

**PROFILE COMMERCIAL AND INDUSTRIAL SOCIETE ANONYME**  
**IT COMPANY**

**Draft proposed decisions on the items on the agenda**  
**the Annual Ordinary General Meeting of shareholders of 16 May 2023,**  
**According to Article 123 para. 4 of Law 4548/2018**

**Item 1:** Submission for approval of the annual Financial Statements (corporate and consolidated) for the fiscal year 2022 (01.01.2022-31.12.2022), 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 closed financial year 2022 (1.1.2022-31.12.2022) were prepared in accordance with the requirements of the European Single Electronic Format, in order to facilitate the accessibility, analysis and comparability of financial information at European Association, were approved by the Board of Directors of the Company at its meeting of April 6, 2023 and were legally published at the electronic address of the Company's website ([www.profilesw.com](http://www.profilesw.com)), while they were submitted also electronically to the Hellenic Capital Market Commission and the Athens Stock Exchange.

Having completed the presentation of the annual Financial Statements (corporate and consolidated) for the closed fiscal year 2022 as well as the overall annual Financial Report which includes the statutory Corporate Governance Statement, it is proposed to approve them.

The General Assembly approved unanimously/by majority .. ....% of the represented shares and votes the annual Financial Statements (corporate and consolidated) relating to the closed financial year 2022 (01.01.2022-31.12.2022) and in total the annual Financial Report for the said 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 2022 (01.01.2022- 31.12.2022).

**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 majority ....% of the represented shares and votes the annual Management Report of the Board of Directors, which is included in full in the Minutes of the Board of Directors of the Company dated April 6, 2023, as well as the Audit Report of the Certified Public Accountant of the Company dated April 10, 2023. Efstratios Andreadakis regarding the annual Financial Statements (corporate and consolidated) for the fiscal year 2022 (01.01.2022-31.12.2022).

**Item 3:** Submission and presentation of the annual Report of the Audit Committee for the fiscal year 2022 (01.01.2022-31.12.2022).

**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 par. 4 of Law 4706/2020, the Annual Report of the Audit Committee for the fiscal year 2022 (01.01.2022-31.12.2022) was submitted to the body of shareholders and read, the text of which has been posted in the legally registered with the General Commercial Registry (G.E.MI). address of the Company's website (www.profilesw.com), for the purpose of full, adequate and thorough information to shareholders regarding the work of the Audit Committee during the closing financial year 2022 (01.01.2022-31.12.2022).

**Item 4:** Approval of distribution of results for the financial year 2022 (01.01.2022-31.12.2022), decision on the distribution (payment) of dividend and provision to the Board of Directors of the Company of the necessary authorizations.

**Quorum required:** 1/2 (50%) of the paid-up share capital of the Company

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

The General Meeting approved unanimously/by majority ....% of the represented shares and votes the distribution of the results of the financial year ended on 31.12.2022 and in particular approved the distribution (payment) to the shareholders of the Company of a dividend of a total amount of EUR 975,111.80 (gross amount), i.e. EUR 0.04 per share (gross amount) from the profits of the closing year, from which the 5% dividend tax is withheld.

**It is noted that the own shares held by the Company are excluded from the payment of dividend and consequently the amount of dividend corresponding to the same 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 Ordinary General Meeting defined as:

**(a) ex-dividend date 2022 on Monday, 03 July 2023,**

- (b) date of determination of beneficiaries of dividend for the financial year 2022 (record date) on **Tuesday, 04 July 2023** and
- (c) dividend payment date 2022 through a credit institution or HELEX on **Monday, July 10, 2023**.

Furthermore, the General Meeting with the same unanimous / majority decision provided to the Board of Directors of the Company the necessary authorizations for the proper and timely implementation and processing of the decision taken on the distribution (payment) of dividend.

Finally, the General Meeting, in the context of profit distribution, approved unanimously / by 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 closed 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 distributions of profits of legal entities constitutes a dividend in accordance with the provisions of article 36 par. 1 of Law 4172/2013.

