

PROFILE COMMERCIAL AND INDUSTRIAL INFORMATICS
SOCIETE ANONYME

Draft proposed decisions on the items of the Agenda of the
Annual General Meeting of Shareholders of June 24th, 2021,
in accordance with Article 123 par. 4 of Law 4548/2018

Item 1st: Submission for approval of the annual Financial Statements (corporate and consolidated) concerning the corporate year 2020 (01.01.2020-31.12.2020), as well as the annual Financial Report for the said year.

Quorum required: 1/5 (20%) of the paid-up share capital of the Company

Majority required: 50% + 1 of the votes represented in the Assembly

DRAFT DECISION

The annual Financial Statements (corporate and consolidated) for the fiscal year 2020 were approved by the Company's Board of Directors at its meeting held on April 26th, 2021 and were lawfully published in the legally registered address of the Company's website (www.profile.gr), while they were submitted electronically to the Securities and Exchange Commission and the Athens Stock Exchange.

After the presentation of the annual Financial Statements (corporate and consolidated) relating to the closed financial year 2020, as well as the overall annual Financial Report including the statutory Corporate Governance Statement was completed, it is proposed that these are approved.

The General Assembly approved unanimously/by a majority % of the represented shares and votes, the annual Financial Statements (corporate and consolidated) relating to the closed financial year 2020 (01.01.2020-31.12.2020) and the overall annual Financial Report for that financial year, in the form published and submitted as mentioned above.

Item 2nd: Submission for approval of the annual Management Report of the Board of Directors and the Auditors' Report for the annual Financial Statements (corporate and consolidated) related to the corporate year 2020 (01.01.2020- 31.12.2020).

Quorum required: 1/5 (20%) of the paid-up share capital of the Company

Majority required: 50% + 1 of the votes represented in the Assembly

DRAFT DECISION

The General Meeting unanimously/by a majority of % of the represented shares and votes approved the annual Management Report of the Board of Directors, which is included entirely in the Minutes of the Company's Board of Directors of April 26th, 2021, as well as the Audit

Report as of April 27th, 2021, of the Certified Auditor-Accountant of the Company Mr. Nikolaos A. Nikolopoulos regarding the annual Financial Statements relating to the 2020 financial year.

Item 3rd: Submission and presentation of the annual Activity Report of the Audit Committee for the corporate year 2020 (01.01.2020-31.12.2020).

Quorum required: -

Majority required: -

DRAFT DECISION

In accordance with the provisions of Article 44 par. 1 case (9) Law 4449/2017, as in force after its amendment by Article 74 par. 4 of Law 4706/2020, the Annual Report of the Audit Committee for the financial year 2020 (01.01.2020-31.12.2020) was submitted and read to the shareholders' body, the text of which has been posted on the Company's website (www.profile.gr), for the purpose of full, adequate and in-depth information to the shareholders on the works of the Audit Committee during the 2020 financial year.

Item 4th: Approval for the distribution of corporate results for the year 2020 (01.01.2020-31.12.2020), decision-making on the distribution (payment) of a dividend and providing to the Board of Directors of the Company the necessary authorizations.

Quorum required: 1/5 (20%) of the paid-up share capital of the Company

Majority required: 50% + 1 of the votes represented in the Assembly

The General Meeting unanimously/by a majority of ...% of the represented shares and votes approved the distribution of the results of the financial year that ended on 31.12.2020 and in particular approved the distribution (payment) to the shareholders of the Company of a dividend of a total amount of EUR 585,000.00 (gross amount), i.e., EUR 0,049145 per share (gross amount) from the profits of previous financial years, from which the dividend tax of 5% is withheld.

It is noted that the own shares held by the Company are excluded from the payment of a dividend and consequently the amount of the dividend corresponding to the own shares increases the dividend of the remaining shares, as defined in Article 50 of Law 4548/2018.

By the same unanimous/by majority decision, the Annual General Meeting appointed as:

(a) a dividend cut-off date for the financial year 2020 on **Tuesday, July 13th, 2021,**

(b) the date of determination of the beneficiaries of a 2020 dividend (record date) on **Wednesday, July 14th, 2021,**

(c) the date of commencement of payment of the dividend for the financial year 2020 through a credit institution or the E.H.A.E. on **Tuesday, July 20th, 2021.**

Furthermore, the General Meeting by the same unanimous/by majority decision gave the Board of Directors of the Company the necessary authorisations for the proper and timely implementation and processing of the decision taken on the distribution (payment) of a dividend.

Finally, the General Meeting, in the context of the distribution of profits, approved unanimously/by a majority of % of the represented shares and votes the payment-granting of fees to some of the members of the Board of Directors from profits of previous years, in accordance with the more specific provisions of Article 109 of Law 4548/2018 as well as Article 26 of the Articles of Association of the Company.

