

Translation of the original and signed document in Finnish language. In case of discrepancy, the Finnish language version is prevailing.

ANNUAL GENERAL MEETING OF SAMPO PLC

- Time:** Thursday, 25 April 2024 at 2:00 p.m. (EEST)
- Place:** Helsinki Exhibition & Convention Centre, Hall 1, Messuaukio 1, 00520 Helsinki, Finland
- Present:** Shareholders were present or represented at the meeting as set out in the list of votes adopted at the meeting.

In addition, all members of the Board of Directors as well as the new proposed member of the Board of Directors Astrid Stange, Group CEO Torbjörn Magnusson, the representative of the Company's auditor, Deloitte Ltd and the Company's principal responsible auditor Jukka Vattulainen, members of the Company's senior management, technical personnel and representatives of the media were present at the meeting.

1. OPENING OF THE MEETING

The Chair of the Board of Directors of the Company Antti Mäkinen opened the meeting, welcomed the shareholders and other attendees, and presented an overview of the Company's past year and most significant events, as well as the activities of the Board of Directors and the content of the Remuneration Report for Governing Bodies.

2. CALLING THE MEETING TO ORDER

Mikko Heinonen, attorney-at-law, was elected as the Chair of the General Meeting in accordance with the organisational document of the General Meeting, and Anne Teitto, Senior Legal Counsel of Sampo plc, acted as the secretary of the meeting.

The Chair stated that the Company had published an organisational document (Appendix 2 § 1) in which organisational matters and procedures for handling items 1 to 5 on the agenda of the meeting have been addressed.

It was noted that the meeting would be conducted in Finnish and interpreted simultaneously into English. It was further noted that possible English language addresses would be interpreted into Finnish.

It was noted that the General Meeting approved the procedures and matters of order.

The summary list of all advance votes was enclosed to the minutes (Appendix 2 § 2).

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

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Stefan von Knorring and Timo Laitinen were elected to scrutinise the minutes and Matti Ahokas and Marianne Lilja were elected to supervise the counting of the votes.

4. RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice of the meeting had been published by way of a stock exchange release and on the Company's website on 27 March 2024.

The notice of the meeting was enclosed to the minutes (Appendix 4 §).

It was noted that the General Meeting had been convened in accordance with the Articles of Association and the Finnish Companies Act.

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

A list of attendees as at the beginning of the meeting and a list of votes were presented, according to which 3,186 shareholders were represented at the meeting either in person, by a statutory representative, a proxy representative or by way of advance voting. It was recorded that 320,218,432 shares and 321,018,432 votes were represented at the beginning of the meeting, representing approximately 63.81 per cent of all the shares of the Company and approximately 63.87 per cent of all the votes of the Company.

It was noted that shareholders who were on 15 April 2024 registered in the shareholder register maintained by Euroclear Finland Oy have had the opportunity to vote in advance on items 7 to 18 on the agenda and that in accordance with the Finnish Companies Act, a proposal subject to advance voting was deemed to be presented unchanged to the General Meeting. It was noted that based on the advance votes received, the majority required by the Finnish Companies Act had preliminarily supported all proposals made to the General Meeting.

The list of attendees and the list of votes at the beginning of the meeting was enclosed to the minutes (Appendix 5 §). It was noted that the list of votes would be adjusted to correspond to the attendance situation at the beginning of a possible vote.

6. PRESENTATION OF THE FINANCIAL STATEMENTS, REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE FINANCIAL YEAR 2023

The Group CEO presented a review including the annual accounts and report of the Board of Directors for the year 2023. The review of the Group CEO was enclosed to the minutes (Appendix 6 § 1).

The annual accounts for the financial year 2023 consisting of the consolidated balance sheet, statement of comprehensive income, statement of changes in equity, statement of cash flows with the notes thereto, as well as the parent company's balance sheet, income statement, statement of cash flows with the notes thereto were presented.

The annual accounts documents were enclosed to the minutes (Appendix 6 § 2).

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The Company's principal responsible auditor Jukka Vattulainen, APA ASA, presented the auditor's report on behalf of the auditor. The presentation and the auditor's report were enclosed to the minutes (Appendix 6 § 3).

It was recorded that the General Meeting discussed the Group CEO's review and the matters related thereto and the auditor's report. Chair of the Board of Directors, the Group CEO and Group CFO answered the shareholders' questions.

