

# 2023

## Corporate Governance Statement

# Contents

<b>Governance in Sampo plc</b> .....	<b>4</b>	<b>Board of Directors</b> .....	<b>7</b>	<b>Internal control in Sampo Group</b> .....	<b>22</b>
<b>General meeting</b> .....	<b>5</b>	Board of Directors' duties.....	7	Reporting.....	22
Annual General Meeting.....	5	Election and term of office of Board members.....	8	Financial reporting.....	22
Extraordinary general meeting.....	6	Diversity of the Board.....	8	Non-financial reporting (Sustainability).....	23
Attending a shareholders' meeting.....	6	Board members.....	8	Risk management.....	24
Shares and shareholders.....	6	Shares and share-based rights held by the Board members.....	12	Risk management system.....	24
		<b>Board-appointed committees</b> .....	<b>13</b>	Risk management reporting and governance framework.....	27
		Audit Committee.....	13	Compliance.....	29
		Nomination and Remuneration Committee.....	15	Insider administration.....	30
		<b>Sampo Group CEO</b> .....	<b>16</b>	Whistleblowing.....	30
		<b>Sampo Group Executive Committee</b> .....	<b>17</b>	Principles for related party transactions.....	30
		Shares and share-based rights held by the Group CEO and the members of the Executive Committee.....	20	Internal audit.....	31
				External auditor.....	32

**REPORTS FOR THE YEAR 2023**  
[WWW.SAMPO.COM/YEAR2023](http://WWW.SAMPO.COM/YEAR2023)

# Corporate Governance Statement

This Corporate Governance Statement, as provided by Chapter 7 Section 7 of the Finnish Securities Market Act (746/2012), has been prepared in accordance with the Finnish Corporate Governance Code 2020 issued by the Securities Market Association on 19 September 2019, which became effective from 1 January 2020 (the "CG Code"). This statement is presented – as permitted by the Finnish Securities Market Act and as recommended by the Finnish Securities Market Association – as a separate report from the Board of Directors' Report.

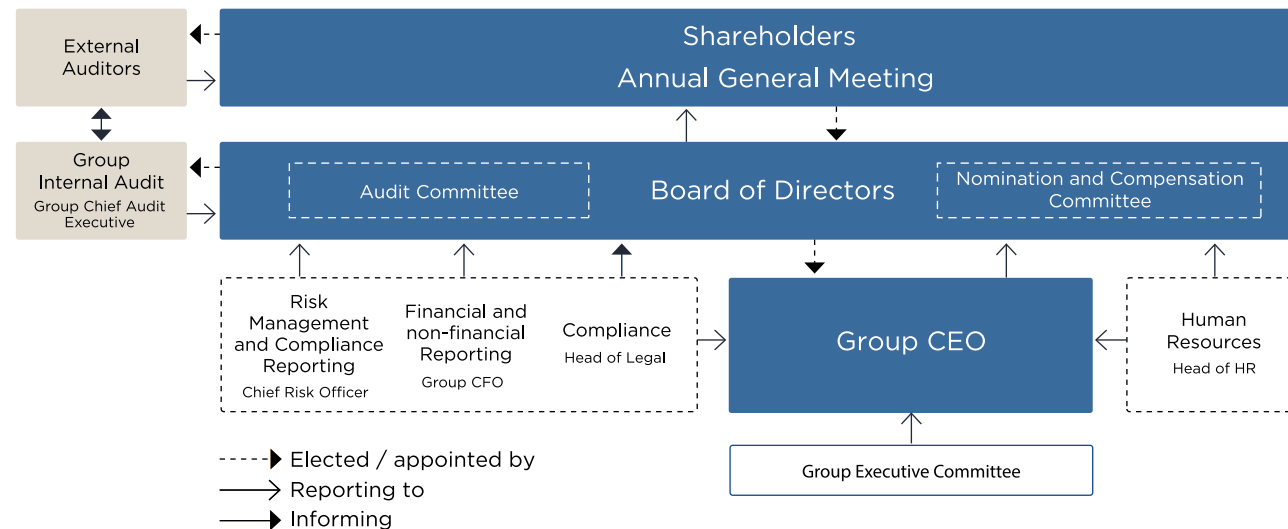


# Governance in Sampo plc

Sampo plc complies with applicable legislation as well as the Helsinki and Stockholm stock exchange rules to issuers of shares. In addition, Sampo plc complies, in full, with the CG Code.<sup>1</sup> The CG Code can be viewed in full on the website of the Finnish Securities Market Association at [www.cgfinland.fi](http://www.cgfinland.fi).

Sampo's governance is based on a clear division of duties between general meetings, the Board of Directors, and the executive management. The articles of association define the general principles of division of powers between the key corporate organs. Sampo plc's articles of association were amended by the Annual General Meeting ("AGM") of 2023 as further described below under the chapter [Annual General Meeting](#).

## Sampo plc's governance structure



<sup>1</sup> Sampo plc complies with the CG Code of its domicile and therefore deviates in certain aspects from the Swedish Corporate Governance Code (Svensk kod för bolagsstyrning, the "Swedish Code"). Applying the Swedish Code could lead to contradictions due to differences between Finnish and Swedish legislation, corporate governance codes, and corporate governance practices. The main deviations from the Swedish Code relate to not having a nomination committee comprised of members appointed by the company's owners and to the handling of certain tasks which under the Swedish Code would belong to the nomination committee. The Swedish Code issued by the Swedish Corporate Governance Board (Kollegiet för svensk bolagsstyrning) is available at [www.corporategovernanceboard.se](http://www.corporategovernanceboard.se).

# General meeting

The highest decision-making body of Sampo plc is the general meeting, where the shareholders participate in the supervision and control of the company by using their right to speak and vote.

The Finnish Companies Act and Sampo plc's articles of association determine the issues that have to be dealt with at a general meeting (competence of a general meeting).

Customarily, a general meeting deals with, in addition to issues determined by law and the articles of association, the issues presented by the Board of Directors. Furthermore, according to the Finnish Companies Act, a shareholder has the right to require a certain issue to be dealt with at a general meeting, providing the issue falls within the scope of competence of a general meeting.

The Board of Directors convenes a general meeting by publishing a notice of the meeting on Sampo plc's website at least three weeks before the general meeting and no later than nine days before the record date of the general meeting. The notice of a general meeting shall also be published by a stock exchange release.

## Annual General Meeting

The AGM must be held within six months of the end of the financial year on a date specified by the Board of Directors. The AGM shall discuss matters assigned to it in accordance with the articles of association and any other business referred to in the notice of the meeting.

The notice and other documents of the AGM, including the proposals of the Board of Directors and its Committees, as well as the Financial Statements, the Board of Directors' Report and the Remuneration Report for Governing Bodies, will be made available on Sampo plc's website at least three weeks before the AGM.

In 2023, Sampo plc's AGM was held on 17 May at Messukeskus in Helsinki and a total of 4,430 shareholders representing 324,489,527 shares and 325,289,527 votes were represented at the meeting.

In addition to the matters to be resolved in Sampo plc's AGM in accordance with the articles of association, the AGM of 2023 resolved to approve the partial demerger of Sampo plc, as set forth in the demerger plan approved and signed by the Board of Directors of Sampo plc on 29 March 2023, in which all of the shares in Mandatum Holding Ltd and related assets and liabilities transferred without a liquidation procedure to Mandatum plc, a company incorporated in the partial demerger.

