

20 September 2024

Announcement no. 23/2024

## Request for delisting of Topdanmark A/S' shares from Nasdaq Copenhagen A/S

With reference to Topdanmark A/S' ("**Topdanmark**") announcement no. 22/2024 of 20 September 2024 regarding Sampo plc's ("**Sampo**") decision to initiate a compulsory acquisition of the shares held by remaining shareholders in Topdanmark in accordance with sections 70-72 of the Danish Companies Act, Topdanmark has today, upon request from Sampo, submitted a request to Nasdaq Copenhagen A/S ("**Nasdaq Copenhagen**") to have Topdanmark's shares (ISIN DK0060477503) removed from trading and official listing on Nasdaq Copenhagen.

If Nasdaq Copenhagen accepts the request, the last day of trading will expectedly be Friday 18 October 2024, being the last business day within the four-week compulsory acquisition period.

The compulsory acquisition and the request for delisting of Topdanmark's shares are made in connection with completion of the recommended public tender offer (share exchange offer) made by Sampo to the shareholders of Topdanmark. Materials regarding the exchange offer and the compulsory acquisition have, subject to certain restrictions, been made available on Topdanmark's website <https://www.topdanmark.dk/shares> and on Sampo's website <https://www.sampo.com/topdanmark>.

### **Please direct any queries to:**

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**Forward-looking statements**

This announcement includes “forward-looking statements.” These statements may not be based on historical facts but are statements about future expectations. When used in this announcement, the words “aims,” “anticipates,” “assumes,” “believes,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “should,” “will,” “would” and similar expressions as they relate to Sampo, Topdanmark or the exchange offer identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. Forward-looking statements are set forth in a number of places in this announcement, including plans and expectations with regard to the exchange offer. These forward-looking statements are based on present plans, estimates, projections and expectations and are not guarantees of future performance. They are based on certain expectations, which may turn out to be incorrect. Such forward-looking statements are based on assumptions and are subject to various risks and uncertainties. Shareholders should not rely on these forward-looking statements. Neither Sampo nor Topdanmark, nor any of their respective affiliates, advisors or representatives or any other person undertakes any obligation to review or confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise after the date of this announcement.

This announcement contains financial information regarding the businesses and assets of Sampo and Topdanmark and their consolidated subsidiaries. Such financial information may not have been audited, reviewed or verified by any independent accounting firm. Certain financial data included in this announcement consists of “alternative performance measures.” These alternative performance measures, as defined by Sampo and Topdanmark, may not be comparable to similarly titled measures as presented by other companies, nor should they be considered as an alternative to the historical financial results or other indicators of Sampo's and Topdanmark's cash flows based on International Financial Reporting Standards (“IFRS”). Even though the alternative performance measures are used by the management of Sampo and Topdanmark to assess the financial position, financial results and liquidity and these types of measures are commonly used by investors, they have important limitations as analytical tools and should not be considered in isolation or as substitutes for analysis of Sampo's and Topdanmark's financial position or results of operations as reported under IFRS.

This announcement includes estimates relating to the cost and revenue synergy benefits expected to arise from the exchange offer (which are forward-looking statements), which have been prepared by Sampo and are based on a number of assumptions and judgments. Such estimates present the expected future impact of the exchange offer on, following completion of the exchange offer, the combined group's business, financial condition and results of operations. The assumptions relating to the estimated cost and revenue synergy benefits and related integration costs are inherently uncertain and are subject to a wide variety of significant business, economic, and competitive risks and uncertainties that could cause the actual cost and revenue synergy benefits from the exchange offer, if any, and related integration costs to differ materially from the estimates in this announcement. Further, there can

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be no certainty that the exchange offer will be completed in the manner and timeframe described in this announcement.

### **Important notice**

Sampo's A shares, including the new A shares issued as part of the exchange offer, have been admitted to trading and official listing on Nasdaq Copenhagen A/S pursuant to a prospectus (within the meaning of the Regulation (EU) 2017/1129, as amended), which has been approved by the Finnish Financial Supervisory Authority.

The new A shares in Sampo have not been and will not be listed on a U.S. securities exchange or quoted on any inter-dealer quotation system in the United States. Neither Sampo nor Topdanmark intends to take any action to facilitate a market in the new shares in Sampo in the United States.

The new A shares in Sampo have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities approved or disapproved the exchange offer, passed comment upon, or endorsed the merit of, the exchange offer or the accuracy or the adequacy of the disclosure in relation to the exchange offer. Any representation to the contrary is a criminal offence in the United States.

The securities referred to in this announcement have 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.

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