INVITATION

(According to article 121 par. 4 of Law 4548/2018)

The shareholders of the Société Anonyme under the name "PROFILE" SOCIETE ANONYME COMMERCIAL AND INDUSTRIAL INFORMATION TECHNOLOGY" and the distinctive title "PROFILE SYSTEMS & SOFTWARE S.A.", to the Annual Ordinary General Meeting General Commercial Registry 122141660000

The Board of Directors of the Société Anonyme under the name "PROFILE SOCIETE ANONYME COMMERCIAL AND INDUSTRIAL INFORMATION TECHNOLOGY COMPANY" and the distinctive title "PROFILE SYSTEMS & SOFTWARE S.A." (hereinafter referred as the **"Company"**), invites, in accordance with the law and the Articles of Association, the shareholders of the Company to an **Annual General Meeting** <u>on Thursday, May</u> <u>12</u>, <u>2022, at</u> <u>14:00 local time</u>, at the Company's registered offices located in Nea Smyrni, Attica (199 Syggrou Avenue), to discuss and decide on the following items of the agenda:

AGENDA ITEMS

Topic 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 that fiscal year.

<u>Topic 2:</u> Submission for approval of the Annual Management Report of the Board of Directors and the Auditors' Report on the annual Financial Statements (stand alone and consolidated) for the fiscal year 2021 (01.01. 2021- 31.12. 2021).

<u>**Topic 3**</u>: Submission and presentation of the annual Activity Report of the Audit Committee for the fiscal year 2021 (01.01.2021-31.12.2021).

<u>Topic 4:</u> Approval of the distribution of the results for the fiscal year 2021 (01.01. 2021-31.12. 2021), decision on the distribution of dividend and provision to the Board of Directors of the Company for the necessary authorizations.

<u>Topic 5:</u> Approval of the overall management and discharge of the Company's Certified Auditors from any liability or compensation for the activities of the fiscal year 2021 (01.01.2021-31.12. 2021), as well as for the annual Financial Statements for the respective financial year.

Topic 6: Election of an Auditing Company from the Public Registry for the 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) and determination of their remuneration.

<u>**Topic 7**</u>: 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).

Topic 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.

Item 9: Decision for reduction of the nominal value of the each share from \notin 0.47 to \notin 0.23 with simultaneous increase of the total number of shares of the Company from 12.013.916 to 24.027.832 common registered shares (stock split) and replacement of each one (1) old common registered share with two (2) new common registered shares, through a reduction (for reasons of rounding) of the share capital of the Company in the amount of one hundred twenty thousand one hundred thirty nine Euros and sixteen cents (120.139,16 \notin) and creation of a special purpose reserve, according to the provisions of article 31 par. 2 of law 4548/2018, equal to the amount of the reduction of the share capital. Amendment of the relevant article 5 of the Company's Articles of Association and provision to the Board of Directors of the Company for the necessary authorizations for the execution and implementation of the above decisions.

<u>Topic 10</u>: Approval for the share buyback program of the Company's own shares through the Athens Exchange, in accordance with article 49 of Law 4548/2018, as in force, and provision of relevant authorizations.

<u>Topic 11:</u> 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 members for the period until the next Annual General Meeting, in accordance with the provisions of article 109 of Law 4548/2018.

<u>Topic 12</u>: 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.

In the event of failure to achieve the quorum required by law to take a decision on the items on the agenda, the Board of Directors hereby invites the Shareholders of the Company to a 1st Repeat Annual General Meeting will be held on **May 26[,] 2022, Thursday at** <u>14:00 local</u> <u>time</u> at the same place, with the same agenda items, in accordance with the provisions of para. 2 of article 130 of Law 4548/2018, as in force. It is noted that no new invitation will be published for this Repeat Annual General Meeting.