### Main duties of the AGM

- ▶ Receives and accepts the Financial Statements.
- ▶ Receives the Auditor's Report.
- ▶ Resolves on the measures occasioned by the profit shown in the accepted Financial Statements.
- ▶ Releases the members of the Board of Directors and the Managing Director from liability.
- ▶ Resolves on the number and fees of the members of the Board of Directors.
- ▶ Resolves on the fees of the Auditor.
- ▶ Elects the members of the Board of Directors and the Auditor.
- ▶ Deals with any other business on the agenda, proposed by either a shareholder or the Board of Directors.
- ▶ Provides advisory resolutions on the Remuneration Policy for Governing Bodies and on the acceptance of the Remuneration Report.

Moreover, the AGM of 2023 resolved to amend Sampo plc's articles of association by e.g. updating the company's business area to reflect its current strategy and main business area as well as allowing the Board of Directors the possibility to decide that general meetings may be convened as a so-called hybrid or remote meeting.

The AGM of 2023 also authorised the Board of Directors to resolve to repurchase a maximum of 50,000,000 Sampo plc's A shares and to resolve upon a share issue without payment (share split) to all shareholders in proportion to their holdings so that a maximum of five new A shares would be issued for each current A share and a maximum of five new B shares would be issued for each current B share. The Board of Directors did not resolve upon a share issue without payment during 2023.

All resolutions of the AGM of 2023 were made without separate voting.

## Extraordinary general meeting

An Extraordinary General Meeting (the "EGM") is convened when considered necessary by the Board of Directors. The Auditor, or shareholders together holding a minimum of one tenth of all the shares in the company may request in writing that an EGM shall be convened to discuss a specified matter raised by them.

## Attending a shareholders' meeting

By attending shareholders' meetings shareholders may, either personally or through representatives, exercise their voting rights, request information and participate in the decision-making process of Sampo plc.

At a shareholders' meeting, each Sampo plc A share carries one vote, while each Sampo plc B share carries five votes.

## Shares and shareholders

As at 31 December 2023, the total number of Sampo plc's shares, including both 501,596,752 A shares and 200,000 B shares, equalled to 501,796,752 shares. Each A share entitles its holder to one vote and each B share to five votes at a shareholders' meeting. The total number of votes attached to the shares was 502,596,752.

Sampo plc's articles of association define two different classes of shares in the company and determine that each A share entitles its holder to one vote and each B share entitles its holder to five votes at a general meeting. 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. Moreover, subject to the Finnish 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.

As at 31 December 2023, a total number of 206,981 Finnish registered shareholders held 200,263,380 shares representing 39.9 per cent of all shares. In addition, 11 nominee registers held 301,533,372 shares representing 60.1 per cent of all shares.

# Board of Directors

Sampo plc's Board of Directors, elected annually by the AGM, uses the highest decision-making power in Sampo Group between the AGMs. Sampo plc's Board of Directors is responsible for the management of the company in compliance with applicable laws, authority regulations, Sampo plc's articles of association, and the decisions of the shareholders' meetings.

## Board of Directors' duties

The working principles and main duties of the Board of Directors have been defined in the Board's charter. To ensure the proper running of operations, Sampo plc's Board of Directors has approved internal rules concerning general corporate governance, risk management, remuneration, compliance, internal control, and reporting in Sampo Group.

### Main duties of the Board of Directors

- ▶ Receives groupwide reporting.
- ▶ Supervises
  - the due organisation of functions and operations
  - the financial reporting systems and the efficiency of internal audit and risk management
  - related party transactions
  - the independence of and non-audit services provided by the Auditor.
- ▶ Resolves on
  - the strategy and other major strategic or far-reaching decisions of Sampo Group
  - convening of the AGM
  - groupwide and Sampo plc level principles and policies
  - the minimum requirements of capitalisation and the proposal on profit distribution
  - group level remuneration matters.
- ▶ Prepares
  - consolidated financial statements
  - proposals for the AGM.
- ▶ Appoints, discharges and decides on the Group CEO's, Group Executive Committee members' and the Group Chief Audit Executive's terms of service and financial benefits within the framework of the valid Remuneration Policy.
- ▶ Discusses the annual performance evaluation of the Board of Directors.

## Election and term of office of Board members

According to Sampo plc's articles of association, the company's Board of Directors comprises no fewer than three and no more than ten members elected by shareholders at the AGM. The term of office of the Board members ends at the close of the next AGM following their election. The members of the Board elect a chair and vice chair from among its members at their first Board meeting following the AGM.

## Diversity of the Board

According to Sampo plc's Board Diversity Policy, when electing the Board of Directors, the aim is to ensure that the Board as a whole, for the purpose of its work, possesses the requisite knowledge of and expertise in the social, business and cultural conditions of the regions and markets in which the main activities of the Group are carried out. A broad set of qualities

and competences is sought for and it is recognised that diversity, including age, gender, geographical provenance, as well as educational and professional background, is an important factor to take into consideration. According to the Board Diversity Policy and in compliance with the CG Code, it is also important that the person to be elected to the Board shall have the qualifications required for the duties and the possibility to devote a sufficient amount of time to the work.

The number of the Directors and the composition of the Board shall be such that they enable the Board of Directors to see to its duties efficiently. Moreover, both genders shall be represented in the Board of Directors and the target is a share of at least 37.5 per cent of the total number of members for both genders. During the past ten years, Sampo plc's Board of Directors has on an average reached its target for gender diversity and the Board continues its endeavours to reach the minimum share of at least 37.5 per cent of the total number of members for both genders. As at 31 December 2023, the share of women in Sampo plc's Board of Directors was 33 per cent and the share of men was 67 per cent.

## Board members

As proposed by the Nomination and Remuneration Committee, the AGM of 2023 increased the number of the Directors to ten members. **Christian Clausen, Fiona Clutterbuck, Georg Ehrnrooth, Jannica Fagerholm, Johanna Lamminen, Steve Langan, Risto Murto, and Markus Rauramo** were re-elected to the Board. In addition, **Antti Mäkinen** and **Annica Witschard** were elected as new members to the Board. The members of the Board were elected for a term continuing until the close of the next AGM.

Björn Wahlroos, Sampo plc's former Chair of the Board of Directors, had announced on 18 May 2022 that he would not be available for re-election to the Board at the 2023 AGM. At its organisational meeting following the 2023 AGM, the Board elected Antti Mäkinen as Sampo plc's new Chair of the Board of Directors.

Moreover, Johanna Lamminen had notified that she would no longer continue on the Board of Directors of Sampo plc if and when the partial demerger of Sampo plc would be completed in accordance with the demerger plan, so that she could devote sufficient time to her duties. Consequently, the number of Sampo plc's Board members decreased to nine as of 1 October 2023 upon the completion of Sampo plc's partial demerger.

The following persons served on Sampo plc's Board of Directors in 2023:





## Antti Mäkinen

### Chair of the Board

Born 1961, LL.M.

### Positions of trust

**Stora Enso plc**, Board Member

Member of the Board of Directors of Sampo plc and Chair of the Board since 17 May 2023. Also served as a member of the Board of Directors of Sampo plc in 2018–2021.



## Jannica Fagerholm

### Vice Chair of the Board

**Managing Director, Signe and Ane Gyllenberg Foundation**

Born 1961, M.Sc. (Econ.)

### Positions of trust

**Mandatum plc**, Vice Chair

**Association of Finnish Foundations**,

Chair of the Board

**Solidium Oy**, Board Member

**Kesko Corporation**, Board Member

**Swedish Society of Literature in Finland**,

Board Member

**Kelonia (Private Equity holding company)**,

Board Member

Member of the Board of Directors of Sampo plc since 18 April 2013 and Vice Chair of the Board since 9 April 2019.