It was noted that the annual accounts, the report of the Board of Directors and the auditor's report for the financial year 2023 had been presented.

7. ADOPTION OF THE FINANCIAL STATEMENTS

The General Meeting resolved to adopt the annual accounts, including the consolidated financial statements, for the financial year 2023.

The summary list of all advance votes enclosed to the minutes (Appendix 2 § 2).

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

It was noted that according to the balance sheet of the parent company, the distributable funds of the parent company as at 31 December 2023 were EUR 5,366,661,774.58 of which the profit for the financial year 2023 was EUR 963,205,215.62.

The Board of Directors had proposed that a dividend of EUR 1.80 per share be paid to all shares except for the shares held by Sampo plc on the record date of the dividend payment. The total dividend includes a regular dividend of EUR 1.60 per share as well as an extra dividend of EUR 0.20 per share.

According to the proposal, the dividend shall be paid to the shareholders who on the record date of the dividend payment, 29 April 2024, are recorded in the shareholder register maintained by Euroclear Finland Oy. According to the proposal, the dividend shall be paid on 7 May 2024.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, that a dividend of EUR 1.80 per share be paid from the distributable funds of the parent company to shareholders who on the record date of the dividend payment are recorded in the Company's shareholder register maintained by Euroclear Finland Oy. The dividend shall be paid on 7 May 2024. For the sake of clarity, it was 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 the dividend payment on 29 April 2024, which payment shall be made in Swedish kronor.

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

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The summary list of all advance votes enclosed to the minutes ([Appendix 2 § 2](#)).

9. RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was noted that the resolution on the discharge from liability for the financial year 2023 relates to the following persons:

Antti Mäkinen, Chair of the Board of Directors (as of 17 May 2023)
Jannica Fagerholm, Vice Chair of the Board of Directors
Christian Clausen, member of the Board of Directors
Fiona Clutterbuck, member of the Board of Directors
Georg Ehrnrooth, member of the Board of Directors
Steve Langan, member of the Board of Directors
Risto Murto, member of the Board of Directors
Markus Rauramo, member of the Board of Directors
Annica Witschard, member of the Board of Directors (as of 17 May 2023)
Björn Wahlroos, Chair of the Board of Directors (until 17 May 2023)
Johanna Lamminen, member of the Board of Directors (until 30 September 2023)

as well as

Torbjörn Magnusson, CEO

It was noted that the Company's auditor had supported the discharge from liability in the auditor's report.

The General Meeting resolved to grant the discharge from liability to the above-mentioned members of the Board of Directors and to the CEO.

The summary list of all advance votes enclosed to the minutes ([Appendix 2 § 2](#)).

10. CONSIDERATION OF THE REMUNERATION REPORT FOR GOVERNING BODIES

It was noted that the Remuneration Report for Governing Bodies published by the Company on 19 March 2024, which has been available on the Company's website, was presented to the General Meeting in the opening speech of the Chair of the Board of Directors. It was further noted that the Board of Directors had proposed that the General Meeting adopts the Company's Remuneration Report for the year 2023.

The General Meeting resolved to adopt the Company's Remuneration Report for Governing Bodies for the year 2023.

The Remuneration Report was enclosed to the minutes ([Appendix 10 §](#)).

The summary list of all advance votes enclosed to the minutes ([Appendix 2 § 2](#)).

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11. CONSIDERATION OF THE REMUNERATION POLICY FOR GOVERNING BODIES

It was noted that 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. It was noted that the Remuneration Policy for Governing Bodies had been published by way of a stock exchange release and on the Company's website on 8 February 2024. It was noted that the Company's Board of Directors had proposed that the General Meeting accepts the Remuneration Policy for Governing Bodies. The resolution is advisory.

The Chair of the Board of Directors Antti Mäkinen presented the most substantial changes to the Remuneration Policy.

The General Meeting resolved to adopt the Remuneration Policy for Governing Bodies.

The Remuneration Policy was enclosed to the minutes (Appendix 11 §).

The summary list of all advance votes enclosed to the minutes (Appendix 2 § 2).

12. 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 General Meeting that each member of the Board of Directors be paid an annual fee of EUR 104,000 for the term commencing at the close of this General Meeting and ending at the close of the Annual General Meeting 2025, the Vice Chair of the Board be paid EUR 135,000 and the Chair of the Board be paid EUR 235,000. 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:

- the Chair of the Audit Committee be paid EUR 29,000, and
- each member of the Audit Committee be paid EUR 6,600.

