

## Proposal of the Board of Directors for

# Authorising the Board of Directors to resolve on the issuance of shares and special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting authorises the Board of Directors to resolve on the issuance of, in total, a maximum of 50,000,000 Mandatum plc shares through issuance of shares or by issuing special rights entitling to shares under Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, such as option rights, in one or more issues.

Under the proposed authorisation, the Board of Directors may resolve to issue either new shares or treasury shares held by the Company. The proposed maximum amount of the authorisation corresponds to approximately 9.96 per cent of all the shares in the Company.

The new shares may be issued and treasury shares held by the Company may be transferred to the Company's shareholders in proportion to their existing shareholdings in the Company or, in deviation from the shareholders' pre-emptive subscription right in a directed manner, if there is a weighty financial reason for the Company, such as using the shares as consideration in possible corporate transactions or other arrangements that are part of the Company's business, to finance investments or to implement the Group's commitment, incentive or remuneration schemes.

The maximum number of shares to be issued for the implementation of the Group's commitment, incentive or remuneration schemes shall not, in total, exceed 5,000,000 shares, which corresponds to approximately 1.0 per cent of all the shares in the Company. For the sake of clarity, the number of shares in question is included in the above-mentioned maximum amount of the issuance authorisation.

The Board of Directors is currently planning to use the proposed authorisation for potentially at least organising a directed share issue during 2024, in which Mandatum Group's personnel would be offered shares in the Company for subscription. The purpose of the personnel share issue would be to encourage the personnel to acquire and own shares in the Company and to commit them to the Company's long-term strategy and goals.

The Board of Directors shall be authorised to resolve on all other terms and conditions and matters related to the issuance of shares and special rights. It is proposed that the authorisation be valid for a period of 18 months from the Annual General Meeting's resolution. The Board of Directors has no previous authorisations regarding the issuance of shares or special rights entitling to shares.

19 March 2024

MANDATUM PLC  
Board of Directors