## Christian Clausen

### Member of the Board

**Chair for the Nordics, BlackRock**

Born 1955, M.Sc. (Econ.), MBA

### Positions of trust

**Green Hydrogen Systems A/S**, Chair of the Board

**BlackRock Group Ltd**, Board Member

**BW Group**, Board Member

Member of the Board of Directors of Sampo plc since 21 April 2016.

Information as at 31 December 2023. In addition, **Björn Wahlroos** served as Chair of the Board until 17 May 2023 and **Johanna Lamminen** as a member of the Board until 30 September 2023. The CVs of members of the Board of Directors can be viewed at [www.sampo.com/board](http://www.sampo.com/board).



## Fiona Clutterbuck

### Member of the Board

Born 1958, LLB (Hons)

### Positions of trust

**The Co-operative Bank p.l.c.**, Board Member  
**AJ Bell (FTSE 250 company)**, Non-executive  
Chairperson, Chair of the Nomination Committee,  
Member of the Risk and Compliance Committee and  
Remuneration Committee

Member of the Board of Directors of Sampo plc since  
9 April 2019.



## Georg Ehrnrooth

### Member of the Board

Born 1966, Studies in agriculture and forestry

### Positions of trust

**Byggmästare Anders J Ahlström Holding AB (publ)**,  
Board Member  
**eQ Oyj**, Vice Chair of the Board  
**Fennogens Investments S.A.**, Board Member  
**Topsin Investments S.A.**, Board Member  
**Geveles Ab**, Chair of the Board  
**Neptunia Invest AB**, Board Member  
**Louise and Göran Ehrnrooth Foundation**,  
Chair of the Board  
**Anders Wall Foundation**, Board Member  
**Paavo Nurmi Foundation**, Board Member

Member of the Board of Directors of Sampo plc since  
2 June 2020.



## Steve Langan

### Member of the Board

Born 1960, Master of Arts,  
Medieval and Economic History

### Positions of trust

**BUPA Insurance Service Ltd**, Member of the Board,  
Non-Executive Director, Member of the Audit and  
Risk Committees  
**The Kenneth Armitage Foundation**, Chair  
**Hepworth Wakefield**, Chair of the Board

Member of the Board of Directors of Sampo plc since  
18 May 2022.

Information as at 31 December 2023. In addition, **Björn Wahlroos** served as Chair of the Board until 17 May 2023 and **Johanna Lamminen** as a member of the Board until 30 September 2023.  
The CVs of members of the Board of Directors can be viewed at [www.sampo.com/board](http://www.sampo.com/board).



## Risto Murto

### Member of the Board

**CEO and President, Varma Mutual Pension Insurance Company**

Born 1963, Ph.D. (Econ.)

### Positions of trust

**Nordea Bank Abp**, Board Member

**Securities Market Association**, Chair of the Board

**e2 Research**, Chair of the Board

**The Finnish Cultural Foundation**, Member of the Supervisory Board

**The Finnish Pension Alliance TELA**, Chair of the Board

**Finnish National Opera and Ballet**, Member of the Supervisory Board

**Finnish Canoeing and Rowing Federation**, Board Member

Member of the Board of Directors of Sampo plc since 16 April 2015.



## Markus Rauramo

### Member of the Board

**CEO, Fortum Corporation**

Born 1968, M. Soc.Sc.

### Positions of trust

**Eurelectric**, Vice President

**East Office of Finnish Industries Oy**, Board Member

Member of the Board of Directors of Sampo plc since 19 May 2021.



## Annica Witschard

### Member of the Board

**CEO, PPF/Home Credit Vietnam**

Born 1973, M.Sc. (Business & Economics)

Member of the Board of Directors of Sampo plc since 17 May 2023.

## Björn Wahlroos

### Chair of the Board

Born 1952, Ph.D. (Econ.)

Chair of the Board of Directors of Sampo plc 7 April 2009–17 May 2023.

Member of the Board of Directors of Sampo plc 5 April 2001–7 April 2009.

## Johanna Lamminen

### Member of the Board

Born 1966, D.Sc. (Tech.), MBA

Member of the Board of Directors of Sampo plc 9 April 2019–30 September 2023.

Information as at 31 December 2023. In addition, **Björn Wahlroos** served as Chair of the Board until 17 May 2023 and **Johanna Lamminen** as a member of the Board until 30 September 2023. The CVs of members of the Board of Directors can be viewed at [www.sampo.com/board](http://www.sampo.com/board).

When elected, all current Board members were independent of the company. Furthermore, all Board members were independent of the company's major shareholders.

The Board convened ten times in 2023. The meeting attendance of Sampo plc's current Board members in Board meetings from 1 January–31 December 2023 is presented in the below table:

	<b>Attendance (%)</b>	<b>Meetings attended</b>
Antti Mäkinen (Chair of the Board, member since 17 May 2023)	100	7/7
Jannica Fagerholm	100	10/10
Christian Clausen	70	7/10
Fiona Clutterbuck	100	10/10
Georg Ehrnrooth	100	10/10
Steve Langan	90	9/10
Risto Murto	100	10/10
Markus Rauramo	100	10/10
Annica Witschard (member since 17 May 2023)	100	7/7

## Shares and share-based rights held by the Board members

On 31 December 2023, the members of the Board of Directors owned, directly or through legal entities controlled by them, Sampo plc's A shares as follows:

• Antti Mäkinen	7,010
• Jannica Fagerholm	8,751
• Christian Clausen	38,479
• Fiona Clutterbuck	3,678
• Georg Ehrnrooth	129,532
• Steve Langan	1,498
• Risto Murto	5,169
• Markus Rauramo	2,407
• Annica Witschard	905

The Board members did not have holdings in any Sampo plc share-based rights.

## Board-appointed committees

The Board may establish committees, executive committees and other permanent or temporary bodies to deal with tasks prescribed by it. The Board confirms the charters of the committees of Sampo plc's Board and the Group Executive Committee, and also the guidelines and authorisations given to other bodies established by the Board.

The Board has an Audit Committee and a Nomination and Remuneration Committee, whose members it appoints from among its members in accordance with the charters of the respective committees. In accordance with the Charter of Sampo plc's Audit Committee, matters related to risk management belong under the scope of matters handled by Sampo plc's Audit Committee.

### Audit Committee

According to its charter, the Audit Committee comprises at least three members elected from among those Board members who do not hold executive positions in Sampo plc and are independent of the company and of which at least one is independent of Sampo plc's significant shareholders. The responsible Auditor, Group CEO, Group CFO, Group Chief Audit Executive and Group Chief Risk Officer also participate in the meetings of the Committee.

In 2023, the chair of the Audit Committee was **Jannica Fagerholm**, and the other members were **Fiona Clutterbuck**, **Georg Ehrnrooth**, **Johanna Lamminen**, and **Markus Rauramo** until 17 May 2023 and Fiona Clutterbuck, Georg Ehrnrooth, Johanna Lamminen, **Steve Langan**, and **Annica Witschard** thereafter.

Johanna Lamminen's membership in the Audit Committee terminated on 30 September 2023 as a consequence of the partial demerger of Sampo plc.

As at 31 December 2023, the share of women in Sampo plc's Audit Committee was 60 per cent and the share of men was 40 per cent.

