



Notice to Extraordinary General Meeting of Administer Plc

13.11.2025 08:30:00 EET | Administer Oyj | Notice to general meeting

Administer Plc Company release 13 November 2025 at 8:30 a.m. (EET)

Notice is given to the shareholders of Administer Plc (‘the **“Company”**’) to participate in the Extraordinary General Meeting to be held on Friday 5 December 2025 at 10:00 a.m. (EET). The General Meeting will be held without a physical meeting venue, as a remote meeting via real-time teleconnection in accordance with Chapter 5, Section 16(3) of the Finnish Companies Act (624/2006, as amended, **“Companies Act”**). Instructions for participation are provided in Part C of this notice for the General Meeting.

Shareholders may also exercise their voting rights by voting in advance. Instructions for advance voting are provided in Part C of this notice for the General Meeting.

A. Matters on the agenda of the Extraordinary General Meeting

The following matters will be considered at the Extraordinary General Meeting:

1. **Opening the meeting**
2. **Calling the meeting to order**
3. **Election of the persons to scrutinize the minutes and verify the counting of votes**
4. **Recording the legality of the meeting**
5. **Recording attendance at the meeting and adoption of the voting list**
6. **Authorizing the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares**

The Board of Directors proposes to the Extraordinary General Meeting that the Board of Directors be authorized to decide on the issuance of shares and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act as follows.

The number of shares to be issued on the basis of this authorization shall not exceed 1,000,000 shares, which corresponds to approximately 6.7 per cent of all shares in the Company on the day of this notice.

The authorization may be used for issuing share consideration payable in connection with the business acquisitions between Administer Plc and Numera Palvelut Oy announced on 23 June 2025 and 16 October 2025, or otherwise in a manner decided by the Board.

The Board of Directors decides on all terms of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders’ pre-emptive right (directed issue).

The authorization is effective until the end of the next Annual General Meeting; however, no longer than 30 June 2026. The authorization does not revoke previous share issue authorizations.

7. **Closing of the meeting**

B. Extraordinary General Meeting documents

This notice, which contains all the resolution proposals of the agenda of the Extraordinary General Meeting, is available on Administer Plc’s website at

https://administergroup.com/en/investors/governance/general-meeting/extraordinary_general-meeting-2025/

In addition, the Company’s annual report, which includes financial statements, the report of Board of Directors and the auditor’s report, minutes of the Annual General Meeting 2025, financial statement release 2024, Q1 and Q3 interim reports, H1 half-year report, and the Board’s statement on events materially affecting the Company’s position after the preparation

of the Q3 interim report are available at the above-mentioned Company's website. The resolution proposals and other documents mentioned above will also be available at the Extraordinary General Meeting.

The minutes of the Extraordinary General Meeting will be available on the above-mentioned website on 19 December 2025 at the latest.

C. Instructions for the participants in the Extraordinary General Meeting

1. Shareholder registered in the register of shareholders

Each shareholder who on the record date of the Extraordinary General Meeting, 25 November 2025, is registered in the Company's register of shareholders maintained by Euroclear Finland Ltd, has the right to participate in the Extraordinary General Meeting. A shareholder whose shares are registered in their Finnish book-entry account (incl. equity savings account) is registered in the Company's register of shareholders.

Registration for the Extraordinary General Meeting will begin on 14 November 2025 at 10:00 a.m. (EET) A shareholder registered in the Company's register of shareholders who wishes to participate in the Extraordinary General Meeting, must register for the meeting no later than 28 November 2025 at 4:00 p.m. (EET), by which time the registration must have been received.

Shareholders can register for the meeting by one of the following means:

a) through the Company's website at

https://administergroup.com/en/investors/governance/general-meeting/extraordinary_general-meeting-2025/

Online registration requires that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication by a Finnish, Swedish or Danish bank ID or mobile certificate.

b) by e-mail to egm@innovatics.fi or by mail to Innovatics Oy, General Meeting / Administer Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland. The registering shareholder must include in the message the registration form available on the Company's website at

https://administergroup.com/en/investors/governance/general-meeting/extraordinary_general-meeting-2025/

and any possible advance voting form, or equivalent information.

