

24 October 2024

Remuneration policy for Topdanmark

Topdanmark Forsikring A/S • Borupvang 4 • DK-2750 Ballerup •
Denmark Tel +45 44 68 33 11 • CVR no. 78416114
www.topdanmark.com • E-mail: topdanmark@topdanmark.dk



Introduction

This remuneration policy ("the Remuneration Policy") is adopted by the Board of Directors of Topdanmark A/S ("TD") and , Topdanmark Forsikring A/S ("TDF"), and it applies to TD and TDF (jointly Topdanmark) as well as indirectly to all other financial companies and financial holding companies within the Topdanmark Group.

Oona Health A/S and the subsidiaries Forsikringsselskabet Dansk Sundhedssikring A/S, PrimaCare A/S, and the Swedish company DSS Hälsas AB (jointly "Oona Health") became part of the Topdanmark Group as at 1 December 2023. Oona Health decides on their own company-specific remuneration policy within the framework provided by this Remuneration Policy, and which Topdanmark influences through the processing and resolution on the annual general meeting of the Oona Health companies.

The remuneration policy is prepared in accordance with the Commission's delegated regulation on the supplementing directive of the European Parliament and of the Council on the taking-up and pursuit of the business of Insurance and Reinsurance (Solvency II), the Insurance Business Act ("LFV"), the Executive Order on remuneration policies and remuneration in insurance undertakings and insurance holding undertakings ("the Executive Order"), the Danish Companies Act, the recommendations for Corporate Governance ("CG recommendations") from the Committee on Corporate Governance as well as the Shareholder Rights Directive.

Objectives

The overall purpose of Topdanmark's remuneration policy is to ensure transparency and shareholder influence on Topdanmark's remuneration.

The remuneration policy must

- Strengthen the attraction, retention and motivation of qualified members of Topdanmark's management,
- ensure consistency between the interests of management, the company, the Sampo plc ("Sampo") Group ("the Sampo Group"), and the ultimate shareholders, and
- contribute to optimisation of long-term value creation at both Group level as well as Sampo Group level, and support Topdanmark's business strategy.

The remuneration policy

- considers and must be managed in accordance with Topdanmark's business and risk management strategy, risk profile, objectives, risk management practices and long-term interests and results, when setting management remuneration
- promotes good and efficient risk management,
- when preparing and assessing remuneration components, the remuneration policy must not

prompt risk-taking that exceeds Topdanmark's overall risk tolerance limits in relation to the capitalisation or risk tolerance limits set out in policies and guidelines for specific risk areas

- must ensure that conflicts of interest are prevented,
- must not contravene Topdanmark's obligation to act in the interests of customers, or prompt Topdanmark or Topdanmark's employees to recommend a specific insurance product to the customer when Topdanmark offers another product that better meets the customer's needs, and
- contributes to Topdanmark's sustainability by ensuring that the objectives set for incentive pay support Topdanmark's business development and innovation and do not prompt conduct in violation of Topdanmark's sustainability policy.

The share price of Sampo's listed A share reflects the anticipated value creation at Sampo Group level. This is one of the reasons why Topdanmark believes that share-based incentive pay, including revolving share options and or phantom shares/phantom share units that ensure that management is exposed to the development in the share price of Sampo's listed A share, and thus encourages individual managers to make decisions which support value creation as much as possible from a holistic perspective.

The decision of the application of short-term and long-term incentive remuneration has been made for the purpose of securing a balance between short-term and long-term results.

In addition to a policy on salaries, the remuneration policy also includes the pension policy and the guidelines for granting variable salary components, severance pay and identification of other employees whose activities have material impact on Topdanmark's risk profile.

Those covered by the remuneration policy

Topdanmark's remuneration policy applies to all financial companies and financial holding companies within the Topdanmark Group, and in accordance with the Executive Order on remuneration policies and remuneration in insurance undertakings and insurance holding undertakings ("the Executive Order"), Topdanmark's remuneration policy covers the Board of Directors, the Executive Board and other employees whose activities have material impact on Topdanmark's risk profile ("Material Risk Takers") and, as provided by the Executive Order, employees involved in control functions and audit. The Executive Board includes the members of Topdanmark's Executive Board who are registered with the Danish Business Authority.

