



## **Annual Remuneration Report Financial Year 2021**

**made according to article 112 of Law 4548/2018**

**« PROFILE ANONYME COMMERCIAL AND INDUSTRIAL  
IT COMPANY"**

**APRIL 2022**

**General Commercial Registry number.: 122141660000**

**NEA SMYRNI ATTIKIS (199 SYGGROU AVENUE)**

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## 1. Introduction

I. This Remuneration Report (hereinafter referred to as **the "Report"**) has been prepared in accordance with the provisions of article 112 of law. 4548/2018, as in force, in line with the Guidelines of the European Commission of 1 March 2019 regarding the standard presentation of the Remuneration Report in accordance with Directive 2007/36/EC, as amended by Directive (EU) 2017/828.

II. The Report depicts the total remuneration of the members of the Board of Directors (as a " **BoD**") and explains, in order to fully, adequately and properly inform the Company's shareholders, the way in which the Remuneration Policy was implemented for the closing fiscal year 2021 (01.01.2021-31.12.2021) for the fiscal year 2021 (01.01.2021-31.12.2021) (hereinafter referred to as **the "Policy"**) of the Société Anonyme under the name "**PROFILE COMMERCIAL AND INDUSTRIAL SOCIETE ANONYME**" and the distinctive title "**PROFILE SYSTEMS & SOFTWARE S.A.**" (hereinafter **the "Company"**), and therefore provides a comprehensive overview of the Company's remuneration model, in compliance with Article 112(1) of Law. 4548/2018, regarding the implementation of the Remuneration Policy.

III. This Report, which contains a comprehensive overview of the total remuneration regulated in the Remuneration Policy of the Company, for the aforementioned fiscal year, is to be submitted for discussion to the Annual General Meeting of the Company's shareholders, which has been convened for the **12th of May 2022** and is included as subject (and in particular as the **8th item**) on its agenda.

IV. In compliance with the provisions of articles 110 and 111 of Law 4548/2018, the Company has established a Remuneration Policy, which applies to all members of the Board of Directors (executive and non-executive, with the necessary differentiations mentioned therein), including the Chief Executive Officer, as well as to the Senior Management (Directors, Directors and Heads of Units), approved by majority vote by decision of the Annual General Meeting of shareholders of the Company on May 7<sup>th</sup> , 2020, and is valid for four (4) years from its approval. The Policy has been posted on the Company's website since its approval and more specifically on the link [www.profilesw.com](http://www.profilesw.com).

V. Although the closing year 2021 began as a year of recovery for the Greek economy, as political and economic developments have improved, nevertheless the prevalence in the year 2021 of the COVID-19 coronavirus pandemic in almost the entire world and the maintenance of strict restrictive measures and bans continued to be an unprecedented test, continuing to cause significant and unforeseen disruptions in supply chains,

maintaining financial instability, modifying consumption habits, and having a negative impact on service sectors such as transport, travel and tourism.

Nevertheless, PROFILE Group (hereinafter referred to as **the "Group"**) has managed, in a highly volatile and volatile economic environment, characterised by serious shocks both in the global and especially in the domestic economic growth, to greatly enhance its turnover and profitability levels. the further increase of the Group's activity in the international markets, as well as the Group's ability to complete complex projects even in an unstable and uncertain environment.

**VI.** Turnover for the year 2021 for the Group amounted to € 20,117,253 compared to € 15,040,892 in the corresponding year of 2020, recording a remarkable increase of 33.75%, which is attributed to the undertaking of new projects, in the constant preference of existing customers to the solutions developed by the Company, as well as the successful acquisition of Centevo, a leading software company for Asset/Fund Management in Scandinavia.

The EBITDA for the year 2021 amounted to € 5,485,246 compared to € 4,274,557 of the corresponding period of 2020, recording an increase of 28.33%.

Earnings before tax, financial and investment results (EBIT) stood at € 2,698,341 compared to € 1,910,369 € in the previous year, showing an increase of 41.25%.

With the deduction of income tax of € 585,844, net profit after tax is adjusted for the Group to € 2,203,258, compared to € 951,117 € in the previous financial year, showing a three-digit percentage increase of 131.7%.

**VII.** No deviations and deviations from the approved Policy were found in 2021.

**VIII.** The above events did not affect the remuneration of the members of the Board of Directors included in the scope of the Remuneration Policy.

