

PROFILE COMMERCIAL AND INDUSTRIAL S.A.
IT COMPANY

Draft proposed decisions on the items on the agenda
of the Annual General Meeting of shareholders on May 12th 2022,
in accordance with Article 123 para. 4 of Law 4548/2018

Item ¹: Submission for approval of the annual Financial Statements (stand alone and consolidated) for the fiscal year 2021 (01.01.2021-31.12.2021), as well as the annual Financial Report for the said fiscal year.

Required quorum: 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 annual Financial Statements (stand alone and consolidated) for the closing financial year 2021 were prepared in accordance with the requirements of the European Single Electronic Format, in order to facilitate the accessibility, analysis and comparability of financial reporting at European Union level, were approved by the Board of Directors of the Company at its meeting on March 17, 2022 and were lawfully published in the legally registered in the General Commercial Registry (G.C.R.). address of the Company's website (www.profile.gr), while they were submitted electronically to the Hellenic Capital Market Commission and the Athens Stock Exchange.

After the presentation of the annual Financial Statements (stand alone and consolidated) for the fiscal year 2021, as well as the annual Financial Report, which includes the statutory Corporate Governance Statement, has been completed, it is proposed to approve them.

The General Meeting approved unanimously/by majority% of the represented shares and votes, the annual Financial Statements (corporate and consolidated) for the fiscal year 2021 (01.01.2021-31.12.2021) and in total the annual Financial Report for the said fiscal year, in the form published and submitted as mentioned above.

Item ²: Submission for approval of the Annual Management Report of the Board of Directors and the Auditors' Report on the Annual Financial Statements (corporate and consolidated) for the fiscal year 2021 (01.01.2021- 31.12.2021).

Required quorum: 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 the represented shares and votes the annual Management Report of the Board of Directors, which is included in its entirety in the Minutes of the Company's Board of Directors of March 17, 2022, as well as the

Audit Report of 18 March 2022 of the Certified Auditor-Accountant of the Company, Mr. Nikolaos A. Nikolopoulos, regarding the annual Financial Statements relating to the corporate company FY 2021 (01.01.2021-31.12.2021).

Item 3: Submission and presentation of the annual Activity Report of the Audit Committee for the fiscal year 2021 (01.01.2021-31.12.2021).

Quorum required: -

Majority required: -

DRAFT DECISION

In accordance with the provisions of article 44 para. 1 approx. i' of Law 4449/2017, as in force after its amendment by article 74 para. 4 of Law 4706/2020, the Annual Activity Report of the Audit Committee for the fiscal year 2021 (01.01.2021-31.12.2021) was submitted to the shareholders' body and the Annual Activity Report of the Audit Committee for the fiscal year 2021 (01.01.2021-31.12.2021) was submitted to the shareholders' body and has been read, the text of which has been posted at the legally registered address of the G.C.R. of the Company's website (www.profile.gr), for a complete and detailed information to the shareholders regarding the work of the Audit Committee during the closing fiscal year 2021 (01.01.2021-31.12.2021).

Item 4: Approval of the distribution of the results of the fiscal year 2021 (01.01.2021-31.12.2021), decision on the distribution (payment) of dividends and provision to the Board of Directors of the Company of the necessary authorizations.

Required quorum: 1/2 (50%) of the paid-up share capital of the Company

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

The General Meeting unanimously approved/ by a majority% of the represented shares and votes the distribution of the results of the fiscal year ended 31.12.2021 and in particular approved the distribution (payment) to the shareholders of the Company of a dividend of a total amount of 770,000.00 Euro (gross amount), i.e. an amount of 0.06409 Euro per share (gross amount) from the profits of previous financial years, from which the 5% tax proportional to the dividend 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 other shares, as defined in article 50 of Law 4548/2018.

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

(a) ex-dividend date for the fiscal year 2021 on **Monday, June 27, 2022,**

(b) the date of determination of the beneficiaries of the dividend for the fiscal year 2021 (record date) on **Tuesday, June 28, 2022** and

(c) the date of commencement of payment of the dividend for the fiscal year 2021 through a credit institution or HELEX on **Monday, July 4, 2022**.

Furthermore, the General Meeting, by its unanimous/majority decision, provided to the Company's Board of Directors the necessary authorizations for the appropriate and timely implementation and processing of the decision taken on the distribution (payment) of dividend.

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

It is noted that the remuneration of the members of the Board of Directors resulting from the distributions of profits of legal entities, constitutes a dividend in accordance with the provisions of article 36 para. 1 of Law 4172/2013.

In particular, it is proposed to pay fees of a total gross amount of 836,345 Euros, on which deductions will be provided according to the applicable social and tax legislation and will then be distributed to the following members of the Board of Directors:

- (a) Mr. Charalambos Stassinopoulos, Chairman of the Company's Board of Directors,
- (b) Mr. Evangelos Angelidis, Managing Director of the Company,
- (c) Mr. Aristides Iliopoulos, Member of the Board of Directors of the Company and
- (d) Mrs. Aikaterini Tsoura, Member of the Company's Board of Directors

since the above legal individual persons, through their intense, systematic and continuous activity, contributed substantially and decisively to the enhancement of the Group's extroversion, to the promotion of the Company's business objectives and plans, to the achievement of wider recognition, as well as to the significant enhancement of turnover and profitability of both the Company and the Group.