The meeting attendance of Sampo plc's current Audit Committee members in Committee meetings from 1 January–31 December 2023 is presented in the below table:

	<b>Attendance (%)</b>	<b>Meetings attended</b>
Jannica Fagerholm (Chair of the Committee)	100	4/4
Fiona Clutterbuck	100	4/4
Georg Ehrnrooth	100	4/4
Steve Langan	75	3/4
Annica Witschard (member since 17 May 2023)	100	2/2

## Main duties of the Audit Committee

- ▶ Supervises and assesses
  - financial reporting
  - the accuracy of Group financial statements
  - statutory and external audit, the independence of the auditor, auditor's reporting, and purchases of non-audit services
  - the capitalisation, risks, profitability, and liquidity of Group companies and the Group itself
  - the effective operation of the risk management system
  - preparation of and compliance with risk management policies and other related guidelines
- the actions and processes of Sampo Group's compliance functions, significant litigations, and compliance with laws and regulations;
- communications with authorities
- the company's tax position and tax risks.
- ▶ Monitors and evaluates
  - the preparation of non-financial reporting (Sustainability Report)
  - the internal audit's reporting and approves of the internal audit action plan
  - the actions and effectiveness of Sampo Group's internal audit
  - the effectiveness of internal control and other elements of the system of governance
- related party transactions and reporting processes related thereto
- the Group's risks, risk management processes, and the quality and scope of risk management
- processes and risks regarding IT privacy and security
- compliance with risk management principles and other guidelines.
- ▶ Prepares proposals to the AGM concerning the auditor's election and its fees.

## Nomination and Remuneration Committee

According to the Board Diversity Policy, Sampo plc's Nomination and Remuneration Committee shall identify, review and recommend candidates for the Board. The Nomination and Remuneration Committee shall take the following factors into consideration, including such other factors as the Board may determine:

- (I) Regulatory requirements for the members of the Board
- (II) Overall Board composition taking into consideration the appropriate combination of professional experience, skills, knowledge, and variety of viewpoints and backgrounds

- (III) The past performance of incumbent members (attendance, staying informed about the company and its business, participation in the meetings, proven interest in the company's business, and compliance with applicable company policies and guidelines)
- (IV) Allocation and sufficiency of time
- (V) Other criteria (e.g. with respect to new directors, the integrity, judgment, and available time).

At the AGM the Nomination and Remuneration Committee gives an account of how it has conducted its work and explains its proposals.

According to its charter, the Nomination and Remuneration Committee comprises the chair of the Board (who acts as the committee's chair) and two to three members elected from among the members of the Board.

In 2023 the chair of the Nomination and Remuneration Committee was **Björn Wahlroos** until 17 May 2023 and **Antti Mäkinen** thereafter, and the other members were **Christian Clausen**, **Risto Murto**, and **Markus Rauramo**. As at 31 December 2023, the share of men in the Nomination and Remuneration Committee was 100 per cent.

The meeting attendance of Sampo plc's current Nomination and Remuneration Committee members in Committee meetings from 1 January–31 December 2023 is presented in the below table:

	Attendance (%)	Meetings attended
Antti Mäkinen (Chair of the Committee, member since 17 May 2023)	100	6/6
Christian Clausen	100	8/8
Risto Murto	100	8/8
Markus Rauramo	100	8/8

### Main duties of the Nomination and Remuneration Committee

- ▶ Monitors the implementation of the Group remuneration in general.
- ▶ Evaluates the appropriateness of the remuneration of the executive directors and their remuneration structure.
- ▶ Prepares and presents proposals to the AGM on the composition of the Board of Directors and the remuneration of its members as well as on the Remuneration Policy for Governing Bodies.
- ▶ Prepares and presents proposals to the Board of Directors pertaining to:
  - the evaluation of independence of Board members, composition and chair of Board committees and the Board Diversity Policy
  - succession planning of the Board of Directors and top management positions in Sampo Group
  - the appointment of the Group CEO, the Group Chief Audit Executive, and members of the Group Executive Committee, including their fitness and propriety assessments
  - the remuneration and terms of employment of the members of the GEC as well as the actual payments to be made to the GEC members
  - the launch of Sampo Group's long-term incentive schemes based on financial instruments of Sampo plc and the maximum pay-outs based on short-term programmes and long-term incentive schemes
  - Sampo Group Remuneration Principles and Sampo Remuneration Policy for Personnel.
- ▶ Prepares the annual performance evaluation of the Board of Directors.

## Sampo Group CEO



Sampo plc has a managing director who is simultaneously the Group CEO of Sampo Group. The Board of Directors elects and releases the Group CEO and decides on the terms of service and other remuneration.

The Group CEO is in charge of the daily management of Sampo plc, subject to the instructions and control of the Board of Directors. The Group CEO is empowered to take extraordinary and broad ranging actions, taking into account the scope and nature of Sampo plc's operations, only upon authorisation by the Board of Directors. The Group CEO ensures the legal compliance of Sampo plc's accounting and the trustworthy organisation of asset management.

Mr. **Torbjörn Magnusson**, licentiate of engineering, is the managing director of the company and the Group CEO. His Group CEO contract is in force until further notice. The Group CEO contract may be terminated by the company with a notice period of 12 months, for which period the Group CEO is entitled to receive salary. In addition, Magnusson is, due to the terms applied in his previous position in Sampo Group as the CEO of If P&C Insurance Holding Ltd, entitled to a severance compensation corresponding to a maximum of 24 months' fixed salary should i) Sampo plc terminate his service contract or ii) the Group CEO terminate the contract based on either material breach of the contract from the company's part, or based on material changes in the Group CEO's responsibilities due to significant changes in Sampo Group structure or ownership.



## Sampo Group Executive Committee

The Board of Directors has appointed the Sampo Group Executive Committee to support the Group CEO in the preparation of strategic issues relating to the Group, in the handling of operating matters that are significant or involve questions of principle, and in ensuring a good internal flow of information.

The Group Executive Committee addresses especially the following matters: Sampo Group's strategy, profit development, large purchases and projects,

the Group's structure and organisation, as well as key strategic issues pertaining to administration and personnel. In 2023, the Group Executive Committee convened 11 times at the invitation of the Group CEO.

Following the completion of the partial demerger of Sampo plc, the memberships of Patrick Lapveteläinen, former Group CIO, and Petri Niemisvirta, CEO of Mandatum, in the Group Executive Committee ended on 30 September 2023. Meanwhile, Ville

Talasmäki, new Group CIO, joined the Group Executive Committee as of 1 October 2023. Following the changes, the number of the Group Executive Committee members decreased from seven to six members. As at 31 December 2023, the share of women in the Group Executive Committee was 17 per cent and the share of men was 83 per cent.

The following persons served on the Group Executive Committee in 2023:



## Torbjörn Magnusson

### Group CEO, Sampo Group

Born 1963, Licentiate of Engineering

### Positions of trust

**Hastings Group**, Board Member

**If P&C Insurance Holding Ltd**, Chair of the Board

Member of Sampo Group Executive Committee since 2004.



## Knut Arne Alsaker

### Group CFO, Sampo Group

Born 1973, M.Sc. (Econ.)

### Positions of trust

**Hastings Group**, Board Member

**If P&C Insurance Holding Ltd**, Board Member

Member of Sampo Group Executive Committee since 2014.



## Ingrid Janbu Holthe

### Head of BA Private, If P&C Insurance Ltd (publ)

Born 1982, M.Sc. (Econ.), CEMS MIM

### Positions of trust

**Finance Norway (Finans Norge)**, Member of the Executive Committee of P&C Insurance

Member of Sampo Group Executive Committee since 2019.

*Information as at 31 December 2023. In addition, **Patrick Lapveteläinen** and **Petri Niemisvirta** served as members of the Group Executive Committee until 30 September 2023. The CVs of members of the Group Executive Committee can be viewed at [www.sampo.com/management](http://www.sampo.com/management).*



## Ville Talasmäki

### Group CIO, Sampo Group

Born 1975, M.Sc. (Econ.)

