

ADMINISTER

Administer Plc's Board of Directors has decided on a new share-based incentive plan

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Administer Plc's Board of Directors has decided to establish a new share-based long-term incentive plan for the Group's key personnel. The aim of the new plan is to align the objectives of the company, its shareholders and key employees and thereby to increase the company's value in the long term, to commit the key employees to the company and to offer them competitive incentive plans that are based on earning and accumulating the company's shares as well as the increase in share value.

The share-based incentive plan for 2024–2028 consists of three (3) three-year (3) earning periods: the calendar years 2024–2026, 2025–2027 and 2026–2028.

As part of the plan, each participant can earn Administer Plc's shares based on the fulfilment of the earning criteria. The Board of Directors will decide on the earning criteria and the targets set for each earning criterion at the beginning of each earning period. The possible rewards under the incentive plan will be paid after the end of each earning period.

In the 2024–2026 earning period, the earning of rewards will be based on the following earning criteria:

- The company's EBITDA (60%) in 2024–2026
- The company's net sales (40%) in 2024–2026

The gross rewards payable under the 2024–2026 earning period correspond to the value of an approximate maximum total of 306,061 Administer Plc shares, including the portion to be paid in cash. In the 2024–2026 earning period, the target group of the share-based incentive plan comprises key employees determined by the Board of Directors, including the Group's CEO and Management Team.

The rewards from the share-based incentive plan will be paid partly in Administer Plc's shares and partly in cash. The cash portion is intended for covering taxes and tax-related costs arising from the reward to the participant. In general, no reward will be paid if a participant's employment or service in the Group ends during the earning period.

A member of the Management Team is obligated to hold at least 25% of the net shares received under the new plans until the total value of their shareholding in the company corresponds to 35% of the value of their annual salary. This shareholding must be retained as long as the participant is a member of the Management Team.

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About Administer Oyj

Administer Group, founded in 1985, is a Finnish company that offers financial and payroll management services, consulting and software services, staffing and recruitment services as well as compliance and advisory services. Our customers include organisations of all sizes, from small and mid-sized companies to large enterprises and municipalities. Our goal is to reform the financial management service market by developing new technologies and solutions. Measured in revenue, we are one of the largest providers of financial management services and HR and payroll services in Finland. In 2022, our revenue was EUR 53 million and we employed over 700 professionals.

Attachments

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