Potential statutory social and pension costs incurring to members of the Board of Directors 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 member of the Board of Directors will be reimbursed.

A member of the Board of Directors shall, in accordance with the resolution of the 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.

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 Company shares.

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The proposal of the Nomination and Remuneration Committee of the Board of Directors was enclosed to the minutes (Appendix 12 §).

The General Meeting resolved to adopt the proposal of the Nomination and Remuneration Committee of the Board of Directors.

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

It was noted that pursuant to the Articles of Association, the Board of Directors comprises no fewer than 3 and no more than 10 members. The current number of members of the Board of Directors is nine (9).

It was noted that the Nomination and Remuneration Committee of the Board of Directors had proposed to the General Meeting that the number of the members of the Board of Directors remains unchanged and that nine (9) members be 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 13 §).

The General Meeting resolved that the number of the members on the Board of Directors is confirmed to be nine (9).

14. 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 General Meeting that the following current members of the Board of Directors be re-elected for a term commencing at the close of this General Meeting and continuing until the close of the Annual General Meeting 2025:

Christian Clausen
Georg Ehrnrooth
Jannica Fagerholm
Steve Langan
Risto Murto
Antti Mäkinen
Markus Rauramo and
Annica Witschard

as well as Astrid Stange as a new member of the Board of Directors for the same term of office.

The proposal of the Nomination and Remuneration Committee of the Board of Directors was enclosed to the minutes (Appendix 14 §).

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The General Meeting resolved to elect as members of the Board of Directors the persons proposed by the Nomination and Remuneration Committee of the Board of Directors:

Christian Clausen
Georg Ehrnrooth
Jannica Fagerholm
Steve Langan
Risto Murto
Antti Mäkinen
Markus Rauramo
Astrid Stange
Annica Witschard

15. RESOLUTION ON THE REMUNERATION OF THE AUDITOR AND THE SUSTAINABILITY REPORTING ASSURANCE PROVIDER

It was noted 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. It was further noted that the Audit Committee of the Board of Directors had proposed to the General Meeting that the remuneration of the auditor and the sustainability reporting assurance provider 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 15 §).

The General Meeting resolved that the remuneration of the auditor and the sustainability reporting assurance provider be paid against an invoice approved by the Company.

16. ELECTION OF THE AUDITOR AND THE SUSTAINABILITY REPORTING ASSURANCE PROVIDER

It was noted that pursuant to the Articles of Association, the Company shall have one primary auditor which must be an auditing firm authorised by the Finnish Patent and Registration Office. During the previous financial year, 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 General Meeting that Deloitte Ltd be re-elected as the auditor for a term of office expiring at the close of the Annual General Meeting 2025. Further, Deloitte Ltd would, 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.

The proposal of the Audit Committee of the Board of Directors was enclosed to the minutes (Appendix 16 §).

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The General Meeting resolved, in accordance with the proposal of the Audit Committee of the Board of Directors, that Deloitte Ltd be re-elected as the auditor for a term of office expiring at the close of the Annual General Meeting 2025. Deloitte Ltd will also act as the sustainability reporting assurance provider. It was recorded that Deloitte Ltd had announced that Jukka Vattulainen, APA ASA, will act as the principally responsible auditor and Authorised Sustainability Auditor.

17. 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 General Meeting that the Board be authorised to resolve to repurchase, on one or several occasions, a maximum of 50,000,000 Sampo plc's A shares, by using funds in the unrestricted shareholders' equity, representing approximately 9.96 per cent of all outstanding A shares of the Company.

If the General Meeting authorises the Board of Directors to decide on a share issue without consideration (share split) in accordance with agenda item 18, and the Board of Directors 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.

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

The proposal of the Board of Directors was enclosed to the minutes (Appendix 17 §).

The General Meeting resolved to authorise the Board of Directors to resolve on the repurchase of the Company's own shares in accordance with the proposal of the Board of Directors. It was recorded that shareholder Pekka Jaakkola (voting ticket number 344) was not in favour of the proposal of the Board of Directors, however without requesting a vote.

The summary list of all advance votes enclosed to the minutes (Appendix 2 § 2).