### Positions of trust

If P&C Insurance Holding Ltd, Board Member

If P&C Insurance Ltd, Board Member

NOBA Bank Group AB (publ) [former Nordax Bank AB (publ)], Board Member

Member of Sampo Group Executive Committee since 1 October 2023.



## Morten Thorsrud

### CEO, If P&C Insurance Holding Ltd

Born 1971, M.Sc. (Econ.)

### Positions of trust

Hastings Group, Board Member

Euronext, Member of the Supervisory Board

Topdanmark A/S, Board Member

Finance Norway (Finans Norge), Member of the Executive Committee

Member of Sampo Group Executive Committee since 2006.



## Ricard Wennerklint

### Chief of Strategy, Sampo Group

Born 1969, Executive Education, Advanced Management Programme

### Positions of trust

Hastings Group, Chair of the Board

NOBA Bank Group AB (publ) [former Nordax Bank AB (publ)], Board Member

Topdanmark A/S, Chair of the Board

If P&C Insurance Holding Ltd, Board Member

Member of Sampo Group Executive Committee since 2005.

## Patrick Lapveteläinen

### Group CIO, Sampo Group

Born 1966, M.Sc. (Econ.)

Member of Sampo Group Executive Committee 2001–2023.

## Petri Niemisvirta

### CEO, Mandatum Group

Born 1970, LL.M.

Member of Sampo Group Executive Committee 2001–2023.

Information as at 31 December 2023. In addition, **Patrick Lapveteläinen** and **Petri Niemisvirta** served as members of the Group Executive Committee until 30 September 2023. The CVs of members of the Group Executive Committee can be viewed at [www.sampo.com/management](http://www.sampo.com/management).

## Shares and share-based rights held by the Group CEO and the members of the Executive Committee

On 31 December 2023, the Group CEO and other members of the Executive Committee owned, directly or through legal entities controlled by them, Sampo plc's A shares as follows:

• Torbjörn Magnusson	46,268
• Knut Arne Alsaker	43,412
• Ingrid Janbu Holthe	5,588
• Ville Talasmäki	17,801
• Morten Thorsrud	65,788
• Ricard Wennerklint	48,464

The Group CEO and the other members of the Executive Committee did not have holdings in any Sampo plc share-based rights.

# Internal control in Sampo Group

<b>Reporting</b> .....	<b>22</b>
Financial reporting.....	22
Non-financial reporting (Sustainability).....	23
<b>Risk management</b> .....	<b>24</b>
Risk management system.....	24
Risk management reporting and governance framework.....	27
Compliance.....	29
Insider administration.....	30
Whistleblowing.....	30
<b>Principles for related party transactions</b> .....	<b>30</b>
<b>Internal audit</b> .....	<b>31</b>
<b>External auditor</b> .....	<b>32</b>

# Internal control in Sampo Group

The different sectors of Sampo Group's internal control system play a crucial role in ensuring the proper functioning of the Group's corporate governance system.

Internal control means all activities which ensure that Sampo Group's businesses are carried out towards desired targets in accordance with desired policies and practices and in compliance with applicable legal and regulatory requirements. Accordingly, the tasks of internal control are performed by different actors within the organisation starting from top management.

The organisation of internal control and safeguarding its functioning and viability play a key role in the activities of the Board of Directors of Sampo plc. In order to ensure the proper running of operations, Sampo plc's Board has approved Group level policies and guidelines concerning corporate governance, financial target setting, risk management, remuneration, compliance, reporting, and internal audit in conformity with and supplementing the existing legal and regulatory framework. With the policies and guidelines Sampo plc's Board directs the Group's activities towards desired practices and, with appropriate control mechanisms provided by the policies, ensures that potential deviations are discovered without undue delay.

Thus, a successful internal control system presumes not only controlled steering processes for business management, but also appropriate control mechanisms. In Sampo Group, the internal control system includes managing risks as an integrated part of business activities, functions supporting the businesses, as well as control and steering functions, which are organised as independent from the businesses.

In addition to internal control activities within the financial reporting process and risk management, Sampo Group's compliance function, with insider administration supplementing it, together with a fully independent internal audit function form core parts of Sampo plc's internal control system.

## Reporting

### Financial reporting

The financial reporting process aims to ensure that Sampo plc's Board of Directors and executive management have timely and reliable information supporting their decision-making, and that external interest groups can also rely on the financial information provided to them.

To ensure the accuracy of all reporting, the used databases are reconciled on a monthly basis. Several systems and analytical tools are also applied to support efficiency and accuracy in the reporting process.

Group level financial reporting is based on information provided by the parent company as well as the Group companies according to formats and schedules defined by the Group's financial functions. Each Group company is responsible for its respective financial reporting and related internal controls. Consequently, the process ensures the accuracy of the information regarding different business segments prior to reporting to the parent company.

Sampo Group's financial reporting is organised under Group Control and Group Financial Reporting functions and it operates under the Group Chief Financial Officer. The Group Control function prepares and follows Group level and parent company's financial targets and forecasts, follows profit development and forecasts of the Group companies, and takes care of monthly reporting, Group level investment reporting, forecasting of profit development of the Group, as well as quantitative Solvency II reporting. It also produces different types of valuations, market analyses and reviews. The Group Control function is responsible for the Group's annual and quarterly quantitative Solvency II reporting to the supervisory authorities.

The Group Financial Reporting function prepares Sampo Group's quarterly and annual financial reports in accordance with International Financial Reporting Standards (IFRS). The financial reports of the parent company, Sampo plc, are prepared in accordance with Finnish accounting standards (the Finnish GAAP). Quarterly and annual reports are dealt with in the Group's administrative bodies in accordance with applicable procedural rules. In addition, the Group Financial Reporting function prepares the Group's monthly accounts, which form the basis of the monthly analysis prepared by the Group Control function.

A Management Report is distributed on a monthly basis to the members of the Group Executive Committee, and a summary of it is delivered to the members of Sampo plc's Board of Directors on a regular basis.

Profit forecasts are reported quarterly to the Group Executive Committee, the Board and its Audit Committee. Group solvency calculations are also delivered on a quarterly basis to the Group Executive Committee, the Board, and its Audit Committee.

## Non-financial reporting (Sustainability)

Sampo Group is committed to developing the sustainability activities of the Group, as well as the related reporting, indicators, and targets. This is in the interests of, and expected by, the Group's stakeholders.

Sampo plc's Board of Directors has the ultimate oversight of Group level sustainability, covering the entire range of environmental (including climate change), social, and governance (ESG) matters. The Board has assigned its Audit Committee to monitor Sampo Group's sustainability reporting and activities.

The Group CFO, who is a member of the Sampo Group Executive Committee, directs Sampo plc's Sustainability function. The Group CFO also ensures that adequate reporting on sustainability matters is provided to the Group CEO.

The Sustainability function of Sampo plc, led by the Head of Sustainability, is responsible for the development and coordination of sustainability at Group level. The function prepares the Group level sustainability reporting and the sustainability programme, which sets the direction for the Group's sustainability work. In addition, the function sets schedules, requests, and Group level guidance to the Group companies and organises regular sustainability meetings.

At each Group company, various business areas, operational departments, and functions are actively involved in the Group's sustainability endeavours and reporting. Group level sustainability reporting is largely based on information provided by the Group companies according to formats and schedules defined by Sampo plc's Sustainability function. Each Group company is responsible for its respective reporting to the parent company to ensure correctness of information.