It is proposed to pay fees of a total gross amount of 1.007.662 Euro, on which the deductions provided for by the applicable insurance and tax legislation will take place and will then be distributed to the following members of the Board of Directors:

- (a) Mr. Charalambos Stassinopoulos, Chairman of the Board of Directors of the Company,
- (b) Mr. Evangelos Angelides, CEO of the Company, and
- (c) Mr. Aristides Iliopoulos, Member of the Board of Directors of the Company

as the above physical persons, with their intense, systematic and uninterrupted activity, contributed substantially and decisively to the enhancement of the Group's extroversion, the promotion of the Company's business objectives and plans, the achievement of wider recognition, as well as 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 Public Accountants of the Company from any liability for compensation for the activities of the closed financial year 2022 (01.01.2022-31.12.2022), 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 approved unanimously / by majority ....% of the represented shares and votes and as a result of a vote carried out by roll call of the shareholders, the overall

management that took place during the financial year ended 31.12.2022, as well as the discharge of the Certified Auditors - Accountants of the Company from any liability for compensation for the activities and general management of the closed financial year 2022 (01.01.2022-31.12.2022), as well as for the annual Financial Statements for the financial year in question.

**Item 6:** Election of an Audit Firm by the Public Registry for the statutory audit of the annual and half-yearly Financial Statements (corporate and consolidated) for the current fiscal year 2023 (01.01.2023-31.12.2023) and determination of this remuneration.

**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, following a relevant proposal-recommendation of the Audit Committee, which was accepted by all independent members of the Board of Directors, approved unanimously / by majority ....% of the represented shares and votes, the election of the Audit Company registered in the Public Register of article 14 of Law 4449/2017 under the name "COOPERATING CHARTERED ACCOUNTANTS SOCIETE ANONYME OF CERTIFIED AUDITORS" for the statutory audit of the annual and half-yearly Financial Statements (corporate and consolidated) for the current financial year 2023 (01.01.2023-31.12.2023).

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

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

**Item 7:** Approval of fees , salaries and allowances paid to the members of the Board of Directors for the services provided by them during the fiscal year 2022 (01.01.2022-31.12.2022).

**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 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 they provided to the Company during the closed financial year 2022 (01.01.2022-31.12.2022).

**Item 8:** Submission for discussion and vote by the Annual Ordinary General Meeting of the Remuneration Report for the financial year 202 2 (01.01.202 2-31.12.2022), in accordance with the provisions of article 112 of Law 4548/2018, as in force.

**Quorum required: -**

**Majority required: -**

#### **DRAFT DECISION**

The General Meeting voted unanimously / by a majority of ....% of the represented shares and votes positively the Remuneration Report of the closing year 202 2 (01.01.202 2-31.12.2022), which was prepared in accordance with the provisions of article 112 of Law 4548/2018, is in accordance with the approved by the Annual Ordinary General Meeting of shareholders of the 7th May 2020 Remuneration Policy 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 Executive Directors and any of their Alternates for the immediately preceding financial year.

**Item 9:** Determination - pre-approval of remuneration, salaries and allowances of the members of the Board of Directors for the current fiscal year 202 3 (01.01.202 3-31.12.202 3), as well as authorization for advance payment of remuneration to the above persons for the period until the next Ordinary General Meeting, in accordance with the provisions of article 109 of Law 4548/2018, as applicable

**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 majority ....% of the represented shares and votes the remuneration, salaries, allowances and other benefits in general, which will be paid to the members of the Board of Directors during the current fiscal year 202 3 (01.01.202 3-31.12.202 3), which are in harmony and compliance with the provisions of the approved and the Company's Remuneration Policy in force, while with the same unanimous / majority decision it granted the relevant permission for advance payment of these fees to the above persons for the period until the next Ordinary General Meeting, in accordance with the provisions of article 109 of Law 4548/2018, as in force.

#### **Item 10**

Announcement to the Annual General Meeting of the election of a new non-executive member of the Board of Directors to replace a resigned one, in accordance with the provisions of article 82 par. 1 of Law 4548/2018, as in force.

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

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

#### **DRAFT DECISION**

According to the provision of para. 1 of article 82 of Law 4548/2018 announces to the body of shareholders represented in the Meeting the election of a new non-executive member of the Board of Directors to replace a resigned non-executive member that took place with the decision of the Board of Directors of the Company dated 21-10-2022.

In the context of the Company's continuous and substantial compliance with the regulations and requirements of Law 4706/2020 (Government Gazette A' 136/17.07.2020) on corporate governance and in particular with the provisions on suitability, diversity and adequate representation by gender in the said corporate body, and after taking into account the recommendation of the Remuneration and Nomination Committee of the Company, Ms. Pascale Valerie Hertzog of Paul Robert Pierre replacing the resigned non-executive member of the Board of Directors Ms. Aikaterini Tsouras of Dionysius. The election of the person of Mrs. Pascale Valerie Hertzog, which is announced today to the body of the General Assembly, meets all the parameters mentioned in the law and in the policies adopted and implemented by the Company, while at the same time it provides the guarantees for the award of this position and capacity to it.

