

## **Proposal 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 remain unchanged and that eight members be elected to the Board.

The Nomination and Remuneration Committee of the Board of Directors proposes that the current members of the Board Steve Langan, Sara Mella, Risto Murto, Antti Mäkinen, Markus Rauramo, Astrid Stange and Annica Witschard be re-elected for a term continuing until the close of the next Annual General Meeting. Of the current members, Christian Clausen is not available for re-election. The Committee proposes that Andreas Brandstetter be elected as a new member to the Board. It is the opinion of the Nomination and Remuneration Committee that the proposed Board of Directors and all of its members are suitable for the assignment both collectively and as individuals. Further, the Committee is of the opinion that electing the Board as a whole is justified to ensure sufficiently diverse and complementary expertise and that the composition as a whole reflects Sampo plc's short and long-term needs.

The Nomination and Remuneration Committee will propose to the Board that it elects Antti Mäkinen as the Chair of the Board and Risto Murto as the Vice Chair. The Committee further proposes to the Board that Steve Langan, Risto Murto and Antti Mäkinen (Chair) be elected to the Nomination and Remuneration Committee, and that Andreas Brandstetter, Sara Mella, Markus Rauramo (Chair), Astrid Stange and Annica Witschard be elected to the Audit Committee. The proposed compositions of the Committees fulfil the Finnish Corporate Governance Code 2025's requirements for independence.

### **New Board member**

Andreas Brandstetter has close to three decades of experience in the P&C insurance industry, marked by a distinguished and steadily advancing career at UNIQA Insurance Group. Since joining UNIQA in 1997, he has worked broadly across core business and leadership functions. Through these roles, Brandstetter has gained deep strategic insight and demonstrated strong leadership in steering UNIQA's long-term development and international growth. Born in 1969, Brandstetter holds a Doctorate in Political Science from the University of Vienna and an MBA from California State University/IMADEC.

### **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 determining the criteria for suitable Board members to be proposed herein, the Committee has, in light of Sampo Group's strategy and current phase of the Group's businesses, assessed that the composition of Sampo plc's Board of Directors shall further emphasise expertise in the Group's business areas. 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, when the Board consists of eight members, each gender shall be represented by at least three members. The Committee has assessed that the proposed Board composition fulfils the goals of the Board Diversity Policy.

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 2025. In so determining, the Committee has taken into account that Risto Murto 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 Risto Murto's independence is not compromised due to his long service history on its own, and no other factors or circumstances have been identified that would impair his independence.

All Board members are required to fulfil the fitness & propriety requirements set by supervisory authorities.

4 February 2026

SAMPO PLC

Nomination and Remuneration Committee

Annex

CV of Andreas Brandstetter

Curriculum Vitae:

## Andreas Brandstetter

Born 1969, male

### Education:

#### University of Vienna

- Doctorate Political Science (incl. Scholarship at University of California, San Diego), 1994
- Master of Political Science, History, 1992

#### California State University Hayward / IMADEC

- Master of Business Administration (MBA), 2002



### Career:

#### UNIQA Insurance Group

- CEO 2011-
- Member of the Management Board 2002-2011
- General Secretary 2000-2002
- Assistant to the CEO 1997-2000

#### Austrian Raiffeisen Association ÖRV

- Head of Office at European Union, Brussels 1995-1997

#### Austrian People Party ÖVP

- Managing Director 1994-1995

#### Republic of Austria / Federal Chancellery

- Office of the Vice Chancellor of the Republic of Austria 1993-1994

### Positions of trust:

#### Strabag SE

- Member of the Supervisory Board 2018-

#### Kunsthistorisches Museum, Vienna

- Member of the Supervisory Board 2019-

### Selected previous positions of trust

#### Insurance Europe

- President 2014-2018

#### SCOR SE

- Board Member 2013-2015