023**

- 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 proposes to the Annual General Meeting that a total dividend of EUR 1.80 per share be paid to all shares except for the shares held by Sampo plc on the dividend record date of 29 April 2024.

The dividend will be paid to the shareholders registered in the Company's shareholders' register maintained by Euroclear Finland Oy as at the record date of 29 April 2024. The Board proposes that the dividends be paid on 7 May 2024.

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 29 April 2024, which payment shall be made in Swedish kronor.

9. **Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial year 2023**

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

The Board of Directors proposes that the Remuneration Report for Governing Bodies for the financial year 2023 be adopted through an advisory resolution.

The Remuneration Report for Governing Bodies is available on Sampo plc's website at www.sampo.com/agm.

11. **Consideration of the Remuneration Policy for Governing Bodies**

The Company's Remuneration Policy for Governing Bodies was last presented to the Annual General Meeting in 2020. The Remuneration Policy shall be

presented to the General Meeting at least every four years or whenever substantial changes have been made to it.

The Board of Directors proposes that the Remuneration Policy for the Company's governing bodies be adopted through an advisory resolution.

The Remuneration Policy for Governing Bodies is available on Sampo plc's website at www.sampo.com/agm.

12. 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 the following annual fees be paid to the members of the Board of Directors until the close of the next Annual General Meeting:

- EUR 235,000 for the Chair of the Board (prev. EUR 228,000);
- EUR 135,000 for the Vice Chair of the Board (prev. EUR 131,000);
- EUR 104,000 for each member of the Board (prev. EUR 101,000);
- EUR 29,000 for the Chair of the Audit Committee as an additional annual fee (prev. EUR 28,000); and
- EUR 6,600 for each member of the Audit Committee as an additional annual fee (prev. 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 statu-

tory social and pension costs. Notwithstanding this, a Board member is not required to purchase any additional Sampo plc A shares if the Board member owns such amount of said shares that their value is equivalent to twice the respective Board member's gross annual fee. The Company will pay any possible transfer tax related to the acquisition of the shares.

13. 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 remain unchanged and that nine members be elected to the Board.

14. 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, Georg Ehrnrooth, Jannica Fagerholm, Steve Langan, Risto Murto, Antti Mäkinen, Markus Rauramo** and **Annica Witschard** be re-elected for a term continuing until the close of the next Annual General Meeting. Of the current members, **Fiona Clutterbuck** is not available for re-election. The Committee proposes that **Astrid Stange** be elected as a new member to the Board.

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.

15. Resolution on the remuneration of the Auditor and the sustainability reporting assurance provider

The Audit Committee of the Board of Directors proposes to the Annual General Meeting that compensation be paid to the Company's Auditor and to the sustainability reporting assurance provider against invoices approved by the Company.

16. Election of the Auditor and the sustainability reporting assurance provider

The Audit Committee of the Board of Directors proposes to the Annual General Meeting that the Authorised Public Accountant Firm Deloitte Ltd be re-elected as the Company's auditor for the financial year 2024. If Deloitte Ltd is elected as Sampo plc's auditor, the firm has announced that APA ASA Jukka Vattulainen will continue as the auditor with principal responsibility.

The Audit Committee notes that the Company is required to prepare a sustainability report from the financial year 2024 onwards, which is to be verified by a sustainability reporting assurance provider. According to the Finnish laws transposing the Corporate Sustainability Reporting Directive, Deloitte Ltd will, without being otherwise appointed, act as the sustainability reporting assurance provider for the financial year 2024 if Deloitte Ltd is elected as Sampo plc's statutory auditor. Deloitte Ltd has announced that in this case APA ASA Jukka Vattulainen will act as the principal Authorised Sustainability Auditor.

17. 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 on the condition that the number of own shares held by the Company at any given time may not exceed 10 per cent of all the shares in the Company. Based on the number of shares on the date of publication of the Board's proposal, the maximum number of shares represented approximately 9.96 per cent of all outstanding A shares of the Company. If the Annual General Meeting authorises the Board in accordance with agenda item 18 and the Board accordingly decides on said share issue without consideration in proportion to shares owned, then the aforementioned maximum number of shares that may be repurchased will be automatically multiplied by the same ratio without any separate decision. 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.

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.

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

The Board of Directors proposes 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 and accessibility. 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.

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 publication of the Board's proposal, a maximum of 2,507,983,760 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 register of shareholders 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. As for the A shares that are traded as SDRs, the respective 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 2025.