Material Risk Takers

The Executive Order provides that, in addition to the Board of Directors and the Executive Board, Material Risk Takers are:

1. employees defined as key personnel in accordance with section 127 of LFV
2. the head of a control function
3. the head of internal audit
4. the head of actuarial services
5. the head of insurance and the heads of organisational units under insurance
6. the head of reinsurance
7. the head of asset management
8. employees who received total salaries of EUR 500,000 or more in the previous accounting year, and
9. employees among the 0.3% of Topdanmark's employees who received the highest total salaries in the company in the previous accounting year.

The Board of Directors has furthermore assessed that the following employees are Material Risk Takers, either directly or indirectly

10. other grade A and grade B+ managers.

Based on these criteria, the Board of Directors regularly decides which employee groups, in addition to the Board of Directors and the Executive Board, are to be defined as Material Risk Takers in Topdanmark.

A list of Material Risk Takers in Topdanmark will be prepared. The list will be updated regularly, and the Board of Directors will ensure it is updated at least once a year, together with a review and control of the remuneration policy and the observance of it.

Remuneration for the Board of Directors

The remuneration paid to the Board of Directors of TD is based on a fixed basic cash remuneration adopted by the shareholders at the Annual General Meeting. The Chairman of TD receives triple and the Deputy Chairman double the ordinary remuneration. The Chairman of the Audit and Risk Committee receives 75% of the basic remuneration, while the other members of the Audit and Risk Committee receive 50% of the basic remuneration. The members of the Remuneration Committee receive 25% of the basic remuneration. The members of the Nomination Committee receive no separate remuneration for performing the duties of this committee.

No separate remuneration is paid for directorships in the subsidiaries of the Topdanmark Group. However, the Chairman and Deputy Chairman receive remuneration for performing the chairmanship duties of TDF (non-life insurance) representing 50% and 25% respectively of the basic remuneration.

Members of the Board of Directors of TD may be compensated for travel expenses incurred as part of their duties as members of the Board of Directors, and for social charges and similar taxes related to their board membership fees, imposed on them by foreign authorities.

Among other things, to be able to attract qualified board members, Topdanmark takes out general directors and officers liability insurance (D&O insurance). The Board of Directors is covered by Topdanmark's D&O insurance for the time being. If the insurance cover is inadequate, Topdanmark will indemnify Topdanmark's board members against any liability and/or claims that may be or will be made against them personally as a result of their duties in Topdanmark to the greatest possible extent within the framework of the remuneration policy, the company's articles of association and applicable laws. The following liabilities or claims are not covered by Topdanmark's indemnification:

1. Any liability or claim covered by Topdanmark's D&O insurance in force at any time
2. Any liability or claim arising from a board member breaching the statutory duties towards Topdanmark
3. Any liability or claim made against a board member as a result of the board member's fraudulent behaviour, fraud, criminal offence, improper behaviour, gross negligence or intentional actions, and
4. Any liability or claim against the board member which may be contrary to applicable law at any time to indemnify the board member for.

The indemnification will also cover any negative taxwise consequences for the board member which should arise from the cover being rendered through indemnification and not through a D&O insurance.

The indemnification is solely for the benefit of the board member, and no third party will thus be able to rely on or make claims against Topdanmark as a consequence hereof.

Under the framework set by the annual general meeting, the Board of Directors is authorised to set the procedural and administrative decisions and other necessary directions which apply for the indemnification scheme.

To avoid any potential conflict of interests, the practical administration of a concrete exemption or indemnity should be managed by an independent commission or similar body which consists of one or more persons who, in relation to the board, are considered independent in relation to the indemnity, and who are specifically appointed by the company's legal director, and if necessary the company's legal director is assisted by the company's external lawyer at all times. The decision on indemnity pursuant to the indemnification scheme may, if necessary, be the subject of a legal assessment carried out by the company's external lawyer, in which it is determined whether the claim in

question is covered by the indemnification scheme.

Any claim for indemnification, including whether a board member's conduct is covered by the indemnification scheme, must be processed and decided according to Danish law.

The indemnification scheme is in force until the ordinary annual general meeting in 2028.

The Board of Directors does not receive pension contributions from Topdanmark.

The Board of Directors is not granted any type of variable salary.

The purpose of the selected remuneration structure for the Board of Directors is to attract and retain Board members with the required competencies. When setting the

remuneration level, the directors' fee at comparable companies are considered. There are no special retention- or severance programmes for members of the Board of Directors.