Sampo Group's Sustainability Report is published annually and as soon as possible after the publication of the Board of Directors' Report and Financial Statements, but no later than 30 June. The Sustainability Report 2023, covering the period from 1 January to 31 December 2023, will be published around the turn of March and April 2024.

## Risk management

The Board of Directors of Sampo plc is responsible for ensuring that the Group's risks are properly managed and controlled. The Board establishes both the risk management principles and closely connected remuneration principles and provides guidance on the risk management governance structure and internal control in the business areas. Working within the framework of these principles and guidelines, the Group companies tailor their risk management practices to take account of the special features of their respective business activities. The Board makes decisions on strategy, return targets, and overall guidelines regarding capital management.

The Board's Audit Committee is responsible, on behalf of the Board of Directors, for preparing Sampo Group's Risk Management Principles and related guidelines and, in turn, the Nomination and Remuneration Committee is responsible for preparing the Group's Remuneration Principles, which are closely connected with the Risk Management Principles.

The duty of Sampo Group's Risk Management function is to control the effective operation of the risk management system within the Group companies and to monitor, review, and report on Group level risks and risk management, including the parent company.

### Risk management system

High-quality, comprehensive risk management facilitates that Sampo plc's executive management and Board of Directors are constantly aware of the Group companies' business-related risks and their ability to carry the financial and other risks related to business activities.

Sampo Group's business activities and therefore also their corresponding risk management activities are mainly performed by the Group companies. The illustration on the next page presents the prerequisites, tasks, and targets of company level risk management.

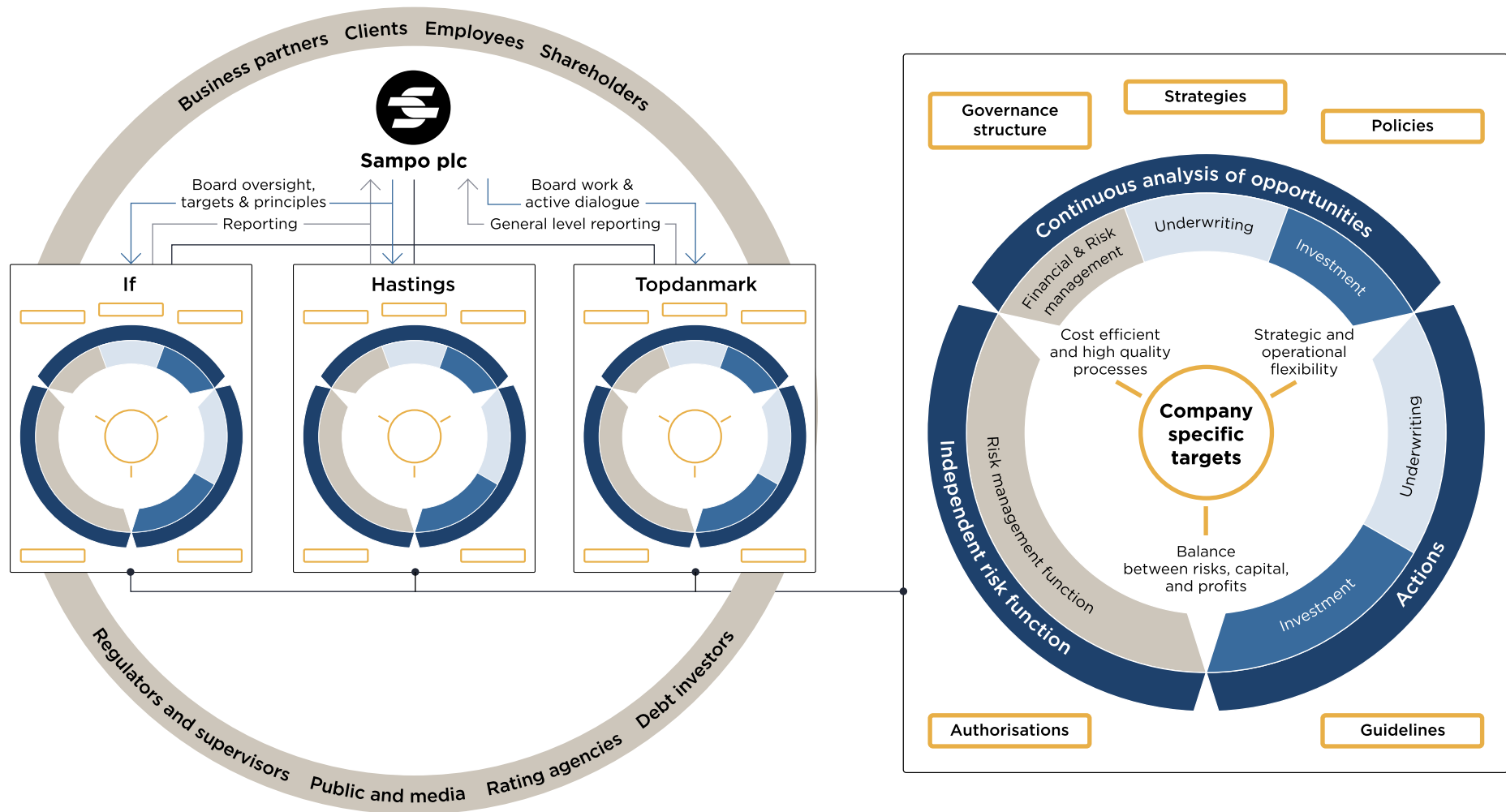
The Group companies' risk management is based on the Risk Management Principles established by the parent company. The Group companies organise their own risk management based on these Group level principles taking into account the business-specific characteristics as well as laws and regulations.

The prerequisites for facilitating successful risk management include the following:

- risk management governance structure and authorisations and clear division of responsibilities between business lines and independent functions
- companies' own risk policies and more detailed instructions related to risk management
- prudent valuation, risk measurement, and reporting procedures.



### Sampo Group's steering framework



The tasks included in the risk management process can be classified as follows:

**Measuring and reporting of risks, capital, and earnings:**

Financial and risk management functions are explicitly responsible for preparing the above prerequisites for risk management and operationally they are responsible for independent measurement and control, including monitoring of operations in general as well as profitability, risk, and capitalisation calculations.

**Continuous analysis of opportunities and risks:**

Business units and financial and risk management functions are both active in supporting the business with continuous analysis and assessment of opportunities. The insurance and investment business units assess business opportunities, especially their risk return ratios, on a daily basis. In the financial and risk management functions, on the other hand, a considerable amount of time is spent on risk analysis and reporting as well as capital planning.

**Actions:** Transactions representing the actual insurance and investment operations are performed in accordance with the given authorisations, risk policies and other instructions. These actions are the responsibility of business and investment functions. Activities related to capitalisation and liquidity positions are included in this part of the process.

In Sampo Group, proactive profitability, risk, and capital management actions are seen as the most important phase in the risk and capital management processes. Hence, risk policies, limits, and decision-making authorisations are set up in a way that they, together with profitability targets, facilitate business and investment units to take carefully considered risks.

High-quality execution of the above-mentioned tasks contributes to the achievement of the three central targets of risk management:

**1) Balance between risks, capital, and earnings:**

- risks affecting the profitability as well as other material risks are identified, assessed, and analysed
- capitalisation is adequate in terms of risks inherent in business activities and strategic risks, taking into account the expected profitability of the businesses
- risk-bearing capacity is allocated into different business areas in accordance with the strategy
- underwriting risks are priced reflecting their inherent risk levels, expected returns of investment activities are in balance with their risks, and consequential risks are mitigated sufficiently.