According to articles 121 para. 4, 124 and 128 of Law 4548/2018, as in force, the Company informs the shareholders of the following:

A. <u>RIGHT TO PARTICIPATE AND VOTE</u>

Each ordinary share entitles one (1) vote. Only natural or legal persons who have the shareholder status at the beginning of the fifth (^{5th}) day prior to the date of the General Meeting, i.e. on **07.05.2022 (record date**), are entitled to participate and vote in the Annual General Meeting, initial or any Repeat Meeting. The above record date also applies in the case of a postponed or any Repeat General Meeting, provided that the postponed or repeat meeting is not more than thirty (30) days from the record date (article 124 par. 6 of Law 4548/2018).

A shareholder who is entitled to participate in the Annual General Meeting and to exercise the right to vote is considered to be the shareholder who is registered on the date of registration in the Dematerialized Securities System (DSS) of the Société Anonyme under the name "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." (EL.K.A.T.) or the person identified as such on the basis of the relevant date through registered intermediaries or other intermediaries subject to the provisions of the legislation (Law 4548/2018), Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Regulation of Operation of the Hellenic Central Securities Depository (Government Gazette B' 1007/16.03.2021).

Proof of shareholder status is made by any legal means and in any case on the basis of information received by the Company before the commencement of the General Meeting by the EL.K.A.T. or through the participants and registered intermediaries in the Central Securities Depository in any other case. A shareholder may participate in the General Meeting on the basis of confirmations or notices of articles 5 and 6 of Regulation (EU) 2018/1212 provided by the mediator, unless the Meeting refuses such participation for an important reason justifying its refusal in compliance with the provisions in force (article 19 par. 1 of Law 4569/2018, article 124 par. 5 of Law 4548/2018).

It is noted that the exercise of these rights (participation and voting) does not require the blocking of the shares of the beneficiary or the observance of any other similar procedure, which limits the possibility of their sale and transfer during the period between the record date and the date of the Annual General Meeting.

B. MINORITY RIGHTS OF SHAREHOLDERS

(a) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the Company is obliged to include in the agenda of the Annual General Meeting additional items, if the relevant request is received by the Board of Directors by 27.04.2022, *i.e. at least fifteen (15) days prior to the Annual General Meeting*. The request for the inclusion of additional items in the agenda, which is accompanied by a justification or a draft decision for approval by the General Meeting and the revised agenda is published in the same way as the previous agenda, until 29.04.2022, *i.e. thirteen (13) days*.

prior to the date of the Annual General Meeting. and at the same time it is made available to shareholders on the Company's website (see below), together with the justification or the draft decision submitted by the shareholders as provided for in para. 4 of article 123 of Law 4548/2018, as in force.

(b) Shareholders representing one twentieth (1/20) of the paid-up share capital have the right to submit draft decisions on matters included in the initial or any revised agenda of the Annual General Meeting. The relevant application must be received by the Board of Directors by 05.05.2022, i.e. at least seven (7) days prior to the date of the Annual General Meeting, and the draft decisions shall be made available to the shareholders as defined in paragraph 3 of article 123 of Law 4548/2018, by 06.05.2022 , i.e. at least six (6) days prior to the date of the Annual General Meeting.

(c) At the request of any shareholder submitted to the Company by <u>06.05.2022, i.e. at</u> <u>least five (5) full days prior to the Annual General Meeting</u>, the Board of Directors is obliged to provide the General Meeting with the requested specific information on the Company's affairs, to the extent that it is relevant to the items on the agenda. when the relevant information is already available on the Company's website, especially in the form of questions and answers. Moreover, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce to the General Meeting the amounts that, during the last two years, that were paid to each member of the Board of Directors or the Company's directors, as well as any benefit to these persons due to any cause or contract between the Company and them. In all the above cases, the Board of Directors may refuse to provide the information for a sufficient and substantial reason, which is stated in the minutes. Such a reason may be, according to the circumstances, the representation of the applicant shareholders in the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases referred to in this paragraph, the Board of Directors may respond uniformly to shareholders' requests with the same content.

(d) At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is submitted to the Company by **06.05.2022**, i.e. at least five (5) full days prior to the Annual General Meeting, the Board of Directors is obliged to provide the General Meeting with information on the course of corporate affairs and the state of the Company's assets. The Board of Directors of Directors may refuse to provide the information for a sufficient and substantial reason, which shall be recorded in the minutes. Such a reason may be, according to the circumstances, the representation of the applicant shareholders in the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018, provided that the respective members of the Board of Directors have received the relevant information in a sufficient manner.

