

## Notice of the Extraordinary General Meeting

Notice is given to the shareholders of Sampo plc (“**Sampo**” or the “**Company**”) of the Extraordinary General Meeting to be held on 9 July 2024 at 2.00 p.m. (all times referred to herein EEST) at the Helsinki Hall of Culture, Aalto Hall, Sturenkatu 4, 00510 Helsinki, Finland. The reception of shareholders who have registered for the meeting will start at 12.30 p.m. No refreshments will be served.

The Board of Directors of Sampo has convened the Extraordinary General Meeting to authorise the Board of Directors to resolve upon the issuance of shares in connection with Sampo’s recommended best and final public exchange offer to the shareholders in Topdanmark A/S (“**Topdanmark**”), as announced on 17 June 2024 by way of a stock exchange release.

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 Extraordinary General Meeting

The information and proposals of agenda items 1 to 5 concerning the formal organisational matters of the Extraordinary General Meeting are included in a separate organisational document published on Sampo’s website at [www.sampo.com/egm](http://www.sampo.com/egm), 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 Extraordinary General Meeting.

At the Extraordinary 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. **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**

#### 6.1 Introduction

On 17 June 2024, Sampo announced that Sampo and Topdanmark had entered into a combination agreement (the “**Combination Agreement**”), pursuant to which Sampo will make a recommended best and final public exchange offer to acquire all of the outstanding shares in Topdanmark not already owned by Sampo (the “**Offer**”). Following completion of the Offer, Sampo intends to integrate Topdanmark into If P&C Insurance Ltd (publ) to strengthen its position as one of the leading insurers in the Danish P&C insurance market and to consolidate Sampo Group’s leadership position in the Nordics. Reference is made to the public announcement on the Offer on 17 June 2024 for further information about the rationale and details of the Offer.

The shareholders of Topdanmark will be offered 1.25 new A shares in Sampo as share consideration for each share in Topdanmark validly tendered in the Offer (not including Topdanmark shares already owned by

Sampo and Topdanmark treasury shares) (the “**Share Consideration**”). In aggregate, up to a total of 57,468,782 new A shares in Sampo will be issued as Share Consideration. Subject to all Topdanmark shares (not including Topdanmark shares already owned by Sampo) being tendered in the Offer, the Topdanmark shareholders will receive new A shares representing in aggregate an approximate ownership of 10.3 per cent in Sampo.

The Offer is currently expected to be settled and completed during September 2024. Following completion of the Offer, if Sampo holds the requisite number of Topdanmark shares under the Danish Companies Act (i.e., more than 90 per cent of the Topdanmark shares and votes, not including any Topdanmark treasury shares), Sampo expects to initiate and complete a compulsory acquisition of the remaining minority Topdanmark shares held by Topdanmark shareholders in accordance with the Danish Companies Act.

The Board of Directors of Sampo has unanimously concluded that the Offer is in the best interests of Sampo and its shareholders, and proposes that the Extraordinary General Meeting of Sampo approve the share issue authorisation to the Board of Directors.

## 6.2 Authorising the Board of Directors to resolve upon the issuance of shares

In order to enable the issuance of A shares in Sampo to holders of Topdanmark shares as consideration for the acquisition of shares in Topdanmark (including in the 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 proposes that the Extraordinary General Meeting resolves to authorise the Board of Directors to resolve, on one or several occasions, upon the issuance of up to a maximum of 57,468,782 new A shares in Sampo, which corresponds to approximately 11.5 per cent of all the A shares in the Company on the date of this notice, in deviation from the shareholders’ pre-emptive rights (directed share issue). The authorisation may be used only for the issuance of A shares of Sampo to the holders of and against conveyance of Topdanmark shares.

The Board of Directors shall be authorised to decide on all other terms relating to the issuance of new A shares in the Company, including the distribution of shares against consideration in kind or set-off.

The authorisation is proposed to remain valid until 30 June 2025 and, if granted, this authorisation will not revoke the authorisation to resolve upon a share issue without payment granted to the Board of Directors by the Annual General Meeting held on 25 April 2024.

## **7. Closing of the meeting**

### **B. Documents of the Extraordinary General Meeting**

This notice is available on Sampo plc’s website at [www.sampo.com/egm](http://www.sampo.com/egm). Other documents, which according to the Finnish Companies Act shall be kept available for the shareholders, will be available on the above-mentioned website as of 17 June 2024 at the latest. The above-mentioned documents will also be available at the Extraordinary General Meeting. The minutes of the Extraordinary General Meeting will be available on the above-mentioned website on 23 July 2024 at the latest.

### **C. Instructions for the participants in the Extraordinary General Meeting**

## 1. Shareholders registered in the shareholders' register

Each shareholder who is registered on 27 June 2024 in the shareholders' register of Sampo plc held by Euroclear Finland Oy has the right to participate in the Extraordinary 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 Extraordinary General Meeting and the advance voting will commence on 17 June at 10.00 a.m. A shareholder who is registered in the shareholders' register of the Company and who wants to participate in the Extraordinary General Meeting shall register for the meeting by 3.00 p.m. on 2 July 2024 by giving a 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 Extraordinary General Meeting may be carried out:

a) On the Company's website at [www.sampo.com/egm](http://www.sampo.com/egm)

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 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.com](mailto:yhtiokokous@euroclear.com) or regular mail to Euroclear Finland Oy, Extraordinary General Meeting / Sampo plc, P.O. Box 1110, 00101 Helsinki, Finland.

c) By telephone +358 20 770 6907 Mon-Fri 9.00 a.m.–3.00 p.m.