**2) Cost-efficient and high-quality processes:**

- client service processes and internal operational processes are cost efficient and of high quality
- decision-making is based on accurate, adequate, and timely risk-based information
- continuity of operations is ensured and in case of discontinuity events, recovery is fast and comprehensive.

**3) Strategic and operational flexibility:**

- external risk drivers and potential risks are identified and assessed, and the company is in good position, in terms of capital structure and management skills, to react to changes in business environment
- corporate structure, knowledge, skills and processes in companies facilitate effective implementation of changes.

When the above targets are met, risk management is contributing positively to return on equity and mitigating the yearly fluctuations in profitability. Risk management is therefore considered to be one of the contributors in creating value for the shareholders of Sampo plc.

## Risk management reporting and governance framework

Sampo Group's risk management reporting is divided into four separate business areas, which are If, Topdanmark, Hastings, and the parent company (Sampo plc).

Sampo plc's Board of Directors and the Audit Committee, together with the boards of directors of the Group companies, share the overall responsibility for the Group's risk management system. The business units are responsible for day-to-day risk management decisions within the framework of the provided principles, guidelines, and authorisations (limits). The Sampo Group Risk Committee ensures effective communication and cooperation regarding risk management and risk reporting within Sampo Group.

The risks of If are monitored by the Own Risk and Solvency Assessment Committee (together with its subcommittees) and the Investment Control Committee.

In Topdanmark, risks are monitored by the risk management function. The function reports to the Risk Management Committee, which is responsible for risk policies, risk limits, solvency calculations, capital plans, Topdanmark's own risk and solvency assessment, and Topdanmark's partial internal model for non-life insurance risks.

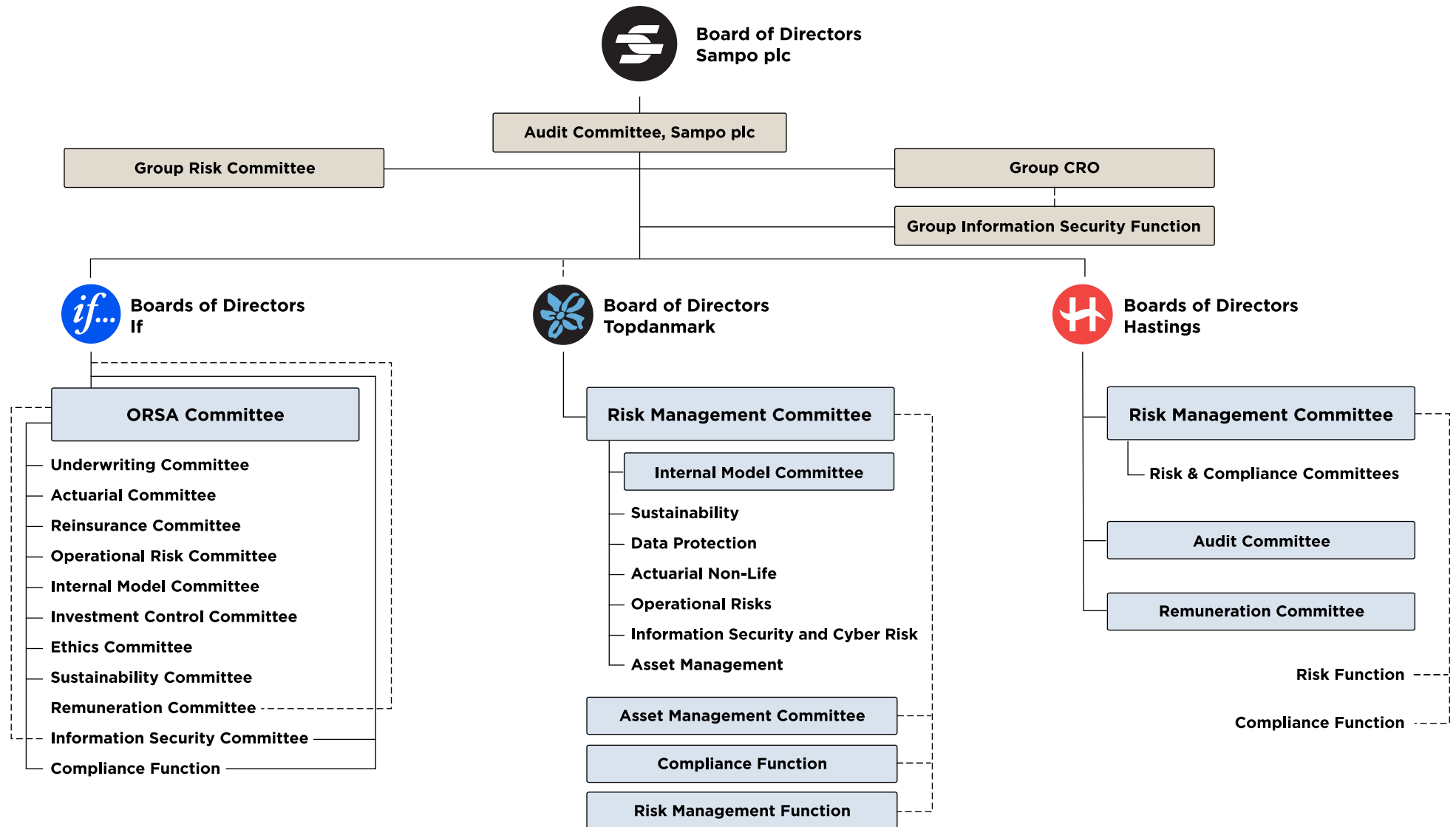
In Hastings, both Hastings Insurance Services Limited ("HISL") and Advantage Insurance Company Limited ("AICL")<sup>2</sup> have their own Risk and Compliance functions, with established monitoring and reporting protocols to assist business operations in the

identification, monitoring, and mitigation of risks, classified within a risk taxonomy. These functions also ensure appropriate and timely reporting to the relevant boards and committees.

More detailed information on Sampo plc's risk management is available in Sampo plc's **Risk Management Report** at [www.sampo.com/year2023](http://www.sampo.com/year2023).

<sup>2</sup>HISL is a UK regulated intermediary, and is responsible for end customer pricing, fraud management, product design, distribution, and management of the underlying customer relationships. The underwriting business, AICL, based in Gibraltar and regulated by the Gibraltar Financial Services Commission, engages in risk selection, technical risk pricing, reserving, and claims handling.

### Risk management governance framework in Sampo Group



## Compliance

In Sampo Group, compliance is an activity supporting business activities while being independently administered, ensuring the compatibility with applicable norms of all Group activities.

The starting point of the Sampo Group Compliance Principles is that compliance with norms is an established part of Sampo plc's corporate culture, and the principles ensure that compliance activities are properly organised in Group companies, and that the business organisation is capable of responding to the changing requirements of the business environment. The guidance contains the perceived common denominators of successful compliance activity – a set of general principles that describe essential features of effective compliance activities within the context of the business environment in which Sampo Group companies are operating. The principles do not, however, limit the flexibility of each Group company when addressing its own specific needs in relation to compliance.

Sampo Group Compliance Principles apply to all Sampo Group companies. It should, however, be noted that Sampo Group companies operate in several different jurisdictions, thus being under an obligation to abide with local legislation as well as authority rules and regulations. Consequently, the principles have been defined to facilitate the deployment of a set of tools and procedures serving best the individual needs for each company and local operating environment, and ensure full compliance without jeopardising operational efficiency. The aforesaid obviously implies that the compliance function in each Group company must always meet the local standards and other requirements.

According to the approved principles all compliance activity is designed to ensure that all business activities, as well as the reporting of financial results and risks, are at all times compliant with laws, authority regulations, and internal guidelines and principles.