Members of the Board of Directors elected by the Annual General Meeting are elected for a one-year period. There are no special terms for resignation and termination for members of the Board, including compensation in the event of resignation from the Board.

Remuneration of the Executive Board, other Grade A and B+ managers as well as other Material Risk Takers

Remuneration components:

The remuneration paid to the Executive Board, other Grade A and B+ managers as well as other Material Risk Takers can be made up of the following remuneration components:

- Fixed basic remuneration, including pension and company car
- Additional remuneration
- Other benefits
- Employee shares
- Option-based long-term incentive programme, including long-term phantom equity plan ("LTI programme")
- Cash- and share-based short-term incentive programme, including cash and short-term phantom equity plan ("STI programme")
- Extraordinary variable remuneration.

While the fixed remuneration components, including additional fees, pensions and monetary and non-monetary benefits, should primarily reflect relevant work experience and organisational responsibility, variable remuneration should primarily reflect sustained and risk-adjusted results as well as results beyond what is expected relative to the recipient's relevant work experience and organisational responsibility.

The purpose of the fixed remuneration components is primarily to give the employee a predictable minimum remuneration, and in this way attract and retain employees with the required competencies.

The purpose of the LTI programme and the share-based part and/or phantom equity plan of the STI programme is primarily to strengthen the coherence between the remuneration of management and the development in the share price of Sampo's listed A share, and thus increase the shared interests of Topdanmark's management and the ultimate shareholders.

The purpose of the STI programme is, insofar as the cash part, primarily to ensure that the focus of the management is on central result criteria in Topdanmark's strategy, and to

remunerate satisfactory results in relation to these result criteria.

Employees may not use personal hedging strategies or remuneration and liability-related insurance which would undermine the risk alignment effects embedded in their remuneration agreement.

Comparison with employee conditions of employment and wages

Topdanmark's remuneration policy and consequently the conditions of employment and wages have been prepared while considering a comparison of the remuneration of the Executive Board with conditions of employment and wages of the Topdanmark Group's employees. In this connection, the terms of collective agreements relevant to the Topdanmark Group's employees have been considered, and it has been observed that the relationship between the remuneration of the Executive Board and the total remuneration of Topdanmark's other employees is proportional to the duties and responsibilities of the Executive Board and does not differ significantly from the conditions of comparable companies.

In order to ensure coincidence between the remuneration structure of the Executive Board and the Topdanmark Group's employees, as well as to attract, motivate and retain employees in all areas and at all levels, Topdanmark may introduce a general share purchase scheme for all Group employees, if the Group's financial position allows it.

Fixed basic remuneration

The fixed basic remuneration paid to the Executive Board, other Grade A and B+ managers as well as other Material Risk Takers is, in general, determined as gross salary in which the employee bears the cost of pension and, if relevant, company car, and it is based on a specific assessment of each employee. In its assessment Topdanmark includes, among others, the following factors:

1. Position
2. Individual characteristics
3. Performance

The fixed basic remuneration for the Executive Board and other Grade A and B+ managers is reassessed annually and is determined by individual negotiations with each individual on the basis of a framework set by the Board of Directors.

Additional remuneration

The Executive Board, other Grade A and B+ managers as well as other Material Risk Takers may receive additional remuneration for additional work for Topdanmark, such as participation in administrative and/or managing- or supervisory bodies in- or outside the Topdanmark Group, which is outside their direct job description.

Pension

Members of the Executive Board appointed before August 2021 are not covered by requirements for mandatory pension schemes. The gross salary takes this into account. Consequently, Topdanmark does not have any pension-related obligations to the member of the Executive Board, and there will be no payment of pension on retirement.

Members of the Executive Board appointed after August 2021 are covered by a requirement for mandatory pension schemes to which a mandatory pension contribution of minimum 5% of the cash gross salary is made. The amount is paid to the pension supplier and consequently, all pension obligations are fully covered by the pension supplier.

Other Grade A and B+ managers as well as other Material Risk Takers, who are not covered by collective agreements, are covered under the requirement for mandatory pension schemes to which a mandatory pension contribution of minimum 5% of the cash gross salary is made. The amount is paid to the pension supplier and consequently, all pension obligations are fully covered by the pension supplier.