18. AUTHORISING THE BOARD OF DIRECTORS TO RESOLVE UPON A SHARE ISSUE WITHOUT PAYMENT

It was noted that the Board of Directors had proposed to the General Meeting that the Board of Directors be authorised to resolve upon a share issue without consideration 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 resolve upon the timing and execution of the share issue without consideration at its discretion and based on the 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 new A shares would be converted into Swedish depository receipts in accordance with sections 7.1 and 7.2 of the General Terms and Conditions for the SDRs and would not require any actions from holders of Swedish depository receipts. The new shares would generate shareholders rights as of when they have been registered in the Finnish 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, however no longer than 30 June 2025.

The proposal of the Board of Directors was enclosed to the minutes (Appendix 18 §).

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The General Meeting resolved to authorise the Board of Directors to resolve on a share issue in accordance with the proposal of the Board of Directors.

The summary list of all advance votes enclosed to the minutes (Appendix 2 § 2).

19. CLOSING OF THE MEETING

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 9 May 2024.

The Chair closed the meeting at 3:37 p.m. (EEST).

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Chair of the General Meeting:

MIKKO HEINONEN
Mikko Heinonen

In fidem:

ANNE TEITTO
Anne Teitto

Minutes reviewed and confirmed by:

STEFAN VON KNORRING
Stefan von Knorring

TIMO LAITINEN
Timo Laitinen

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APPENDICES

Appendix 2 § 1 Organisational document

Appendix 2 § 2 Summary list of advance votes

Appendix 4 § Notice of the Annual General Meeting

Appendix 5 § List of votes represented at the meeting

Appendix 6 § 1 Overview by Torbjörn Magnusson, the Group CEO

Appendix 6 § 2 Annual accounts 1 January–31 December 2023

Appendix 6 § 3 Auditor's report and presentation

Appendix 8 § Proposal of the Board of Directors of Sampo plc for distribution of profit

Appendix 10 § Sampo plc's Remuneration Report for Governing Bodies

Appendix 11 § Sampo plc's Remuneration Policy for Governing Bodies

Appendix 12 § Proposal of the Nomination and Remuneration Committee of the Board of Directors of Sampo plc for the remuneration of the members of the Board of Directors

Appendix 13 § Proposal of the Nomination and Remuneration Committee of the Board of Directors of Sampo plc for the number of the members of the Board of Directors

Appendix 14 § Proposal of the Nomination and Remuneration Committee of the Board of Directors of Sampo plc for the members of the Board of Directors

Appendix 15 § Proposal of the Audit Committee of the Board of Directors of Sampo plc for the remuneration of Auditor and Sustainability Reporting Assurance Provider

Appendix 16 § Proposal of the Audit Committee of the Board of Directors of Sampo plc for the election of Auditor and Sustainability Reporting Assurance Provider

Appendix 17 § Proposal of the Board of Directors for authorisation to decide on the repurchase of the company's own shares

Appendix 18 § Proposal of the Board of Directors of Sampo plc to authorise the Board of Directors to resolve upon a share issue without payment

APPENDIX 2 § 2 – SUMMARY OF ALL ADVANCED VOTES

AGENDA ITEM	VOTES FOR	SHARES FOR	% OF ALL VOTES AT AGM	% OF ALL SHARES AT AGM
7. Adoption of Financial Statements	291,049,322	291,049,322	90.66%	90.89%
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend	291,612,271	291,612,271	90.84%	91.07%
9. Resolution on the discharge of the members of the Board of Directors and CEO from liability	288,334,174	288,334,174	89.82%	90.04%
10. Consideration of the Remuneration Report for Governing Bodies	282,911,516	282,911,516	88.13%	88.40%
11. Consideration of the Remuneration Policy for Governing Bodies	277,369,331	277,369,331	86.40%	86.67%
12. Resolution on the remuneration of the members of the Board of Directors	289,871,171	289,871,171	90.30%	90.58%
13. Resolution on the number of members of the Board of Directors	291,628,302	291,628,302	90.84%	91.13%
14. Election of members of the Board of Directors	257,681,276	257,681,276	80.27%	80.52%
15. Resolution on the remuneration of the Auditor and the Sustainability Reporting Assurance Provider	291,551,962	291,551,962	90.82%	91.10%
16. Election of the Auditor and the Sustainability Reporting Assurance Provider	291,557,636	291,557,636	90.82%	91.10%
17. Authorising the Board of Directors to decide on the repurchase of the Company's own shares	291,046,694	291,046,694	90.66%	90.95%
18. Authorising the Board of Directors to resolve upon a share issue without payment	291,437,029	291,437,029	90.79%	91.07%