Registration must be received by 3.00 p.m. on 2 July 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 Extraordinary 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 Extraordinary General Meeting.

## 2. Holder of nominee-registered shares

Holders of nominee-registered shares have the right to participate in the Extraordinary General Meeting by virtue 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 the record date of the Extraordinary General Meeting on 27 June 2024. In addition, the right to participate in the Extraordinary 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 a.m. on 4 July 2024. As regards nominee-registered shares, this constitutes

due registration for the Extraordinary 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 Extraordinary General Meeting from their custodian bank. The custodian bank shall register a holder of nominee-registered shares who wants to participate in the Extraordinary 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/egm](http://www.sampo.com/egm).

### **3. Holder of Swedish depository receipts**

Holders of Swedish depository receipts (SDRs) have the right to participate in the Extraordinary 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 the record date of the Extraordinary General Meeting on 27 June 2024. In addition, the right to participate in the Extraordinary 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 a.m. on 4 July 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 a.m. on 28 June 2024. As regards holders of SDRs, this constitutes a due registration for the Extraordinary 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 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 Extraordinary General Meeting is registered into the temporary shareholders' register of the Company at the latest by 10.00 a.m. on 4 July 2024.

Further information on these matters can also be found on the Company's website [www.sampo.com/egm](http://www.sampo.com/egm).

### **4. Proxy representative and powers of attorney**

A shareholder may participate in the Extraordinary 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 Extraordinary General Meeting. When a shareholder participates in the Extraordinary General Meeting by means of several proxy representatives representing the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Extraordinary General Meeting.

Possible proxy documents shall be delivered primarily through email to [agm@sampo.fi](mailto:agm@sampo.fi) or as originals to the address Sampo plc, EGM, 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 may also use the electronic Suomi.fi authorisation service instead of a traditional authorisation. In such case, the Shareholder authorises a representative in the Suomi.fi service at [www.suomi.fi/e-authorizations](http://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](http://www.suomi.fi/e-authorizations) and Sampo plc's website at [www.sampo.com/egm](http://www.sampo.com/egm).

## 5. Advance voting

Shareholders with a Finnish book-entry account may vote in advance on certain matters on the agenda of the Extraordinary General Meeting during the period from 17 June 2024 at 10.00 a.m. until 2 July 2024 at 3.00 p.m.

A shareholder who has voted in advance may only request information under the Finnish Companies Act, request a vote at the Extraordinary General Meeting or vote on a possible counterproposal, if they or their proxy representative participates in the Extraordinary 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/egm](http://www.sampo.com/egm)

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 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.com](mailto:yhtiokokous@euroclear.com) or regular mail to Euroclear Finland Oy, Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting. 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/egm](http://www.sampo.com/egm).

## 6. Other instructions and information

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the Extraordinary 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 Extraordinary

General Meeting do not affect the right to participate in nor the number of votes of the shareholder at the Extraordinary General Meeting.

On the date of this Notice of the Extraordinary 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 Extraordinary 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, 17 June 2024  
SAMPO PLC  
Board of Directors

### **Important notice**

This notice is not for publication, distribution or release, in whole or in part, directly or indirectly, in or into Australia, Hong Kong, Japan, New Zealand, South Africa or Singapore or any other jurisdiction in which publication or distribution would be unlawful. This notice is neither an offer to sell nor the solicitation of an offer to buy any securities and shall not constitute an offer, solicitation or sale in any other jurisdiction in which such offering, solicitation or sale would be unlawful.

This notice is not an offer of Share Consideration in the United States and it is not intended for distribution in any jurisdiction in which such distribution would be prohibited by applicable law. The Share Consideration referred to in this release has not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) and may not be offered, sold or delivered, directly or indirectly, in or into the United States absent registration, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state and other securities laws of the United States.

This notice has been prepared on the basis that any offer of the Share Consideration in the United Kingdom will be made pursuant to an exemption under the Financial Services and Markets Act 2000 (as amended, the "FSMA") from the requirement to produce a prospectus for offers of the Share Consideration. Accordingly any person making or intending to make an offer of the Share Consideration in the United Kingdom may only do so in circumstances in which no obligation arises for Sampo to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, in each case, in relation to such offer. Sampo has not authorised, nor does it authorise, the making of any offer of the Share Consideration in circumstances in which an obligation arises for Sampo to publish a prospectus for such offer. In the United Kingdom, this notice is only addressed to and directed at persons who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), (ii) are high net worth entities or other persons falling within Article 49(2)(a)-(d) of the Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA in connection with the issue or sale of any

securities may otherwise lawfully be communicated or caused to be communicated (including on the basis that the transaction to which this notice relates will fall within article 62 of the Order, to which the provisions of section 21 of the FSMA do not apply) (all such persons together being referred to as “Relevant Persons”). Any investment or investment activity to which this notice relates is available only to Relevant Persons in the United Kingdom and will only be engaged with such persons.

The Share Consideration will be issued to Canadian shareholders of Topdanmark pursuant to a prospectus exemption in accordance with applicable Canadian securities laws. The Share Consideration has not, however, been qualified for distribution by way of a prospectus in Canada and no Canadian securities regulatory authority has expressed an opinion about the Share Consideration and it is an offence to claim otherwise. The Share Consideration has not been and will not be listed on a Canadian securities exchange and neither Sampo nor Topdanmark intends to take any action to facilitate a market in the Share Consideration in Canada.