Other Material Risk Takers, who are covered by collective agreements, are covered by the pension requirements in the collective agreement in force at any given time for the person concerned, and thus all pension obligations are fully covered by the pension supplier.

Other benefits

If specifically agreed, the Executive Board, other Grade A and B+ managers as well as other Material Risk Takers can be entitled to other market consistent benefits such as mileage allowance, insurance, telephone, PC, internet, newspaper, and health screening.

D&O insurance

Among other things, to be able to attract qualified executive board members, Topdanmark takes out general directors and officers liability insurance (D&O insurance). Depending on the specific duties of the individual, the Executive Board, other Grade A and B+ managers as well as and other Material Risk Takers are covered by Topdanmark's D&O insurance for the time being. If the insurance cover is inadequate, Topdanmark will indemnify Topdanmark's Executive Board, other Grade A and B+ managers as well as other Material Risk Takers against any liability and/or claims that may be or will be made against them personally as a result of their duties in Topdanmark to the greatest possible extent within the framework of the remuneration policy, the company's articles of association and applicable laws. The following liabilities or claims are not covered by Topdanmark's indemnification:

1. Any liability or claim covered by Topdanmark's D&O insurance in force at any time

-
2. Any liability or claim arising from the Executive Board, other Grade A and B+ managers, or the Material Risk Taker breaching the statutory duties towards Topdanmark
 3. Any liability or claim made against a director, Grade A or B+ manager, or the Material Risk Taker as a result of fraudulent behaviour, fraud, criminal offence, improper behaviour, gross negligence or intentional actions of the person in question, and
 4. Any liability or claim against the director, Grade A or B+ manager, or the Material Risk Taker which may be contrary to applicable law at any time to indemnify the person in question.

The indemnification will also cover any negative taxwise consequences for the director, the Grade A or B+ manager, or the Material Risk Taker which should arise from the cover being rendered through indemnification and not through a D&O insurance.

The indemnification is solely for the benefit of the director, the Grade A or B+ manager, or the Material Risk Taker, and no third party will thus be able to rely on or make claims against Topdanmark as a consequence hereof.

The Board of Directors can make more detailed decisions regarding indemnification in accordance with this provision, and to make any decision in relation to any claim on indemnification made by a director, the Grade A or B+ manager, or the Material Risk Taker against Topdanmark as a consequence of this provision in the Remuneration Policy.

Employee shares

If specifically agreed, the Executive Board, other Grade A and B+ managers as well as other Material Risk Takers can be part of any general Topdanmark share purchase scheme.

Variable remuneration

Variable remuneration for the Executive Board, other Grade A and B+ managers as well as other Material Risk Takers can be in form of

- Topdanmark's long-term option-based and/or phantom equity plan LTI programme which includes all members of the Executive Board and other Grade A and B+ managers, certain managers who are not Grade A or B+ managers following the decision of the Board of Directors, as well as, if agreed by the CEO, other Material Risk Takers and other employees who have made a special effort or in other ways contributed extraordinarily to the value creation in Topdanmark.
- Topdanmark's short-term and share and/or phantom equity plan STI programme which includes the Executive Board and other Grade A managers as well as, in accordance with the decision of the Board of Directors, selected managers with material impact on earnings generation, and
- Extraordinary variable remuneration

The purpose of Topdanmark's LTI and STI programmes is to

- Ensure consistency between the interests of management and ultimate shareholders,
- Create coherence between remuneration and results, and
- Strengthen the attraction, retention and motivation of qualified employees

The variable remuneration for a director cannot exceed 50% of the director's fixed basic

remuneration including pension. The remuneration for other Material Risk Takers,

including other Grade A and B+ managers, cannot exceed 100% of the employee's fixed basic remuneration including pension. For directors, the share options, phantom share units, and other derivatives cannot exceed 12.5% of the fixed basic remuneration including pension on the time of calculation.

Option-based long-term incentive programme and/or phantom equity plan – LTI programme

Topdanmark's LTI programme for the Executive Board and other Grade A and B+ managers is a revolving share option scheme and/or phantom equity plan which entail that a fixed proportion equivalent to 10% of (the cash salary + pension + company car value) is paid in the form of share options according to a revolving option programme and/or as phantom share units based on the development in the share price of Sampo's A shares. Furthermore, the Board of Directors can decide to include managers who are not Grade A or B+ managers in the revolving part of the LTI programme, thus a fixed proportion of the employees' remuneration equivalent to 10% of (the cash salary + pension + company car value) is paid in the form of share options and/or phantom share units based on the development in the share price of Sampo's A shares.