## 2. Total remuneration to the members of the Board of Directors

**I.** For the clear and understandable presentation of the total remuneration granted or paid to the members of the Company's Board of Directors, as well as any kind of remuneration from any company belonging to the Group, the following Table 1 was drawn up, which reflects the total remuneration of the members of the Board of Directors. for the financial year 2021 by the Company. From the other companies of the Group (except the parent company) no remuneration was paid to the members of the Board of Directors.

II. The remuneration in table 1 in question is presented in gross (mixed) prices.

III. In addition to the following, no further remuneration or compensation was granted or paid in any way within the year 2021 to the members of the Administrative Council, in any form.

**Table 1 Total remuneration of the members of the BoD for the financial year 2021 by the Company**

Name of the Member of the BoD, Place	Use	1 Fixed remuneration			2 Variable remuneration		3 Extraordinary element	4Company contribution to pensions Programs	5Total earnings	6Reference of fixed and variable earnings
		Annual basic remuneration	Remuneration for involvement in Committees	Facilities	Yield within one year	Performance in next years				
Charalambos Stasinopoulos, President Board of Directors, Executive Member	2021	158.400		49.046	400.490				607.936	26,05%/65,87%
Spyridon Barbatos, Vice-Chairman of the BoD, Non-Executive Member	2021	103.160							103.160	100%/0%
Evangelos Angelidis, Ceo Executive Member	2021	49.219		35.141	110.000				194.359	41,98%/58,02%
Constantinos Mantzavinatos <sup>(1)</sup> , Non-Executive Member	2021	68.555		11.385					79.940	100%/0%
Aristidis Iliopoulos, Non-Executive Member	2021	67. 500		19.152	16.100				102.752	84,33%/15,67%
Catherine Tsoura <sup>(2)</sup> , Non-Executive Member	2021	54.281		11.385					65.666	100%/0%
Antonios Roussos, Independent Non-Executive Member	2021								0	0% / 0%
Emmanouil Tsiritakis, Independent Non-Executive Member	2021		2.500						2.500	100% / 0%

<sup>(1)</sup> Loss of membership of the BoD from 24 June 2021

<sup>(2)</sup> Assumption of membership of the Board of Directors from 24 June 2021

### 3. Remuneration in shares and/or options

The First Repeat Annual General Meeting of shareholders on May 25<sup>th</sup>, 2018, approved the establishment of a Share Option scheme to the members of the Board of Directors, the Directors and the company's staff. The Board of Directors of the Company at its meeting on January 16<sup>th</sup>, 2020 proceeded to the elaboration of the specific terms of the Program. Specifically, the total number of allowances to be made available amounts to six hundred thousand (600,000), while the duration of the Program was set until November 2025. The rights will mature in instalments and in particular:

- (a) by 33% on 1 November of the first year after grant date;
- (b) by 33% on 1 November of the second year following the grant date, and
- (c) by 34% on 1 November of the third year following the grant.

The offer price of the shares that will be delivered to the beneficiaries because of the exercise of the rights that have been awarded to them, amounts to 1,70 €.

During the financial year 2021 (01.01.2021-31.12.2021) and more specifically during the period from 01.11.2021 to 15.11.2021, thirty-five (35) executives made a written statement for exercising their stock options. A total of 110,355 common, registered shares of the Company, of a nominal value of 0.47 Euro each. The cash payment of the price for the purchase of the above shares was completed within the deadline, i.e. until 30.11.2020, the relevant amount amounted to € 187,603.50 and was deposited in the Company's name, a special bank account. The trading on the Athens Exchange of a total of 110,355 new shares resulting from the above increase began on 27.12.2021. . The number of options granted under this Program to the members of the Board of Directors is presented in the table below.

More information regarding the terms of the Shareholder Option Program is available on the Company's website and specifically at the link <https://www.profilesw.com/el/financial-news/2487-profile.php>.