19. 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 and this notice are available on Sampo plc's website at www.sampo.com/agm. The Financial Statements, the Report of the Board of Directors, the Auditor's Report, the Remuneration Report for Governing Bodies for the financial year 2023 and the Remuneration Policy for Governing Bodies are available on Sampo plc's website at www.sampo.com/agm. 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 on 9 May 2024 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 15 April 2024 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 Annual General Meeting and the advance voting will commence on 27 March 2024 at 2.00 pm. 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 18 April 2024 by giving prior notice of participation, which must be received by the Company no later than on the above-mentioned date.

Further information and instructions on the advance voting are provided below in Section C.5.

Registration for the Annual General Meeting may be carried out:

a) On the Company's website at 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 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 Thursday 18 April 2024 irrespective of the registration method.

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 authorised 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 vir-

tue 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 15 April 2024. 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 22 April 2024. 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 voting instructions as well as registration for the Annual General Meeting from their custodian bank. 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.

3. Holder of Swedish depository receipts

Holders of Swedish depository receipts (SDRs) 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 15 April 2024. In addition, the right to participate in the Annual General Meeting requires that the holder of SDRs

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 22 April 2024, and the request regarding such registration must be delivered to the issuer of the SDRs and all necessary actions taken at the latest by 10.00 am on 17 April 2024. As regards holders of SDRs, this constitutes a due registration for the Annual General Meeting.

A holder of SDRs 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 and voting instructions from their custodian bank which the holder of the SDRs has appointed to hold the SDRs on their account. Said custodian bank shall take necessary actions to the effect that a holder of SDRs who wants to participate in the Annual General Meeting is registered into the temporary shareholders' register of the Company at the latest by 10.00 am on 22 April 2024.

Further information on these matters can also be found on the Company's website 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 sha-

res 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 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 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 and Sampo plc's website at www.sampo.com/agm.

5. Advance voting

Shareholders with a Finnish book-entry account may vote in advance on certain matters on the agenda of the Annual General Meeting during the period from 27 March 2024 at 2.00 pm until 4.00 pm on 18 April 2024.

A shareholder who has voted in advance may only request information under the Finnish Companies Act, request a vote at the Annual General Meeting or vote on a possible counterproposal, if they or their proxy representative participate in the Annual General Meeting at the meeting venue.

Advance voting can be done in the following ways:

a) On the Company's website at www.sampo.com/agm

For natural persons, electronic advance voting requires secure strong electronic authentication with personal online banking credentials or a mobile certificate. For shareholders that are legal entities, electronic advance voting 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 advance voting requires strong electronic authentication with online banking credentials or a mobile certificate.

b) A shareholder may submit the advance voting form available on the Company's website or corresponding information by email to yhtiokokous@euroclear.eu or regular mail to Euroclear Finland Oy, Annual General Meeting / Sampo plc, P.O. Box 1110, 00101 Helsinki, Finland.

The advance votes must be received by the end of the advance voting period.

If a shareholder participates in the Annual General Meeting by submitting the votes in advance to Euroclear Finland Oy, submission of the votes before the end of the registration and advance

voting period constitutes due registration for the Annual General Meeting, provided that they contain the above-mentioned information required for the registration.

On the part of nominee-registered shareholders (including holders of SDRs), the advance voting takes place through their custodian bank. The custodian bank may vote in advance on behalf of the nominee-registered shareholders represented by it in accordance with the provided voting instructions within the registration period set for nominee-registered shareholders.

The agenda items subject to advance voting are deemed to be presented unchanged at the Annual General Meeting. Therefore, under agenda item 14, if any of the members proposed to be elected to the Board of Directors are unavailable for election to the Board of Directors at the Annual General Meeting for any reason, the number of the proposed members unavailable for election will be automatically decreased from the number of the members of the Board of Directors to be elected, and the remaining candidates available for election will be elected in accordance with the proposal of the Nomination and Remuneration Committee. Instructions regarding the advance voting, and the terms related to the electronic advance voting are also available on the Company's website at www.sampo.com/agm.

6. 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 the total number of shares in Sampo plc is 501,596,752 A shares, representing 501,596,752 votes, and 200,000 B shares, representing 1,000,000 votes, i.e. a total of 501,796,752 shares and 502,596,752 votes. At the Annual General Meeting, each A share carries one vote and each B share carries five votes.

All of Sampo plc's B shares are owned by a shareholder independent from the Company. Based on Sampo plc's articles of association, each B share can be converted into an A share at the request of the holder of the B share. Subject to the Finnish Limited Liability Companies Act, the general meeting may resolve upon a directed acquisition of own shares, decide on the amendment of the articles of association to the effect that share classes are combined or otherwise reduce share class rights only provided such a proposal is supported by at least two thirds of the votes and shares, per share class, represented at the meeting. Thus, the authority to decide on the combination of Sampo plc's share classes does not rest with the Company.

Helsinki, 27 March 2024

SAMPO PLC
Board of Directors