In addition to options and/or phantom share units based on the development in the share price of Sampo's A shares paid to the Executive Board, other Grade A and B+ managers, and certain other managers in accordance with the revolving share option scheme, the CEO can grant up to a total of 200,000 options and/or phantom share units based on the development in the share price of Sampo's A shares to employees, including other Material Risk Takers, who have made special efforts or in other ways contributed extraordinarily to the value creation.

When allocating incentive pay other than options and/or phantom share units based on the development in the share price of Sampo's A shares in accordance with the revolving share option scheme, it is a determining factor whether the Executive Board finds that the employee has contributed more to the overall value creation than reasonably expected considering the employee's position and salary level. The assessment of the Grade A manager is based on an overall evaluation of whether the employee has met the success criteria for his/her position, including the value creation generated by the employee in relation to customers, employees and ultimate shareholders. Other criteria are the independence, adaptability, initiative, and interpersonal skills of the employee as well as an extraordinary wish to retain the employee.

Recommendations for incentive pay is calibrated by Grade A managers. The CEO makes the final decision based on the specific recommendations.

Upon completion of the compulsory acquisition of the remaining Topdanmark shares which after the completion of the recommended public tender offer ("share exchange offer")

made by Sampo on 7 August 2024 ("the completion") are owned by Topdanmark shareholders except Sampo and Topdanmark ("the compulsory acquisition date"), the outstanding rights to Topdanmark shares under the LTI programme have been converted. Instead of options with the right to receive Topdanmark shares upon exercising of options, the LTI participants will receive phantom share units tied to the development in the share price of Sampo's listed A share which will be settled in cash when the LTI participants exercise the phantom share units.

When converting LTI options under the LTI programme to phantom share units in Sampo, the market value of the LTI option is determined per the completion in accordance with the Black-Scholes formula. Based on the calculated market value, the LTI participant has been granted a number of phantom share units in Sampo per the compulsory acquisition date.

The LTI participants are compensated for any negative tax effect in consequence of the Completion of the changed LTI programme.

The options and/or phantom share units are issued at the beginning of a financial year, and may not be exercised any earlier than subsequent to the publication of the first interim results announced by Sampo three years after the options and/or phantom share units were acquired. For phantom share units resulting from the conversion of options under the LTI programme, the calculation is made from the original time of granting of options. The options and/or phantom share units can except for cases where insider rules prevent an option holder/ holder of phantom share units from exercising his/her options and/or phantom share units at the end of the period of exercise - in which case the exercise may be postponed to the next exercise window, where insider rules no longer

prevent the holder from exercising his/her options and/or phantom share units - the options and/or phantom share units may not be exercised any later than three banking days after the publication of Sampo's Annual Report for the previous year, five years after the options and/or phantom share units were acquired. In the intervening period, the options and/or phantom share units may be exercised up until three banking days following Sampo's publication of its annual, half-year and interim reports.

The value of the options and/or phantom share units will be calculated on the basis of the Black-Scholes model.

For the Executive Board, other Grade A and B+ managers as well as other Material Risk Takers, the following applies:

- transfer of 40% (for larger amounts - in principle more than DKK 750,000 - 60%) must be made over a period of at least four years (for the Executive Board, it is minimum five years) beginning one year after the calculation period with an even distribution over the years or with a growing share at the end of the period, and
- the options must not be sold or exercised until six months after the transfer, this also includes phantom share units which must not be exercised or sold until six months after the transfer at which time the phantom share components will be settled in cash.

The cash and share-based and/or phantom equity plan short-term incentive programme ("STI programme"):

Topdanmark's STI programme is a cash- and share-based incentive programme and/or phantom equity plan which is tied up with the completion of a number of predefined goals for each member of the programme.

Goals are determined by the Board of Directors based on recommendations from the Remuneration Committee. Goals are based on Topdanmark's current overall strategic and business goals and with regard to the criteria stated under "purpose", thus they do not prompt conduct contrary to Topdanmark's sustainability policy. This contributes to ensuring that the STI programme and the result criteria contribute to Topdanmark's business strategy, long-term interests and sustainability.

Individual agreements are made for each participant in the STI programme.

