

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 is decreased by one 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 Christian Clausen, Steve Langan, 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, Georg Ehrnrooth and Jannica Fagerholm are not available for re-election. The Committee proposes that Sara Mella be elected as a new member to the Board.

The Nomination and Remuneration Committee proposes that the Board members elect Antti Mäkinen from among its number as the Chair of the Board and Risto Murto as the Vice Chair. 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.

New Board member

Sara Mella brings with her more than three decades of banking experience, defined by a remarkable and thriving career at Nordea Bank. She has worked broadly with both customer business and development responsibilities, and since 2019 Mella has worked as the Head of Personal Banking and as a member of Nordea's Group Leadership Team. Therefore, she's able to offer a unique perspective and proven competence relevant to the continued development of business area Private, as well as the digitalisation of the whole Group. Mella was born in 1967 and holds a Master of Science in Economics from the University of Tampere.

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 2020. Further, the Committee has also verified that the proposed Board composition is in line with 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.

9 December 2024

SAMPO PLC
Nomination and Remuneration Committee

Annex

CV of Sara Mella