

# A ADMINISTER GROUP

## Administer Plc's Shareholders' Nomination Board's proposals to the Annual General Meeting 2026

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### ***Shareholders' Nomination Board's proposal for the composition of the Board of Directors***

Administer Plc's Shareholders' Nomination Board proposes to the Annual General Meeting 2025 that the Board of Directors be composed of six (6) ordinary members.

Members of the board Risto Koivula, Leena Siirala, Milja Saksi and Peter Aho have given their consent for the election. Members of the board Jukka-Pekka Joensuu and Minna Vanhala-Harmanen have informed that they will not be available for re-election.

The Nomination Board further proposes that of the current members of the Board of Directors Risto Koivula, Leena Siirala, Milja Saksi and Peter Aho be re-elected and that Lauri Ratia and Anni Vepsäläinen be elected as new members of the Board. As new members of the Board of Directors Lauri Ratia and Anni Vepsäläinen have given their consent for the election.

The Board members' term of office shall last until the close of the Annual General Meeting following the election.

Further information on the current members of the Board of Directors is available on the company's website at <https://administergroup.com/en/investors/governance/board-of-directors/>.

Industrial Counsellor, M.Sc.(Eng.) Lauri Ratia is currently the chairman of the boards of Edita Prima Oy and Niemi Palvelut Oy. Previously, he has worked, e.g. Chairman of the boards of VR Group, Sponda, Medisize, Paroc, Terrafame and Stockmann.

M.Sc.(Eng.) Anni Vepsäläinen served as CEO of Suomen Messut Oyj from 2014 to 2025 and before that as CEO of Diacor Terveyspalvelut Oy from 2009 to 2014. Vepsäläinen serves on the boards of Martela Oyj, Cinia Oy and War and Peace Center Memory.

The Shareholders' Nomination Board proposes to the organizing meeting of the Board of Directors convening after the Annual General Meeting that Lauri Ratia be elected as the Chairman of the Board.

Of the Board member candidates, Risto Koivula, Milja Saksi, Leena Siirala, Lauri Ratia and Anni Vepsäläinen are independent of the company and its major shareholders. Peter Aho is not independent of the company or its major shareholders.

In the selection of the Board member candidates, the Nomination Board has emphasized the company's strategic objectives as well as the relevant experience and competence of the candidates. Further, in its selection process the Nomination Board has considered the diversity of the Board.

### ***The Shareholders' Nomination Board's proposal on the remuneration of the members of the Board of Directors and its committees***

The Nomination Board proposes that the annual remuneration of the Chair and members of the Board of Directors shall remain unchanged and therefore would be as follows:

- Chair of the Board shall be paid an annual remuneration of EUR 50,000
- Each Board member shall be paid an annual remuneration of EUR 25,000

The Nomination Board further proposes that should the Board of Directors elect a Deputy Chair, the Deputy Chair's annual remuneration shall be EUR 35,000.

If a Board member resigns during his/her term of office, the remuneration will be paid in proportion to the term of office actually taken place.

The Nomination Board further proposes that audit committee members shall be paid a meeting fee of EUR 500 per meeting and chairman of the audit committee shall be paid of EUR 750 per meeting. If the board decides to establish other committees during its term of office, the chairman of the committee will be paid a meeting fee of 500 euros per meeting and the other members 300 euros per meeting.

Moreover, the Nomination Board proposes that the Board members' and committee members' travel expenses shall be reimbursed in accordance with the company's travel policy.

The above-mentioned annual remunerations are proposed to be paid in Administer Oyj shares and cash, so that 30% of the remuneration amount is paid in shares and the rest is paid in cash.

#### ***The Shareholders' Nomination Board***

Peter Aho (appointed by Peter Aho) serves as the Chair of the Shareholders' Nomination Board and Karoliina Lindroos (appointed by Ilmarinen Mutual Pension Insurance Company), Elina Salmivala (appointed by Elina Salmivala) and Rolf Backlund (appointed by Sijoitus Oy MC Invest Ab) serve as the members of the Shareholders' Nomination Board. Jukka-Pekka Joensuu, the Chairman of the Board of Directors, has served as an expert member of the Nomination Board.

The Shareholders' Nomination Board has convened twelve times between 1 October 2025 and 15 January 2026 and handled matters in accordance with the Charter of the Nomination Board.

The Shareholders' Nomination Board has been unanimous in all its proposals.

In Helsinki, 15 January 2026

Administer Plc's Shareholders' Nomination Board

#### **Attachments**

- [Download announcement as PDF.pdf](#)