It should be noted that the remuneration of the members of the Board of Directors resulting from distributions of profits of legal persons constitutes a dividend in accordance with the provisions of Article 36 par. 1 of Law 4172/2013.

More specifically, it is proposed to grant fees of a total gross amount of EUR 526,490.00 on which the deductions provided for by the applicable social insurance and tax legislation will take place and will then be allocated to the following members of the Board of Directors:

- (a) Mr. Charalampos Stasinopoulos, Chairman of the Board of Directors,
- (b) Mr. Evangelos Angelides, Chief Executive Officer of the Company and
- (c) Mr. Aristides Iliopoulos, Member of the Board of Directors of the Company.

in so far as these physical persons, through their intense, systematic, and uninterrupted activity, have contributed substantially and decisively to the strengthening of the Group's extroversion, to the promotion of the Company's business objectives and plans, to the achievement of wider brand awareness, as well as to the maintenance and expansion of the Turnover and profitability of both the Company and the Group.

Item 5th: Approval of the overall management by the members of the Board of Directors and discharge of the Certified Auditors-Accountants of the Company from any liability for compensation for the activities of the closed corporate year 2020 (01.01.2020-31.12.2020), as well as for the annual Financial Statements of the said year.

Quorum required: 1/5 (20%) of the paid-up share capital of the Company

Majority required: 50% + 1 of the votes represented in the Assembly

DRAFT DECISION

The General Meeting unanimously/by a majority of% of the shares and votes represented and as a result of a vote held by roll call of the shareholders, approved the overall management that took place during the financial year that ended on 31.12.2020, as well as decided the discharge of the Company's Certified Auditors-Accountants from any liability for compensation for the activities and general management of the closed fiscal year 2020 (01.01.2020-31.12.2020), as well as for the annual Financial Statements for that financial year.

Item 6th: Election of an Auditing Company by the Public Registry for the mandatory audit of the annual and semi-annual Financial Statements (corporate and consolidated) for the current corporate year 2021 (01.01.2021-31.12.2021) and determination of their fee.

Quorum required: 1/5 (20%) of the paid-up share capital of the Company

Majority required majority: 50% +1 of the votes represented in the Assembly

DRAFT DECISION

The General Assembly, following a proposal-recommendation of the Audit Committee, which (proposal) was accepted by all the independent members of the Board of Directors, unanimously/by a majority of % on the shares and votes represented, approved the election of the registered in the Public Registry of Article 14 of Law. 4449/2017, Auditing Company under the name “Associated Certified Public Accountants S.A.” (“SOL S.A.”) for carrying out of the statutory audit of the annual and semi-annual Financial Statements (corporate and consolidated) for the current financial year 2021 (01.01.2021-31.12.2021).

It is noted that this Auditing Company will also undertake the process of issuing the Company's annual tax certificate and tax compliance report for the financial year 2021, in accordance with Article 65A of Law 4174/2013.

Finally, by the same unanimous/by majority decision, the Board of Directors authorised the Board of Directors to make a final agreement with the above Auditing Company regarding the amount of its remuneration, as well as to send to the Auditing Company the written notice-order within five (5) days of the date of its election.

Item 7th: Approval of paid fees, salaries, and compensations to the members of the Board of Directors for the services provided by them during the fiscal year 2020 (01.01.2020-31.12.2020).

Quorum required: 1/5 (20%) of the paid-up share capital of the Company

Majority required: 50% +1 of the votes represented in the Assembly

DRAFT DECISION

The General Meeting unanimously/by a majority of % of the represented shares and votes approved the fees, salaries, allowances, and other benefits in general, which were paid, in accordance with the applicable Remuneration Policy, to the members of the Board of Directors for the services they provided to the Company during the closed fiscal year 2020 (01.01.2020-31.12.2020).

Item 8th: Submission for discussion and voting by the Annual General Meeting of the Remuneration Report for the year 2020 (01.01.2020-31.12.2020), in accordance with the provisions of article 112 of Law 4548/2018.

Quorum required: -

Majority required: -

DRAFT DECISION

The General Assembly voted unanimously/by a majority of% on the represented shares and votes in favour of the Remuneration Report for the financial year 2020 (01.01.2020-31.12.2020), which was prepared in accordance with the provisions of Article 112 of Law 4548/2018, is in accordance with the Remuneration Policy adopted by the Annual General Meeting of the Shareholders of May 7th, 2020 and contains a comprehensive overview of the total remuneration of the members of the Board of Directors (executive and non-executive), including the Chief Executive Officer (one and/or more), the Appointed Directors and any of their Deputies for the 2020 financial year.