Item ⁵: Approval of the overall management and discharge of the Certified Auditors-Accountants of the Company from any liability for compensation for the activities of the closed fiscal year 2021 (01.01.2021-31.12.2021), as well as for the annual Financial Statements of the said fiscal year.

Required quorum: 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 the represented shares and votes and as a result conducted by the shareholders, the total management that took place during the fiscal year ended 31.12.2021, as well as the discharge of the Certified

Auditors-Accountants of the Company from any liability for compensation for the activities and the general management of the closed fiscal year 2021 (01.01.2021-31.12.2021) , as well as for the annual Financial Statements for the financial year in question.

Item 6: Election of an Auditing Company by the Public Registry for the statutory audit of the annual and half-yearly Financial Statements (corporate and consolidated) for the current fiscal year 2022 (01.01.2022-31.12.2022) and determination of this remuneration.

Required quorum: 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, following a relevant proposal-recommendation of the Audit Committee, which its proposal was accepted by all the independent members of the Board of Directors, unanimously approved / by a majority% of the represented shares and votes, the election of the registered in the Public Register of article 14 of Law 4449/2017 Auditing Company under the name "COOPERATING CERTIFIED ACCOUNTANTS SOCIETE ANONYME OF CERTIFIED AUDITORS » for the conduct of the statutory audit of the annual and half-yearly Financial Statements (stand alone and consolidated) for the current fiscal year 2022 (01.01.2022-31.12.2022).

It is noted that the above Auditing Firm will also undertake the process of issuing the annual tax certificate and the tax compliance report of the Company for the fiscal year 2022, in accordance with the provisions of article 65A of Law 4174/2013.

Finally, by its unanimous/majority decision, it authorized the Board of Directors to make a final agreement with the above Auditing Firm regarding the amount of its remuneration, as well as to send to the elected Auditing Firm the written notice-mandate within five (5) days from the date of its election.

Item 7: Approval of the remuneration, salaries and compensations paid to the members of the Board of Directors for the services provided by them during the fiscal year 2021 (01.01.2021-31.12.2021).

Required quorum: 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 the represented shares and votes the remuneration, 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 provided to the Company during the closing fiscal year 2021 (01.01.2021-31.12.2021).

Item 8: Submission for discussion and voting by the Annual General Meeting of the Remuneration Report for the fiscal year 2021 (01.01.2021-31.12.2021), in accordance with the provisions of article 112 of Law 4548/2018.

Quorum required: -

Majority required: -

DRAFT DECISION

The General Meeting voted unanimously/by a majority% of the represented shares and votes in favour of the Remuneration Report for the fiscal year 2021 (01.01.2021-31.12.2021), which was drawn up in accordance with the provisions of article 112 of Law 4548/2018, is in accordance with the Remuneration Policy approved by the Annual General Meeting of shareholders on May 7th 2020 and contains a comprehensive overview of the total remuneration of the Board of Directors (executive or not), including the Chief Executive Officer (one or more), the Executive Directors and any Deputy member thereof for the immediately preceding financial year.

Item 9: Determination - pre-approval of the remuneration, salaries and remuneration of the members of the Board of Directors for the current fiscal year 2022 (01.01.2022-31.12.2022), as well as the granting of 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.

Required quorum: 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 the represented shares and votes the remuneration, salaries, indemnities and other benefits in general, which will be paid to the members of the Board of Directors during the current fiscal year 2022 (01.01.2022-31.12.2022), which are in compliance with the provisions of the approved and in force Remuneration Policy of the Company, while by the same unanimous / majority decision granted the relevant permission for advance payment of the said 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, as in force.

Topic 10:

Decision to reduce the nominal value of the share from € 0.47 to € 0.23 while increasing the total number of shares of the Company from 12,013,916 to 24,027,832 common registered shares (stock split) and replacing each one (1) old common registered share with two (2) new common registered shares, through a reduction (for rounding purposes) of the Company's share capital by the amount of one hundred and twenty thousand one hundred and thirty-nine Euros and sixteen cents (120.139,16 €) and creation of a special purpose reserve, in

accordance with the provisions of article 31 par. 2 of Law 4548/2018, equal to the amount of the share capital reduction. Amendment of the relevant article 5 of the Company's Articles of Association and provision to the Company's Board of Directors of the necessary authorizations for the execution and implementation of the above decisions.

Required quorum: 1/2 (50%) of the paid-up share capital of the Company

Majority required: 2/3 of the votes represented in the Assembly

DRAFT DECISION

The General Meeting unanimously approved/ by a majority% of the represented shares and votes the reduction of the nominal value of the company's shares from € 0.47 to € 0.23 and the simultaneous increase of the total number of its shares from 12,013,916 to 24,027,832 common registered shares (stock split), with replacement of each one (1) old common nominal share with two (2) new common registered shares, reduction (for rounding purposes) of the Company's share capital by the amount of one hundred and twenty thousand one hundred and thirty-nine Euro and sixteen cents (€ 120,139.16) and creation of a special purpose reserve, in accordance with the provisions of article 31 par. 2 of Law 4548/2018, equal to the amount of the share capital reduction.