The STI programme includes:

- One or more financial and non-financial measurable area goals for the STI participant's division/service area such as e.g. technical result, growth, efficiency, expenses, digitalisation/automation, ESG, customer satisfaction, customer

retention and establishment of partnerships.

- One or more personal goals such as e.g. employee satisfaction, collaboration across, management of development projects, integration of strategy and innovation.

- A company goal realised as a factor which size depends on shared financial goals for Topdanmark such as e.g. combined ratio, cost ratio, growth in TDF or result pre/post tax for TDF.

Area goals and personal goals are equally weighted so that the total sum of the goals is 100%. The content and weighting of goals are set for one year at a time.

Assessment of goal achievement and calculation of STI bonus as well as the allocation are done once a year and approved by the Remuneration Committee.

Assessment of goal achievement is based on the annual report for Topdanmark. For non-financial result criteria, the assessment of goal achievement will be based on e.g. customer surveys, satisfaction surveys and qualitative interviews.

STI bonus cannot exceed 40% of the employee's fixed basic salary including pension.

As per the compulsory acquisition date, the STI participants outstanding rights to Topdanmark shares under the STI programme have been replaced by the rights to phantom shares tied to the development in the share price of Sampo's listed A share which will be settled in cash when the deferred and retention period expires.

The market value of the right to Topdanmark shares under the STI programme is determined in accordance with the exchange ratio in connection with the share exchange offer, thus the right to receive a Topdanmark share is replaced by the right to receive 1.25 phantom shares based on the development in share price of Sampo shares.

The STI participants are compensated for any negative tax effect in consequence of the Completion of the changed STI programme.

Payment of STI bonus is 50% cash payment on the time of allocation and 50% shares and/or phantom equity plan based on the development in share price of Sampo's A share. For larger amounts (generally, more than DKK 750,000 thousand), 40% is paid as a cash amount on the time of allocation, and 60% as shares and/or phantom shares. The number of shares and/or phantom shares is calculated based on the average trade price of Sampo's listed A share four banking days after the announcement of Sampo's annual results. Transfer of the shares and/or phantom share is deferred for four years (for the Executive Board, it is five years) from the time of allocation. When the deferred period expires, the STI participant receives cost-free shares and/or phantom shares equivalent to the number of allocated shares and/or phantom shares on the time of allocation, unless the number has been downgraded or removed as a result of back-testing cf. the section hereon below. The transferred shares and/or phantom shares can be exercised/paid out to the STI participant six months after the time of transfer at the earliest.

Extraordinary variable remuneration

In special cases and on a discretionary basis, based on an assessment of the employee's contribution to the value creation in Topdanmark and taking into account the total ceiling for variable pay of 50% and 100% respectively of the employee's fixed basic salary, including pension, a one-off bonus or other extraordinary incentive pay can be awarded, e.g. new employment compensation, bonus for a special extraordinary effort, retention bonus or other incentive pay to the Executive Board, other Grade A and B+ managers, or other Material Risk Takers.

For the directors, the allocation can be granted as cash remuneration, shares in Sampo, options to subscribe or buy shares in Sampo, phantom shares and/or phantom share units based on the development in share price of Sampo, matching shares, subordinate loan, hybrid capital, other corporate debt or a combination hereof, however, in compliance with the limit for share options and/or phantom share units of 12.5%.

The allocation of extraordinary variable remuneration of the Executive Board, other Grade A and B+ managers, and other Material Risk Takers must comply with the regulations for variable pay in place from time to time regarding deferral, retention and derivative requirements which includes that

- transfer of 40% (for larger amounts - in principle more than DKK 750,000 - 60%) must be made over a period of at least four years (for the Executive Board, it is minimum five years) beginning one year after the calculation period with an even distribution over the years or with a growing share at the end of the period, and
- shares, options and other share-based derivatives, including phantom shares and phantom share units must not be sold, exercised or settled until six months after the transfer
- a minimum of 50% of the extraordinary variable remuneration on the time of calculation must comprise a balance of shares, share-based derivatives, including phantom shares and phantom share units, subordinated debt in Topdanmark or other derivatives which reflects Topdanmark's credit rating to a fair extent.

Any agreements on new employment compensation, which is agreed when occupying the position and is limited to the first year of employment cf. section 15 of the Executive Order on Remuneration, is not included when calculating the ceiling for variable remuneration and is not subject to the requirements for deferral, retention and derivative of LFV, provided that Topdanmark has a sound and solid capital base on the time of allocation.