Item 9th: Election of a new Board of Directors of the Company and appointment of its independent members.

Quorum required: 1/5 (20%) of the paid-up share capital of the Company

Majority required: 50% +1 of the votes represented in the Assembly

DRAFT DECISION

In the context of the prompt, substantial and effective compliance and adaptation by the Company of the requirements and regulations of the new Law 4706/2020 (Government Gazette A' 136/17.07.2020) on corporate governance and in particular, on one hand, with regard to the provisions and substantive criteria and conditions of independence of the proposed independent members, on the other hand, as regards the provisions on suitability, diversity and adequate representation by gender in this corporate body, it is proposed to elect a new seven member (7-member) Board of Directors, by the re-election of its outgoing members Messrs.: 1) Charalampos Stasinopoulos of Panagiotis, 2) Spyridon Barbatos of Antonios – Ioannis, 3) Evangelos Angelides of Ioannis, 4) Aristides Iliopoulos of Spyridon, 5) Antonios Roussos of Antonios and 6) Emmanuel Tsiritakis of Demetrios, as well as the election of Mrs. Catherine Tsoura of Dionysios, as a new member of it.

It is noted that the proposed 7-member composition of the new Board of Directors of the Company fully covers the proper and effective exercise of its duties and responsibilities, reflects the size, organization and way of operation of the Company that requires speed and flexibility, due to its high rate of extroversion and is distinguished for the diversity of knowledge, skills, qualifications and experience, elements that can contribute decisively to the promotion and achievement of the Company's business objectives and plans.

The term of office of the new Board of Directors is proposed to be five years, in accordance with the provisions of Article 19 par. 2 of the Company's Articles of Association, i.e., until June 24th, 2026, extended until the expiry of the deadline within which the next Annual General Meeting of Shareholders must meet and until such a decision is taken.

Following the above, the Board of Directors of the Company will consist of the following members:

- 1) Charalampos Stasinopoulos of Panagiotis,
- 2) Spyridon Barbatos of Antonios – Ioannis,
- 3) Evangelos Angelides of Ioannis,
- 4) Aristides Iliopoulos of Spyridon,
- 5) Antonios Roussos of Antonios,
- 6) Emmanuel Tsiritakis of Demetrios,
- 7) Catherine Tsoura of Dionysios.

Furthermore, the Board of Directors recommends to the General Meeting of Shareholders the appointment of Messrs.: 1) Antonios Roussos of Antonios and 2) Emmanuel Tsiritakis of Demetrios, as **independent members of the Board**, since, as concluded after a thorough examination, the rules laid down in the current regulatory framework (in particular Article 4 par. 1 of Law 3016/2002 which is in force until 17.07.2021, as well as in particular, Article 9 par. 1 & 2 of Law 4706/2020) are fulfilled on their faces.

For the purpose of full, complete and adequate information to the shareholders of the Company, all the CVs of the candidates for election as members of the Board of Directors are available on the Company's website (www.profile.gr), in the General Meetings/Annual General Meeting 24.06.2021.

Following the above detailed introduction, the General Assembly decided unanimously/by a majority of ...% on the shares represented and votes to elect a new Board of Directors composed of seven (7) members, in particular:

- 1) Charalampos Stasinopoulos of Panagiotis,
- 2) Spyridon Barbatos of Antonios – Ioannis,
- 3) Evangelos Angelides of Ioannis,
- 4) Aristides Iliopoulos of Spyridon,
- 5) Antonios Roussos of Antonios,
- 6) Emmanuel Tsiritakis of Demetrios and
- 7) Catherine Tsoura of Dionysios.

At the same time, with the same unanimous/by majority decision, the General Assembly appointed as independent members of the Board of Directors, in accordance with the provisions of the current regulatory framework, the following Messrs.: 1) Antonios Roussos of Antonios and 2) Emmanuel Tsiritakis of Demetrios, since they fully meet the conditions of independence laid down by the current legislative regime.

Item 10th: Appointment of an Audit Committee, in accordance with the provisions of article 44 of Law 4449/2017, as in force today.

Quorum required: 1/5 (20%) of the paid-up share capital of the Company

Majority required: 50% +1 of the votes represented in the Assembly

DRAFT DECISION

In accordance with the provisions of Article 44 of Law 4449/2017, as in force after its amendment by Article 74 of Law 4706/2020, the Company, as a public interest entity, must maintain an Audit Committee, consisting of at least three (3) members, the majority of which must be independent of the controlled entity, in accordance with the relevant regulatory framework.

The type of Audit Committee, the term of office, the number and the properties of its members are decided by the General Meeting of the Shareholders of the Company.

