



# Articles of Association (unofficial translation)

Mandatum plc

1 October 2023



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**1 § BUSINESS NAME OF THE COMPANY**

The Company's business name is Mandatum Oyj in Finnish, Mandatum Abp in Swedish and Mandatum plc in English.

**2 § DOMICILE OF THE COMPANY**

The domicile of the Company is Helsinki.

**3 § BUSINESS AREA OF THE COMPANY**

The Company acts as the parent company of its Group, which focuses on life insurance, asset management, fund management and other related business, and performs certain centrally managed functions. The Company may also own and manage shares, other securities and real estate, and engage in securities trading and other investment activities.

**4 § BOOK-ENTRY SECURITIES SYSTEM**

The Company's shares are entered in the book-entry securities system.

**5 § BOARD OF DIRECTORS**

The Board of Directors shall comprise no fewer than three (3) and no more than ten (10) members.

The term of office of a member of the Board of Directors is one (1) year commencing immediately after the General Meeting of Shareholders at which the member was elected, and expiring at the end of the Annual General Meeting following the election.

**6 § MANAGING DIRECTOR**

The Company shall have a Managing Director, who is also the Chief Executive Officer of the Group.

**7 § AUTHORISATION TO SIGN FOR THE COMPANY**

Signing rights on behalf of the Company are held by members of the Board of Directors and the Managing Director, two jointly, and by persons authorised by the Board of Directors either two jointly or each separately with the Managing Director.

The Board of Directors may appoint proxies to sign on behalf of the Company, either two jointly or each separately with a person authorised to sign for the Company.

**8 § AUDITORS**

The Company shall have one (1) Auditor which must be an auditing firm authorised by the Finnish Patent and Registration Office.

The Auditor's term of office shall last from their election until the end of the following Annual General Meeting.

**9 § FINANCIAL YEAR**

The Company's financial year is the calendar year.

## 10 § GENERAL MEETING OF SHAREHOLDERS

The Company's shareholders exercise their decision-making power with respect to the Company's affairs at a General Meeting of Shareholders. General Meetings are held in Helsinki.

The Board of Directors may decide that shareholders may attend a General Meeting so that the shareholders fully exercise their decision-making powers during the meeting by means of telecommunication and a technical device.

The Board of Directors may also decide that a General Meeting shall be held without a meeting venue so that the shareholders fully exercise their decision-making powers in real time during the meeting by means of telecommunication and a technical device.

To be entitled to attend a General Meeting, a shareholder must give notification of their intention to attend to the Company no later than on the date mentioned in the meeting notice, which may be no earlier than ten (10) days prior to the meeting.

## 11 § NOTICE OF THE GENERAL MEETING

A notice of the General Meeting must be published on the web page of the Company no later than three (3) weeks before the General Meeting and no later than nine (9) days before the record date of the General Meeting referred to in Chapter 5, Section 6 a of the Finnish Companies Act.

The manner in which other information is to be conveyed to shareholders will be determined by the Board of Directors separately in each case.

## 12 § PROCEDURE OF THE GENERAL MEETING

A General Meeting of Shareholders shall be opened by the Chairman or Vice Chairman of the Board of Directors or, in the event of their being prevented from doing so, by the Managing Director, after which those shareholders present and entitled to exercise their votes will elect a Chairman for the Meeting.

Any ballot held at the General Meeting will be carried out in the manner determined by the Chairman of the Meeting.

In the event of a tie, the Chairman's vote shall be the casting vote.

## 13 § ANNUAL GENERAL MEETING

The Annual General Meeting must be held before the end of June on a date set by the Board of Directors.

The Annual General Meeting shall

receive

1. the financial statements and the Report of the Board of Directors;
2. the Auditors' report;

decide on

3. the adoption of the financial statements;

4. the use of the profit shown on the balance sheet;
5. the release from liability of the members of the Board of Directors and the Managing Director;
6. if necessary, the remuneration policy;
7. the approval of the remuneration report;
8. the number of members of the Board of Directors and their fees;
9. the fees of the Auditor;

elect

10. the members of the Board of Directors;
11. the Auditor and

discuss

12. any other business on the meeting agenda.

## **14 § ARBITRATION CLAUSE**

Any dispute arising between the Company on the one hand, and the Board of Directors, a member of the Board of Directors, the Managing Director, the Auditor or a shareholder on the other hand, is to be resolved by arbitration as prescribed in the Finnish Arbitration Proceedings Act.



**Mandatum plc**

Registered domicile and address:  
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[www.mandatum.fi](http://www.mandatum.fi)