

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

## **EXTRAORDINARY GENERAL MEETING OF SAMPO PLC**

**Time:** Tuesday, 9 July 2024 at 2:00 p.m. (EEST)

**Place:** Helsinki Hall of Culture, Aalto Hall, Sturenkatu 4, 00510 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, members of the Board of Directors Antti Mäkinen, Georg Ehrnrooth, Risto Murto and Markus Rauramo, 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 and welcomed the shareholders and other attendees.

### **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**

Viivu Kilkku and Aino Pitkänen were elected to scrutinise the minutes and to supervise the counting of the votes.

### **4. RECORDING THE LEGALITY OF THE MEETING**

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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 17 June 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 2,923 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 319,844,802 shares and 320,644,802 votes were represented at the beginning of the meeting, representing approximately 63.7 per cent of all the shares of the Company and approximately 63.8 per cent of all the votes of the Company.

It was noted that shareholders who were on 27 June 2024 registered in the shareholder register maintained by Euroclear Finland Oy have had the opportunity to vote in advance on item 6 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. AUTHORISING THE BOARD OF DIRECTORS TO RESOLVE UPON THE ISSUANCE OF SHARES IN CONNECTION WITH SAMPO'S RECOMMENDED PUBLIC EXCHANGE OFFER TO THE SHAREHOLDERS IN TOPDANMARK A/S**

The Group CEO Torbjörn Magnusson presented the exchange offer made for the shares in Topdanmark A/S ("Topdanmark") and the background of the exchange offer.

It was noted that in order to enable the issuance Sampo plc A shares to holders of Topdanmark shares as consideration for the acquisition of shares in Topdanmark in the exchange offer announced on 17 June 2024 (including in the exchange offer, in a subsequent compulsory acquisition of the remaining minority Topdanmark shares pursuant to sections 70 to 72 of the Danish Companies Act and otherwise), the Board of Directors had proposed to the General Meeting that the Board of Directors be authorised to resolve, on one or several occasions, upon the issuance of up to a maximum of 57,468,782 new Sampo A shares which corresponds to approximately 11.5 per cent of all Sampo A shares on the date of the General Meeting's notice, in deviation from the shareholders' pre-emptive rights (directed share issue). The authorisation may be used

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only for the issuance Sampo A shares to the holders of and against conveyance of Topdanmark shares. In accordance with the proposal the Board of Directors is authorised to decide on all other terms relating to the issuance of new Sampo A shares, including the distribution of shares against consideration in kind or set-off.

The authorisation remains valid until 30 June 2025 in accordance with its terms and it would not revoke the authorisation to resolve upon a share issue without payment granted to the Board of Directors of Sampo plc by the Annual General Meeting held on 25 April 2024.

The proposal of the Board of Directors was enclosed to the minutes (Appendix 6 §).

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 the advance votes cast in the agenda item was enclosed to the minutes (Appendix 2 § 2).

## **7. 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 23 July 2024.

The Chair closed the meeting at 2:26 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:

VIIVU KILKKU  
Viivu Kilkku

AINO PITKÄNEN  
Aino Pitkänen

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**APPENDICES**

Appendix 2 § 1 Organisational document

Appendix 2 § 2 Summary list of advance votes

Appendix 4 § Notice of the Extraordinary General Meeting

Appendix 5 § List of votes represented at the meeting

Appendix 6 § Extract of the notice of the Extraordinary General Meeting with regard to the share issuance authorisation

**APPENDIX 2 § 2 – SUMMARY LIST OF ADVANCE VOTES**

<b>AGENDA ITEM</b>	<b>VOTES FOR</b>	<b>SHARES FOR</b>	<b>% OF ALL VOTES AT EGM</b>	<b>% OF ALL SHARES AT EGM</b>
6. Authorising the Board of Directors to resolve upon the issuance of shares in connection with Sampo's recommended public exchange offer to the shareholders in Topdanmark A/S	315,069,151	314,269,129	99.69 %	98.30 %