Adjustments and changes:

With the approval of the Board of Directors, specific terms can be provided for

- Expiration of the incentive scheme including expiration in the case of a participant resigning
- Accelerated maturation or realisation, or adjustment of incentive pay in the event of complete or partly take-over, significant divestment, demerger, merger etc. or
- Adjustment of performance targets etc. in the event of changes in the capital structure, dividend distribution or other significant events which otherwise could have a negative impact on the value or the effect of the incentive pay.

Lower threshold:

In compliance with legislative requirements from time to time, the Board of Directors or the Executive Board can decide, specifically or in general, that in the case of a variable remuneration not exceeding DKK 100,000 thousand a year, the requirements for deferral, retention and derivative of LFV can be disregarded.

Risk adjustment / Back-testing / Claw back

To the extent that directors, other Grade A and B+ managers, or other Material Risk Takers

receive remuneration in the form of variable pay, the remuneration will be treated in accordance with the rules applicable to variable pay from time to time, which in addition to deferral, retention and derivative requirements include that:

- Topdanmark may, in whole or in part, cancel to pay or transfer deferred variable salary if Topdanmark does not comply with applicable capital or solvency requirements at the time when the transfer / payment should have taken place, or if the Danish FSA estimates that there is an obvious risk thereof,
- the employee's claim for payment / transfer lapses if the Danish FSA requires a restoration plan drawn up in accordance with the rules in force,
- payment / transfer is subject to the criteria which have formed the basis for the calculation of the variable salary still being met at the time of payment / transfer,
- payment / transfer is subject to the employee not participating in or being responsible for any conduct that has resulted in significant losses for Topdanmark or has not complied with appropriate requirements for integrity,
- payment / transfer is subject to Topdanmark's financial situation not materially deteriorating compared with the time of calculation of the variable salary,
- the employee is obliged to reimburse / return the variable salary in whole or in part, if paid / transferred based on information on results that can be documented as being erroneous and in which the employee is in mala fide.

These terms will appear in the agreement with the director/other Grade A and B+ manager/Material Risk Taker.

Guidelines for resignation and severance pay

Contracts with the Executive Board, other Grade A and Grade B+ managers as well as other Material Risk Takers are usually not limited in time and can be terminated by both Topdanmark and the employee. In general, Topdanmark's notice of termination to the Executive Board, other Grade A and Grade B+ managers as well as other Material Risk Takers cannot exceed 12 months, and the notice of termination from the members of the Executive Board, other Grade A and B+ managers as well as other Material Risk Takers to Topdanmark cannot exceed 12 months.

In accordance with the rules in force from time to time, Topdanmark can sign agreements on severance pay with directors, other Grade A and B+ managers as well as other Material Risk Takers. For executive service agreements signed after November 2017, the total value of remuneration for the period of termination including severance pay cannot exceed two years' salary including all remuneration shares. For executive service agreements signed before November 2017, severance pay cannot exceed the value of the remuneration for the past two years.

In order to ensure full loyalty, focus and performance for Topdanmark during the period

until a potential take-over is finalised, Topdanmark has agreed with a Grade B+ manager that under certain circumstances, the person in question will receive

compensation in the form of an extended period of notice and increased severance pay, if the person in question resigns or is dismissed, or if the position is made redundant because Topdanmark and/or the company of the Topdanmark Group where the member is employed is taken over by or merges with a company outside the Group, or if one or more owners take control of Topdanmark and/or the company of the Topdanmark Group where the member is employed. The maximum amount of compensation will represent two years' remuneration.

For a Grade B+ manager, it was agreed that, in continuation of Sampo Group's takeover of de facto control of Topdanmark in 2013, the person in question would earn remuneration equivalent to six months' salary per vesting year over a period of three years. The vesting period is over and fully recognised as a liability in the accounts. The remuneration is regulated annually in accordance with the current salary level, and it will be paid when employment ends.

