

Administer Plc's Shareholders' Nomination Board's proposals to the Annual General Meeting 2024

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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 2024 that the Board of Directors be composed of six (6) ordinary members. The Nomination Board further proposes that of the current members of the Board of Directors Peter Aho, Jukka-Pekka Joensuu, Risto Koivula, Milja Saksi, Leena Siirala and Minna Vanhala-Harmanen be re-elected.

All candidates 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/>.

The Shareholders' Nomination Board proposes to the organizing meeting of the Board of Directors convening after the Annual General Meeting that Jukka-Pekka Joensuu be elected as the Chairman of the Board.

Of the Board member candidates, Risto Koivula, Milja Saksi, Leena Siirala, and Minna Vanhala-Harmanen are independent of the company and its major shareholders. Peter Aho is not independent of the company or its major shareholders. Jukka-Pekka Joensuu is not independent of the company but is independent of 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 board committee members shall be paid a meeting fee of EUR 500 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 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), Roger Kempe (appointed by Oy Fincorp Ab) 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, serves as an expert member of the Nomination Board.

The Shareholders' Nomination Board has convened five times between 1 October 2023 and 30 January 2024 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, 31 January 2024

Administer Plc's Shareholders' Nomination Board

Contacts

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Attachments

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