Member's Name / Membership	Permissions Granted	Entitlements that matured in 2021	Rights exercised in 2021
Charalambos Stassinopoulos <sup>(1)</sup> , President Board of Directors & Managing Director, Executive Member	60.000	19.800	19.800
Evangelos Angelidis <sup>(2)</sup> , Ceo Executive Member	40.000	13.200	13.200
Spyridon Barbatos, Vice-Chairman of the BoD, Executive Member	20.000	6.600	0
Konstantinos Mantzavinatos, Executive Member	15.000	4.950	4.950
Aristidis Iliopoulos, Non-Executive Member	15.000	4.950	6.900
Catherine Tsoura Non-Executive Member	15.000	4.950	4.950

<sup>(1)</sup> Assumes the duties of Chief Entrepreneur as of November 30, 2020

<sup>(2)</sup> As of November 30, 2020

#### 4. Use of recovery right

No use was made of the right to recover variable remuneration, as described in the approved Policy, during the financial year 2021.

#### 5. Compliance with the Remuneration Policy and with the application of the performance criteria

##### 5.1 Remuneration of Independent Non-Executive Members of the BoD

I. During the financial year 2021 (01.01.2021-31.12.2021) and in line with the approved Policy of the Company regarding the remuneration of Independent Non-Executive Members of the Board of Directors:

→ Independent Non-Executive Members may receive compensation for their participation in the meetings of the Board of Directors, which is approved by a special decision of the Annual General Meeting.

→ The above compensation is paid in cash and is subject to the deductions provided for by the tax and insurance legislation in force from time to time.

→ During the financial year 2021, the Independent Non-Executive Members of the Board of Directors did not receive any remuneration for their participation in the meetings of the said corporate body.

→ Independent Non-Executive Members do not participate in any bonus or long-term incentive scheme and are not granted bonus, stock options, or performance-related compensations.

## 5.2 Remuneration of Other Members of the BoD

During the financial year 2021 and in accordance with the approved Policy of the Company regarding the remuneration of the other Members BoD (Executive and Non-Executive):

### 5.2.1 Company's agreements with the members of the Board of Directors

The Company during the financial year 2021 (01.01.2021-31.12.2021) maintained agreements with five (5) Members of the Board of Directors.

**(a)** a fixed-term contract with the Chairman of the Board of Directors, to which the provisions of the applicable labour law regarding the terms of termination apply and which provides for special compensation in case of termination or dismissal without valid reason or termination of his term of office or employment due to any public offer,

**(b)** contracts of indefinite duration with the CEO of the Company, and with three (3) Non-Executive Members thereof, to which the provisions of the applicable labor law regarding the terms and deadlines of termination and the compensation paid apply.

During the financial year 2021, the employment contract with the Vice Chairman of the Board of Directors of the Company was terminated due to the completion of the retirement age and the relevant provisions were applied.

### 5.2.2 Fixed remuneration of other Members of the BoD

→ The components considered when determining the fixed remuneration of the other Members of the Board of Directors (Executive and Non-Executive) were the academic background, the professional experience, skills and capabilities, the responsibilities and duties within the members concerned are entrusted, the significance and the functional requirements of the position, the state of the economy, the terms of individual employment contracts and data of labor law.



→ The fixed remuneration paid was competitive with the aim of retaining in the Management of the Company, people who possess the appropriate skills, experiences and behaviors needed by the Company and the Group, with the aim of enhancing value and maximizing their performance.

→ The Other Members received benefits in accordance with the provisions of the Policy consisting of participation in a group insurance program, the use of a company car, mobile telephony programs, coverage of travelling-representation expenses, stock options, etc.

→ The Other Members (Executive and Non-Executive) did not receive remuneration for their participation in the meetings of the Company's Board of Directors and its subsidiaries.

### **5.2.3. Variable remuneration of Other Members of the BoD**

→ The variable remuneration of the Other Members of the Board of Directors is related both to the individual performance and to the course of the Company and the Group. Indicative criteria on the basis of which the amount of variable remuneration is calculated are the following: personal targets, which are agreed before the beginning of the evaluation period, the operating profits of the financial year, the entrepreneurial initiative and personal characteristics, such as leadership skills, the inspiration of the coke team.

→ The Annual General Meeting of shareholders on 24<sup>th</sup> of June 2021 approved the payment of a total gross amount of € 526,490.00 from profits of previous years to three (3) Members of the Board of Directors for their intense and systematic activity in the expansion of the Group's turnover and profitability.