The Audit Committee may be:

(a) Committee of the Board of Directors, which consists of non-executive members of the Board of Directors or

(b) Independent Committee, consisted of:

(i) either non-executive members of the Board of Directors and third parties

(ii) or only by third parties.

A third party means any person who is not a member of the Board of Directors.

The members of the Audit Committee must have, in their entirety, sufficient knowledge of the sector in which the Company operates, while at least one (1) member of the Committee, being independent of the Company, must have sufficient knowledge and experience in auditing or accounting.

In view of the above and considering the composition of the newly elected Board of Directors of the Company, it is proposed to elect a new Audit Committee as follows:

I. Composition of the Audit Committee

The new Audit Committee is proposed to constitute a Committee of the Board of Directors and to consist of three (3) non-executive members, the majority of whom are independent of the Company.

ii. Term of office of the Audit Committee

Furthermore, the term of office of the Audit Committee is proposed to coincide with the term of office of the Board of Directors, i.e., to be five years, commencing on June 24th, 2021, and ending on June 24th, 2026.

Following the above detailed introduction, the General Assembly decided unanimously/by a majority of% on the shares and votes represented the election, in accordance with the provisions of Article 44 of Law 4449/2017 as in force, of a new Audit Committee, which is a Committee of the Board of Directors and consists of three (3) non-executive members of it, the majority of which are independent of the Company, both within the meaning of the provisions in force until 17.07.2021 of Article 4 par.1 of Law 3016/2002, and, in particular, Article 9 par. 1 and 2 of Law 4706/2020.

The term of office of the Audit Committee was decided to coincide with the term of office of the Board of Directors of the Company, elected by this Annual General Meeting, i.e., to be five years, commencing on 24.06.2021 and ending on 24.06.2026, extended until the expiry of the deadline within which the next Annual General Meeting must meet and until such a decision is taken.

Furthermore, by the same unanimous/by majority decision, the General Meeting gave the Board of Directors of the Company the authority to designate the persons who will occupy the positions of the members of the Audit Committee in accordance with the specific provisions of Article 44 of Law 4449/2017, as applicable.

Item 11th: Determination - pre-approval of remuneration, salaries, and compensations of the members of the Board of Directors for the current corporate year 2021 (01.01.2021-31.12.2021), as well as granting permission for advance payment of the remuneration to the above persons for the period until the next Annual General Meeting, in accordance with the provisions of article 109 of Law 4548/2018.

Quorum required: 1/5 (20%) of the paid-up share capital of the Company

Majority required: 50% +1 of the votes represented in the Assembly

DRAFT DECISION

The General Meeting approved unanimously/by a majority of% of the represented shares and votes the fees, salaries, allowances and other benefits in general, which will be paid to the members of the new Board of Directors in the current financial year 2021 (01.01.2021-31.12.2021), which are in harmonization and compliance with the approved and applicable Remuneration Policy of the Company, whereas by the same unanimous/by majority decision it granted the relevant authorisation to advance these fees to those persons for the period up to the next Annual General Meeting, in accordance with the provisions of Article 109 of Law 4548/2018, as applicable.

Item 12th: Approval of the Suitability Policy of the members of the Board of Directors, in accordance with the provisions of article 3 of Law 4706/2020.

Quorum required: 1/5 (20%) of the paid-up share capital of the Company

Required majority: 50% +1 of the votes represented in the Assembly

DRAFT DECISION

The General Meeting approved unanimously/by a majority of% of the represented shares and votes the Suitability Policy of the members of the Board of Directors of the Company, which (Policy) has been drawn up in accordance with the provisions of Article 3 of Law 4706/2020 and the guidelines of the Securities and Exchange Commission, as detailed in particular in its Circular No 60/18.09.2020 and aims to formulate the specific framework and criteria for the selection, definition, replacement and renewal of the term of office of the members of this corporate body.

For the purpose of timely and appropriate information to shareholders regarding the content of the proposed for approval Suitability Policy of the members of the Board of Directors, its full text has been posted on the Company's website (www.profile.gr).

Item 13th: Provision of approval - permission to the members of the Board of Directors and the Directors of the Company for the execution of transactions that fall under the purposes pursued by the Company and for their participation in companies that pursue same, related, or similar purposes in accordance with article 98 par. 1 of Law 4548/2018.

Quorum required: 1/5 (20%) of the paid-up share capital of the Company

Majority required: 50% +1 of the votes represented in the Assembly

DRAFT DECISION

The General Assembly approved unanimously/by a majority of ...% of the shares represented and votes the granting in accordance with the provisions of Article 98 par. 2 of Law 4548/2018, to the members of the Board of Directors and the Directors of the Company, in order to participate in the Boards of Directors or in the management of other companies of the Group (existing and/or future) pursuing same, similar or related purposes and to act subject to the objectives pursued by the Company.