(e) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the vote on an item or items on the agenda is conducted by open vote.

In all the above cases, the requesting shareholders must prove their shareholder status and, except in the case of the first paragraph of para. 6 of article 141 of Law 4548/2018, the number of shares they hold during the exercise of the relevant right.

Proof of shareholder status may be made by any legal means and in any case based on information received by the Company from the Société Anonyme under the name "HELLENIC CENTRAL SECURITIES DEPOSITORY S.A." (EL.K.A.T.), provided that it provides registry services, or through the participants and registered intermediaries in the central securities depository in any other case.

C. <u>PROCEDURE FOR THE EXERCISE OF THE RIGHT TO VOTE THROUGH A</u> <u>REPRESENTATIVE</u>

The shareholder participates in the Annual General Meeting and votes either in person or through a proxy. Each shareholder may appoint up to three (3) proxies. Legal entities participate in the General Assembly by appointing up to three (3) natural persons as their representatives. However, if the shareholder holds shares of the Company, which appear in more than one securities account, this limitation does not prevent that shareholder from appointing different proxies for the shares appearing in each securities account in relation to the General Meeting. A proxy holder acting for several shareholders may vote differently for each shareholder.

The proxy holder votes, in accordance with the shareholder's instructions, if any. Any non-compliance of the representative with the instructions received does not affect the validity of the decisions of the General Meeting, even if the vote of the representative was decisive for the achievement of the majority.

The proxy holder is obliged to disclose to the Company, prior to the commencement of the annual general meeting, any specific fact, which may be useful to shareholders in assessing the risk that the proxy holder may serve interests other than those of the shareholder. For the purposes of this paragraph, a conflict of interest may arise in particular where the representative:

(a) is a controlling shareholder of the Company or another legal person or entity controlled by that shareholder;

(b) is a member of the Board of Directors or, in general, of the management of the Company or of a shareholder who exercises control over the Company or of another legal person or entity controlled by a shareholder who exercises control over the Company;

(c) is an employee or auditor of the Company or a shareholder who exercises control of the Company or of another legal person or entity controlled by a shareholder who exercises control over the Company;

(d) is a spouse or a relative of the first degree with one of the natural persons referred to in points (a) to (c).

The appointment and revocation or replacement of the representative or representative of the shareholder shall be made in writing or by electronic means and shall be submitted to the Company at least forty-eight (48) hours prior to the appointed date of the Annual General Meeting (i.e. no later than 10.05.2022 at 14:00) or, in the case of shareholders identified through intermediaries, through confirmations or notifications of Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

The Company has made it available on its website (https://www.profile.gr) the form used for the appointment of a representative or representative. This form is submitted completed and signed by the shareholder to the Shareholder Services Department of the Company (199 Syggrou Ave., Nea Smyrni, Attica) or is sent by fax to 210-93. 01. 222 At least forty-eight (48) hours prior to the date of the Annual General Meeting, i.e. no later than the 10th. 05. 2022 at 14:00.

The shareholder is requested to ensure the confirmation of the successful dispatch of the proxy nomination form and its receipt by the Company, by calling for this purpose during working days and hours at 210-93. 01.200.

D. AVAILABLE DOCUMENTS AND INFORMATION

The information in paras. 3 and 4 of article 123 of Law 4548/2018 and specifically the Invitation to convene the Annual General Meeting of shareholders, the total number of shares and voting rights that the shares incorporate on the date of the invitation, the form that can be used for the appointment of a representative or proxy for his participation in the General Meeting, the draft decisions on each item of the proposed agenda, as well as the documents to be submitted to the General Meeting, are available in electronic form on the Company's website (https://www.profile.gr) and in paper form at the Company's Shareholder Services Department (199 Syggrou Ave., Nea Smyrni, Attica).

Nea Smyrni, 20th April 2022 The Board of Directors