Simultaneously with the same unanimous/ majority decision, the Extraordinary General Meeting of shareholders approved the amendment of the relevant article 5 of the Company's Articles of Association relating to the share capital, which in its new amended form will be as follows (with emphasis on the amended points), and provided to the Board of Directors the necessary powers for the proper implementation of the decisions taken as referred to above, in accordance with the applicable legislative and regulatory framework in general.

Article 5

SHARE CAPITAL

1) The initial share capital of the Company amounted to seventy million (70,000,000) drachmas, divided into seven thousand (7,000) shares of a nominal value of ten thousand (10,000) drachmas each.

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- 19) *By the decision of the Board of Directors of the Company dated 04.12.2020 and in the context of the annual implementation of the Annual General Meeting of shareholders approved by the First Repeat Annual General Meeting of shareholders on May 25, 2018, the Share Distribution Program to selected executives of the Company and its affiliated companies, the share capital was increased by the amount of forty-two thousand nine hundred and forty-two Euros and ninety-six cents (€42,942.96), with the issuance of ninety-one thousand three hundred and sixty-eight (91,368) new common registered shares of a nominal value of forty-seven Euro cents (€ 0.47) each and an offer price of one Euro and seventy cents (€ 1.70) per share, the difference between the offer price of the new above 7 shares and their nominal value, of Euro 112,382.64 deposited in a special reserve account "Share premium.*
- 20) *By decision of the Board of Directors of the Company dated 03.12.2021 and in the context of the annual implementation of the Annual General Meeting of shareholders approved by the First Repeat Annual General Meeting of shareholders on May 25 2018, the Share Distribution Program to selected executives of the Company and its affiliated companies, the share capital was increased by the amount of fifty-one thousand eight hundred and sixty-six Euro and eighty-five cents (€51,866.85), with the issuance of one hundred and ten thousand three hundred and fifty-five (110,355) new, common, registered shares, of a nominal value of forty-seven euro cents (0,47 €) each and an offer price of one Euro and seventy cents (1,70 €) per share, the difference between the offer price of the new above shares and their nominal value, from Euro 135,763.65 deposited in a special reserve account "Share premium.*
- 21) *The decision of the Annual General Meeting of the Company's shareholders dated 12.05.2022 reduced the nominal value of the Company's shares from forty-seven Euro cents (€0.47) to twenty-three Euro cents (€0.23) and at the same time increased the total number of its shares from 12,013,916 to 24,027,832 common registered shares (stock split), by replacing each one (1) old common nominal share with two (2) new common registered shares, reduction (for rounding purposes) of the Company's share capital by the amount of one hundred and twenty thousand one hundred and thirty-nine Euro and sixteen cents (€120,139.16) and creation of a special purpose reserve, in accordance with the provisions of article 31 par. 2 of Law 4548/2018, equal to the amount of the share capital reduction.*
- Thus, the total share capital of the Company amounts to five million five hundred twenty six thousand four hundred and one Euro and thirty-six cents (€ 5,526,401.36) and is divided into twenty-four million twenty-seven thousand eight hundred and thirty-two (24,027,832) common, registered shares of a nominal value of twenty-three euro cents (€ 0.23) each.**

Item 11: Approval of a buyback program for the purchase of the Company's own shares through the Athens Stock Exchange, in accordance with the provisions of article 49 of Law 4548/2018, as in force, and provision of relevant authorizations

Required quorum: 1/5 (20%) of the company's paid-up share capital

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

DRAFT DECISION

The General Meeting decided unanimously/by a majority...% of the represented shareholders and votes to approve a program for the purchase of the Company's own shares in accordance with the provisions of article 49 of Law 4548/2018, as in force, and in particular approved the purchase within a period of twenty-four (24) months from the date of the present decision, at the maximum of one million (1,000,000) common registered shares (taken into account and

even aggregated in relation to the date of the present decision, a maximum of one million (1,000,000) common registered shares (taken into account the aggregated amount in relation to the upper limit of the total own shares already held by the Company in the context of previous own share purchase programs), with a market price range of two Euro (2,00 €) per share (lower limit) and twelve Euro (€ 12,00) per share (maximum limit), of this range determined on the one hand in relation to the decision on the immediately preceding item of the Agenda and on the other hand in relation to the intense volatility of the markets, as a result of the health crisis and the prevailing geopolitical instability. At the same time as the same unanimous/majority decision, the General Meeting of shareholders granted to the Company's Board of Directors the authorization for the proper implementation of this procedure, in accordance with the current regulatory framework.

Item 12: Provision of approval - authorization to the members of the Board of Directors and the Directors of the Company for the performance of actions that fall under the objectives pursued by the Company and for their participation in companies pursuing similar, related or similar purposes in accordance with article 98 par. 1 of Law 4548/2018.

Required quorum: 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 the represented shares and votes the granting-granting of a license, in accordance with the provisions of article 98 par. 1 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) that pursue similar, related or similar purposes and to act actions that fall within the objectives pursued by the Company.