When registering, a shareholder is requested to provide information such as their name, date of birth or business ID, phone number and/or e-mail address, the name of the meeting assistant or representative and the date of birth and phone number and/or e-mail address of the representative, if any. The personal data given by the shareholder to the Company or Innovatics Oy is only used in connection with the Extraordinary General Meeting and with the processing of related necessary registrations.

Further information on registration and advance voting is available by telephone during the registration period of the Extraordinary General Meeting by calling Innovatics Oy at 010 2818 909 on weekdays from 9:00 a.m. (EET) to 12:00 p.m. (EET) and from 1:00 p.m. (EET) to 4:00 p.m. (EET).

2. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Extraordinary General Meeting by virtue of such shares, based on which they would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. on the record date of the Extraordinary General Meeting, 25 November 2025. In addition, the right to participate in the Extraordinary General Meeting requires that the shareholder, on the basis of such shares, has been temporarily registered into the shareholders' register held by Euroclear Finland Oy by 10:00 a.m. (EET) on 2 December 2025 at the latest. For the nominee-registered shares, this constitutes due registration for the Extraordinary General Meeting.

A holder of nominee-registered shares is advised to request well in advance the necessary instructions regarding temporary registration in the Company's register of shareholders, the issuing of proxy documents and voting instructions, voting in advance and registration for the Extraordinary General Meeting from their custodian. The account manager of the custodian shall temporarily register a holder of nominee-registered shares who wants to participate in the Extraordinary General Meeting in the Company's register of shareholders at the latest by the time stated above, and, if necessary, take care of advance voting on behalf of a holder of nominee-registered shares prior to the end of the registration period concerning holders of nominee-registered shares. For the sake of clarity, it is noted that holders of nominee-registered shares cannot register directly for the Extraordinary General Meeting on the Company's website but must register through a custodian.

A nominee-registered shareholder who has registered for the Extraordinary General Meeting may also, if they wish, participate in the meeting in real time via a data connection and technical device. Real-time participation in the meeting requires, in addition to temporary registration in the Company's shareholder register, that the shareholder provides their e-mail address and telephone number, as well as, if necessary, power of attorney and other documents required to verify the right of representation. These must be sent by mail to Innovatics Oy, General Meeting/Administer Plc, Ratamestarinkatu 13

A, 00520 Helsinki, or by e-mail to egm@innovatics.fi before the deadline for registration of nominee-registered shareholders, so that a participation link and password can be sent to the shareholder for joining the meeting. If the holder of nominee-registered shares has authorized their asset manager to vote in advance on their behalf, such votes will be taken into account as the advance votes of the nominee-registered shareholder at the Extraordinary General Meeting, unless the nominee-registered shareholder votes differently at the meeting.

3. Proxy representative and powers of attorney

A shareholder may participate in the Extraordinary General Meeting and exercise their rights at the meeting also by way of proxy representation. A proxy representative may also vote in advance in the manner described in this notice. Proxy representatives must use strong electronic authentication when registering for the meeting and voting in advance online, after which they can register and vote in advance on behalf of the shareholder they represent. Proxy representatives shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder in the Extraordinary General Meeting. The statutory right of representation may be demonstrated by using the [Suomi.fi](https://suomi.fi) electronic authorizations service, which is in the use in the online registration service.

Should a shareholder participate in the Extraordinary General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Extraordinary General Meeting.

A template for proxy document is available on the Company's website at

https://administergroup.com/en/investors/governance/general-meeting/extraordinary_general-meeting-2025/

Possible proxy documents should be primarily sent in connection with the online registration as attachments or alternatively by post to Innovatics Oy, General Meeting / Administer Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to egm@innovatics.fi before the registration period ends. In addition to delivering proxy documents, shareholders or their proxy representatives shall see to the registration for the Extraordinary Meeting in the manner described in this notice.

4. Participation instructions

Shareholders entitled to participate in the Extraordinary General Meeting will attend and exercise their rights in full and in real time via a remote connection during the meeting.

The remote connection to the Extraordinary General Meeting will be implemented through Inderes Plc's virtual meeting service on the Videosync platform, which provides video and audio access to the meeting. Using the remote connection does not require any paid software or downloads. Participation requires, in addition to an internet connection, a computer, smartphone or tablet equipped with speakers or headphones for audio and a microphone for asking questions or making statements orally. It is recommended to use one of the following browsers: Chrome, Firefox, Edge, Safari or Opera. Logging into the meeting system well before the scheduled start time is advisable.