The compliance function also ensures that any applicable new legislation and regulation is fully enforced in Group companies' guidelines and day-to-day business activities.

According to the principles, the Group companies are permitted to organise their compliance activities operationally and organisationally as they deem pertinent and effective.

Reporting of compliance activities is organised in each Group company as deemed appropriate and sufficient locally. Compliance matters are also regularly reported to the parent company's Board of Directors' Audit Committee, as determined in the Sampo Group Compliance Principles. Sampo plc's compliance organisation is responsible for compiling these reports on the basis of the subgroup specific reports provided by the Group companies.

The CEO of Sampo Group is responsible for the proper organisation of the compliance function in the parent company and the Group as a whole. The Board of Directors of each Group company ensures that the Group company has sufficient resources to organise effective internal control and compliance, while each Group company's Managing Director is responsible for organising the respective Group company's compliance function.

## Insider administration

Given the nature of Sampo Group's business areas, especially bearing in mind the extensive investment activities of Sampo Group companies, Sampo plc's Board of Directors has approved separate Guidelines for Insiders that is binding on all persons employed by Sampo Group as well as on members of Sampo plc's Board of Directors. In addition to current supranational law, such as the Market Abuse Regulation (Regulation (EU) No 596/2014 of the European Parliament and of the Council ("Market Abuse Regulation")), applicable national law, including Nasdaq Helsinki's Guidelines for Insiders and the Financial Supervisory Authority's regulations, as well as statements and interpretations, have been taken into account in compiling the Guidelines for Insiders.

The Group Executive Committee, all Sampo plc's employees and other Group's employees working with interim statements and other financial announcements, and persons having access to such documents before publication thereof are under the following restrictions on trading:

- persons must not conduct any transactions relating to the financial instruments of Sampo Group during a closed window of 30 calendar days before the announcement of financial reports (so called extended closed window)
- persons are prohibited from having so called short-term positions which refers to a situation where the period between the acquisition and disposal or the disposal and the acquisition of the same shares is less than one month.

In addition to regulatory supervision, compliance with the obligations under the Guidelines for Insiders and the underlying legislation is supervised by the Insider Administration, which is a group function centralised in Sampo plc and led by the person in charge of insider matters.

Sampo Group's Guidelines for Insiders is available at [www.sampo.com/insiders](http://www.sampo.com/insiders).

As a Nasdaq Copenhagen listed entity, Topdanmark A/S has its own insider procedure applicable to Topdanmark's financial instruments, as is required by Danish regulations.

## Whistleblowing

Sampo plc has a whistleblowing channel, which is based on the Market Abuse Regulation.

In connection with the entering into force of the Market Abuse Regulation, Sampo plc adopted an internal procedure for all employees to report infringements of both internal and external rules and regulations. All whistleblowing notifications are investigated promptly in a confidential manner while protecting the identity of the whistleblower as far as possible. During 2023, no whistleblowing notifications were reported.

Sampo Group companies have established their own whistleblowing channels designed to serve their personnel and relevant interest groups.

## Principles for related party transactions

Sampo Group companies may not, as a general rule, enter into an agreement with related parties subject to terms and conditions that differ from those Sampo plc or its Group companies normally apply, or other agreements that are not commercially justified, with or for the benefit of certain individuals. All related party transactions shall be based on written agreements in accordance with the relevant local regulation and in the ordinary course of business and on arm's length terms.

Related party transactions in Sampo Group are traditionally purchases of internal services, or other services or products that are part of the ordinary business of a Group company.

Sampo Group's guidelines on related party transactions apply to all Group companies and they set the groupwide principles for monitoring and assessing as well as decision making and reporting of related party transactions. The rules for the company level identification, decision making, and reporting processes are set in the company level policies of each Group company, as approved by the Board of Directors of each Group company.

Related party transactions that are not part of the company's ordinary course of business or are made in deviation from customary commercial terms, require a decision of Sampo plc's Board of Directors to carry out the related party transaction. Such related party transactions shall be reported to the Group Compliance prior to entering into the transaction.

Each Sampo subgroup shall maintain a register of the related parties linked to the company within Sampo Group by close links and the reported related party transactions. An accumulated list concerning the agreements of the related parties of Sampo plc is sent to Sampo plc's Board of Directors or its committee annually. The Board of Directors or its committee must monitor and assess how agreements and other legal acts between the company and its related parties meet the requirements of ordinary activities and arm's length terms.

Additionally, in accordance with the Solvency II regulation, Sampo Group companies must report all significant related party transactions to the relevant supervisory authorities.

## Internal audit

Internal Audit is a function independent of business operations, which evaluates the efficiency and effectiveness as well as the maturity of the internal control system within Sampo Group. The function helps the organisation to accomplish its objectives by a systematic, disciplined approach to evaluate and improve the effectiveness of the risk management, control, and governance processes. The Group function is organised under the Board of Directors of Sampo plc and it reports to Sampo plc's Board and Audit Committee. It is managed by the Group Chief Audit Executive, who is appointed by the Board of Directors of Sampo plc. Internal audit functions are established in each subgroup and legal entity as regulations demand and approved by the respective Board of Directors or equivalent.

The work is carried out in accordance with the Sampo Group Internal Audit Policy, approved by the board of directors of each Group company. According to the Policy, the Internal Audit applies the mandatory guidance of the Institute of Internal Auditors as applicable.

The Internal Audit establishes an internal audit activity plan for the regulated companies. A period for the activity plan may be defined in the subgroups. The plans are updated annually and approved by the board of directors in the respective legal entity. The plans of the subgroups are presented for Sampo plc's Audit Committee's information. The approach is risk based and it considers the focus areas of the business operations. The External Audit is informed about the internal audit activity plans.

The Internal Audit function reports on the audits and follow-up activities performed to the Board of Directors of the legal entities, and to Sampo plc's Audit Committee. Company-specific audit observations are reported to the respective companies' management. Furthermore, the function submits activity reports to Sampo plc's Audit Committee and the Board of Directors in all regulated entities at least twice a year. These reports include any significant deficiencies detected, including follow-up issues related to the risks not been mitigated or remedied according to the agreed action plans. In addition, an annual internal audit report is issued for Sampo Group.

The Group Chief Audit Executive is responsible for ensuring that a quality assurance and improvement programme is established in the internal audit functions. The results are reported to Sampo plc's Audit Committee.

## External auditor

- **Deloitte Ltd**

Authorised Public Accountant Firm

- **Jukka Vattulainen, Authorised Public Accountant**

Principally responsible auditor

Audit firm Deloitte has acted as Sampo plc's as well as If Group's and Hastings Group's Auditor in 2023. KPMG P/S was elected as Topdanmark's Auditor in 2023.

The fees paid by Sampo Group companies to audit firm Deloitte for statutory audit services in 2023 totalled approximately EUR 4,031,700. In addition, Sampo Group companies paid audit firm Deloitte a total of approximately EUR 460,000 in fees for non-audit services, which is at most 11 per cent of the fees paid by Sampo Group companies to audit firm Deloitte for statutory audit services.

The fees paid by Sampo plc to Deloitte Ltd for statutory audit services invoiced in 2023 totalled approximately EUR 1,165,500. In addition, Sampo plc paid Deloitte Ltd a total of approximately EUR 53,400 in fees for non-audit services.

Sampo plc's AGM held on 17 May 2023 elected Deloitte Ltd to act as Sampo plc's Auditor with APA Jukka Vattulainen as the auditor with principal responsibility. APA Jukka Vattulainen has acted as Sampo plc's principally responsible auditor since May 2021.



# 2023

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