

## **Resolutions of Administer Plc's Annual General Meeting 2024 and the organising meeting of the Board of Directors**

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The Annual General Meeting of Administer Plc (the "Company") was held today on 10 April 2024 in Helsinki, Finland. The meeting was held as a hybrid meeting in accordance with Chapter 5, Section 16, Subsections 1 and 2 of the Finnish Companies Act (621/2006, as amended).

### **Adoption of financial statements and discharge from liability**

The Annual General Meeting adopted the financial statements for the financial year of 2023 and discharged the members of the Board of Directors and the CEO from liability.

### **Use of the profit shown on the balance sheet and the payment of dividend**

The Annual General Meeting resolved in accordance with the proposal of the Board of Directors that no dividend be paid based on the balance sheet adopted for the financial year ended 31 December 2023.

### **Members and remuneration of the Board of Directors**

The number of the members of the Board of Directors was confirmed to be six (6). Peter Aho, Jukka-Pekka Joensuu, Risto Koivula, Milja Saksi, Leena Siirala and Minna Vanhala-Harmanen were re-elected as board members.

The annual remuneration of the Chair and members of the Board of Directors shall remain unchanged and therefore the Chair of the Board shall be paid an annual remuneration of EUR 50,000 and other members of the Board shall each be paid an annual remuneration of EUR 25,000. Additionally, 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 committee members shall be paid EUR 500 per meeting. Board members' and committee members' travel expenses shall be reimbursed in accordance with the Company's travel policy.

### **Election and remuneration of the Auditor**

Ernst & Young Oy, authorized public accountants, was re-elected as the Company's Auditor for the term ending at the close of the next Annual General Meeting. Ernst & Young Oy has announced that it will appoint Johanna Winqvist-Ilkka, APA, as the auditor with principal responsibility.

The Auditor's fees will be paid against the Auditor's reasonable invoice approved by the Company.

### **Authorizing the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares**

The Board of Directors was authorized to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares. The authorization covers a maximum of 1,435,414 shares, which corresponds to approximately 10 percent of all shares in the Company. Only the unrestricted equity of the Company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors decides how own shares will be repurchased and/or accepted as pledge. Shares can be repurchased using, among other things, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the existing shareholders (*directed repurchase*).

The authorization allows the repurchase and/or the acceptance as pledge of shares in order to, among other things, develop the Company's capital structure, to finance or implement eventual acquisitions, investments or other arrangements that are part of the business, or to be used in the Company's incentive or reward systems.

The authorization is effective until the end of the next Annual General Meeting; however, no longer than until 30 June 2025.

## **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 was authorized to decide on the issuance of shares and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act. The authorization covers a maximum of 1,435,414 shares, which corresponds to approximately 10 percent of all shares in the Company.

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 rights (*directed issue*).

The authorization is effective until the end of the next Annual General Meeting; however, no longer than until 30 June 2025.

## **The minutes of the Annual General Meeting**

The minutes of the Annual General Meeting will be available on the Company's website at [www.administergroup.com/en/investors/](http://www.administergroup.com/en/investors/) on 24 April 2024 at the latest.

## **The organising meeting of the Board of Directors**

In its organising meeting, the Board of Directors of the Company has elected Jukka-Pekka Joensuu as the Chair of the Board of Directors.

The Board of Directors has elected Leena Siirala as the Chair as well as Jukka-Pekka Joensuu and Risto Koivula as members of the Company's Audit Committee.

Administer Plc

The Board of Directors

## **Further information**

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## **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, for example Kuntalaskenta Oy.

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## **Attachments**

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