## **6. Deviations and deviations from the Remuneration Policy**

I. There were no deviations or deviations from the Policy during the financial year 2020 in all its fields of application.

## **7. Information regarding the outcome of the vote on the Remuneration Report for the financial year 2020 considered by the Board of Directors**

I. During the Annual General Meeting of the Company's shareholders on June 24<sup>th</sup> 2021, the Remuneration Report for the financial year 2020 was submitted for discussion and voting in accordance with paragraph 3 of article 112 of Law 4548/2018.

The Board of Directors informs, in accordance with the above provision, that on the Remuneration Report the advisory vote of the shareholders was positive by a rate of 92.06%.

## 8. Comparative information on the change in remuneration and Company's performance

I. Below is a table with information concerning the annual change in the remuneration of the Members of the Board of Directors, the performance of the Company and the average acceptances of the Full-Time Employees of the Company during the years 2019-2020. The corresponding analysis during the last five (5) financial years is not presented due to the application of the transitional provision of article 187 par.7 of Law 4548/2018.

	2021	2020	2019
<b>Turnover of EUR Group</b>	20.117.253	15.040.892	15.763.884
<i>Annual Change in EUR</i>	5.076.361	-722.992	1.934.883
<i>Annual Change %</i>	33,8%	-4,6%	14,0%
<b>EBITDA Group EUR</b>	5.485.246	4.217.255	4.346.126
<i>Annual Change in EUR</i>	1.267.991	-128.871	289.723
<i>Annual Change %</i>	30,1%	-3,0%	7,1%
<b>Turnover of the Parent Company EUR</b>	9.171.317	9.253.416	8.577.914
<i>Annual Change in EUR</i>	-82.099	675.502	804.640
<i>Annual Change %</i>	-0,9%	7,9%	10,4%
<b>EBITDA Parent Company EUR</b>	895.556	818.319	676.793
<i>Annual Change in EUR</i>	77.237	141.526	-374.146
<i>Annual Change %</i>	9,4%	20,9%	-35,6%
<b>BoD Fees</b>	1.056.148	1.157.129	1.069.495
<i>Annual Change in EUR</i>	-100.981	87.634	63.003
<i>Annual Change %</i>	-8,7%	8,2%	6,3%
<b>BoD Fees Payroll relationship</b>	329.461	337.516	362.229
<b>Staff remuneration</b>	4.850.883	4.372.706	4.243.613
<b>Staff fees outside the Board of Directors</b>	4.521.422	4.035.190	3.881.384
<b>Number of staff</b>	98	105	106
<i>Annual Change in individuals</i>	-7	-1	13
<i>Annual Change %</i>	-6,7%	-0,9%	14,0%
<b>Staff remuneration per person</b>	46.137	38.430	36.617
<i>Annual Change %</i>	20,1%	5,0%	5,9%

## 9. Compliance with provisions on personal data

I. In compliance with paragraph 5 of article 112 of Law 4548/2018, no special categories of personal data have been included in this Report within the meaning of Article 9(1) of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing the Directive 95/46/EC, nor personal data concerning the marital status of the members of the Company's Board of Directors.

II. Any personal data of the members of the Company's Board of Directors referred to in this Report are included in it under article 112 of Law 4548/2018 in order to increase corporate transparency regarding the remuneration of the members of the Board of Directors, with the aim of enhancing the accountability of the members and the supervision of the shareholders on these remunerations.

## 10. Publication of the Report

I. This Report, which according to the Company's Board of Directors, is clear and understandable, following the completion of the Annual General Meeting of shareholders on 12<sup>th</sup> of May 2022, will become, with the diligence and responsibility of the Board of Directors, without delay, available to the public on the Company's website, free of charge, where it will remain posted for a period of ten (10) years, as provided by law.

II. Any retention of the Report on the Company's website for a longer than the above period is allowed provided that the Report will no longer contain personal data about the members of the Board of Directors within the meaning of the above Regulation.

II. In view of the fact that, in accordance with paragraph 3 of article 112 of Law 4548/2018, the vote of the shareholders is of an advisory nature, the Board of Directors of the Company will explain in the next Remuneration Report the way in which the result of the vote was taken into account at the Annual General Meeting of Shareholders on May 12<sup>th</sup> 2022.

Nea Smyrni, 14 April 2022  
For the Board of Directors