Unless the conditions in section 14 (1) and (2) of the Executive Order, cf. below, are met, payment of severance pay for the Executive Board, other Grade A and B+ managers as well as other Material Risk Takers will be subject to the rules for variable remuneration on deferral, retention and derivative requirements which apply at all times. This means that

- transfer of 40% (for larger amounts - in principle more than DKK 750,000 - 60%) must be made over a period of at least four years (for the Executive Board, it is minimum five years) beginning one year after the calculation period with an even distribution over the years or with a growing share at the end of the period, and
- the shares, phantom shares, options, phantom share units and other share-based derivatives must not be sold or exercised/settled until six months after the transfer,
- a minimum of 50% of the extraordinary variable remuneration on the time of calculation must comprise a balance of shares in Sampo, share-based derivatives, including phantom shares and phantom share units subordinated debt in Topdanmark or other derivatives which reflects Topdanmark's credit rating to a fair extent.

Cf. section 14 (1) of the Executive Order, agreements on severance pay, which are entered in connection with the occupation of the position and does not depend on results from performing the duties of the position, is not included in the calculation of the variable salary ceiling and is not covered by the deferral, retention and derivative requirements of LFV, provided that at the time of resignation, the agreed severance pay amounts to a maximum value equal to the last two years' total remuneration including pension.

Cf. section 14 (2) of the Executive Order, agreements on severance pay which are entered in connection with the resignation, is not included in the calculation of the variable salary ceiling and is not covered by the deferral, retention and derivative requirements of LFV

insofar as the part of the severance pay, which does not exceed a value corresponding to one year's total remuneration including pension.

Control functions

Topdanmark's remuneration structure has been designed to prevent any conflicts of interest meaning that, among other things, if employees in control and key functions (internal audit, compliance, risk management, the actuary function as well as the data protection officer) receive incentive pay pursuant to the provisions of the remuneration policy, they may not receive remuneration which is dependent on their control or key function.

Remuneration Committee

The Board of Directors has decided to set up a joint Remuneration committee for the companies of Topdanmark which are legally required to set up a Remuneration Committee.

The members of the Remuneration Committee shall comprise two to three Board members appointed at the first Board meeting after the Company's Annual General Meeting. The composition of the Remuneration Committee shall enable its members to make a qualified and independent assessment of whether remuneration in Topdanmark is accordance with relevant legislation.

The principal tasks of the Remuneration Committee are, among other things, to:

- advise the Board of Directors on the framework of the remuneration policy, assist the Board of Directors in ensuring compliance with Topdanmark's remuneration policy in practice and assess whether Topdanmark's remuneration policy is updated and if necessary, submit proposals for updates of the remuneration policy
- to ensure that information submitted to the Board of Directors concerning Topdanmark's remuneration policy and practice is adequate
- to assess whether Topdanmark's processes and systems are in line with and allow for the risks of Topdanmark, as well as ensure that Topdanmark's remuneration policy and practice are in accordance with and encourage a fair and efficient risk management, and are in accordance with Topdanmark's business strategy, goals, values and long-term interests
- to monitor that the information on the remuneration disclosed in the Annual Report and the Remuneration Report is correct, true and sufficient and in accordance with the legislation in force at any time.

The Board of Directors adopts rules of procedure and a working plan for the Remuneration Committee. The Board of Directors shall regularly, and at least once a year, reconsider the Rules of Procedure to ensure that they continue to meet the governance standard of statutory requirements and good practice etc.

Managing conflicting interests

The Board of Directors assesses that there is no risk of conflicting interest in connection

with the Board's participation in the determination and revision of the Remuneration Policy. The assessment is based on the remuneration policy's guidelines for remuneration primarily relating to the Executive Board, other Grade A and Grade B+ managers as well as other Material Risk Takers, and that the Remuneration Policy and the remuneration of the Board of Directors are approved by the Annual General Meeting.

The Remuneration Committee may obtain the assistance of external experts, if found necessary for the performance of the Committee's duties. In order to minimise the risk of conflicting interest, the Remuneration Committee must not use the same external advisers as the Executive Board.

Review/update of the Remuneration Policy

The Board of Directors shall regularly, and at least once a year, review the Remuneration Policy in order to ensure that it continues to meet and be consistent with the statutory requirements, Topdanmark's business strategy, values, long-term goals and the principles of customer and investor protection, as well as being in line with and promoting healthy and efficient risk management.

The remuneration policy and any amendments must be approved by the shareholders at the Annual General Meeting and at minimum every fourth year.

Topdanmark Forsikring A/S
24 October 2024

Signed by (translated)

Ricard Wennerklint