A participation link and password for remote attendance will be sent by e-mail and/or text message to the e-mail address and/or mobile phone number provided at registration to all registered participants no later than the day before the Extraordinary General Meeting. Therefore, shareholders who have voted in advance may also, if they wish, participate remotely via a data connection. Votes cast in advance will be taken into account in the decision-making of the Extraordinary General Meeting regardless of whether the shareholder participates remotely or not. If they do participate remotely, they will have the opportunity to change their advance votes during the meeting if a vote takes place.

Detailed information about the meeting service, additional instructions for a proxy representing multiple shareholders, the service provider's contact details, and guidance for potential technical issues can be found at <https://b2b.inderes.com/knowledge-base/inderes-agm-solutions>. A link to test the compatibility of your computer, smartphone or tablet and internet connection is available at <https://b2b.inderes.com/knowledge-base/compatibility-testing>. It is recommended to review the detailed participation instructions before the start of the Extraordinary General Meeting.

5. Voting in advance

A shareholder whose shares in the Company are registered on the shareholder's Finnish book-entry account (incl. equity savings account) can vote in advance on agenda item no. 6 of the Extraordinary General Meeting during the period between 14 November 2025 at 10:00 a.m. until 28 November 2025 at 4:00 p.m. (EET).

a) through the Company's website at

https://administergroup.com/en/investors/governance/general-meeting/extraordinary_general-meeting-2025/

Shareholders can sign into the advance voting service the same way as to the online registration service referred to above in section C.1 of this notice.

b) By submitting the advance voting form available on the Company's website or corresponding information by e-mail to the address egm@innovatics.fi or by mail to the address Innovatics Oy, General Meeting / Administer Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

The advance votes must be received prior to the expiry of the advance voting period. If advance votes are sent in before the end of registration and advance voting period as described herein, this constitutes due registration to the Extraordinary General Meeting, as long as the provided information contains all information needed to process registration.

Unless shareholders voting in advance are present at the Extraordinary General Meeting at the meeting venue in person or by way of proxy presentation or through remote connection, they will not be able to use their rights under the Companies Act to request information or a vote.

For holders of nominee-registered shares, advance voting is carried out via the account operator. The account operator may cast advance votes on behalf of the holders of nominee-registered shares in accordance with the voting instructions provided by the holders of nominee-registered shares during the registration period for the nominee-registered shares.

An agenda item subject to advance voting is considered to have been presented unchanged to the Extraordinary General Meeting.

6. Other instructions/information

The language of the Extraordinary General Meeting is Finnish.

A shareholder who is present at the Extraordinary General Meeting in person or remotely has the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Companies Act.

The information concerning the Extraordinary General Meeting required under the Companies Act and the Finnish Securities Market Act is available on the Company's website at https://administergroup.com/en/investors/governance/general-meeting/extraordinary_general-meeting-2025/

On the date of this notice, the total number of shares in the Company and votes represented by such shares is 14,954,175. On the date of this notice, the Company holds 22,171 treasury shares. Such shares do not have voting rights at the Extraordinary General Meeting.

Changes in the shareholding after the record date of the Extraordinary General Meeting do not affect the right to participate in the Extraordinary General Meeting or the number of voting rights held by a shareholder in the Extraordinary General Meeting.

In Helsinki, on 13 November 2025

Administer Plc

The Board of Directors

Further information:

Kimmo Herranen

CEO

Administer Plc

Tel: +358 50 560 6322

kimmo.herranen@administer.fi

Certified Adviser:

Evli Oyj

Tel: +358 40 579 6210

About Administer Oyj

Administer Group is a multi-talent in payroll and financial management services, software services, consulting, personnel and international services. We are the largest salary outsourcing partner in Finland and the leading expert in the fight against the grey economy. Our services are used by more than 5,000 customers, from SMEs to large companies, as well as municipalities and other public sector actors. Founded in 1985, the company is listed on the First North list of Nasdaq Helsinki.

Administer Group consists of payroll management service company Silta Oy, accounting company Administer, business service and employment expert Econia Oy and software company EmCe Solution Partner Oy. In addition, the Group includes other subsidiaries and associated companies.

www.administergroup.com

Attachments

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