The detailed CV of the new member of the Board of Directors has already been posted on the Company's website legally registered in the General Commercial Registry (G.E.MI.) (<http://www.profilesw.com>), where it will remain posted throughout his term of office.

**Item 11:** Completion and expansion of the Company's scope and consequent amendment of article 3 of its Articles of Association.

**Quorum required: 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 approved unanimously / by majority ....% of the represented shares and votes the supplement, enrichment and expansion of the Company's scope (with simultaneous reformulation and in particular a more detailed depiction of the Company's main activities).

Simultaneously with the same unanimous / majority decision, the Extraordinary General Meeting of shareholders approved the amendment of the relevant article 3 on the corporate purpose of the Company's Articles of Association, which in its new amended form will read as follows (with emphasis on the completed , reformulated and amended points ), and provided

the Board of Directors with the necessary and necessary authorizations for the proper execution and implementation of the decisions taken as above, in accordance with the applicable legislative and regulatory framework in general.

### **Article<sup>3p</sup>**

#### **PURPOSE**

*The purpose of the Company is:*

- 1) The analysis, design, development, production, marketing, representation, import, export, control, production, support, maintenance, and exploitation of all kinds of software and information systems, including all kinds of applications, internet or not, for use by computers and all kinds of other electronic devices (portable or not), information systems and telecommunication systems*
- 2) The trade, representation, import, export of all kinds of computing & peripheral equipment, its components, computer devices and all consumable material related to the above.*
- 3) The manufacture on a craft or industrial scale, trade, representation, import, export, support and maintenance of computers and all kinds of related electronic devices (magnetic media, portable devices , etc.) and all peripheral and related accessories, computer devices and all consumable material related to the above.*
- 4) The elaboration and installation of integrated computer works as well as the development of computerization and computerization programs as well as the support of already existing programs of businesses, organizations and third parties.*
- 5) The provision of digitization services of all kinds of material (audiovisual, audio, documents, objects, etc.) such as audio files, text files, photographs - images, museum exhibits, recordings and all kinds of objects and their subsequent processing using any method and means, such as recording, transfer to text files, commentary, enrichment, editing, etc*
- 6) The trade, representation, import, export, support, maintenance and exploitation of all devices, accessories and all consumable material related to the above digitization and processing services.*
- 7) The transfer to cyberspace (Internet - Internet), development and exercise within it, by exploiting the necessary communication networks and means, of all commercial activities in general existing in the physical world, and the general provision of paid services through developed communication systems, including the internet, as well as the study, supply, installation and encryption of electronic software security systems and services.*
- 8) Technical support of all kinds of software programs, as well as equipment (Hardware and Software) and generally all kinds of information systems as well as telecommunication systems.*
- 9) The provision of data transmission services through a selected or other telecommunications network and the representation of domestic and foreign data transmission service providers.*
- 10) Research on informatics and all forms of advanced electronic technology.*

- 11) The research, development, design, study and execution of all kinds of digital and IT projects, as well as projects of wider digital transformation, such as information systems, electronic systems for multiple uses of the Internet and digitization of files (sound, image, documents, objects, etc.) , State, Legal Entities of Public and Private Law, Public Utility Organizations and generally Organizations, Public Enterprises and Individuals, as well as the purchase, import and sale of materials for the execution of the above projects.
- 12) The research, development, design, study, elaboration and implementation of investment programs in the fields of information technology (information systems, software, applications, etc.), and digitization of files (sound, image, documents, objects, etc.) as well as the design and studies of reorganization of public and private sector bodies (business plans).
- 13) The study, design, development, supply, installation and support of integrated information systems, IT projects, digital projects as well as projects of wider digital transformation of Public and Private Sector Bodies, as well as the study and provision of integrated electronic systems solutions to organizations and enterprises of the Private and Public sector, as well as the provision of all necessary services for installation, Operation and support of the above IT projects, digital projects and wider digital transformation projects in general
- 14) The creation in Greece of service centers and transfer of technology and know-how by companies abroad, of the same or related object.
- 15) The provision of training services and / or organization of educational programs and in particular the conduct of scientific, professional and training seminars – conferences, workshops, etc. before any Public or Private Body or Organization (indicatively I.E.K., ELKEPA, etc.) in any field of information technology (information systems, software, applications, etc.), as well as digitization (sound, image, documents, objects, etc.) as well as the provision of electronic and digital education services (learning) for the development of the Company's activities and the achievement of its purpose, as well as the elaboration of studies and advice in relation to the functionality, effectiveness and general organization of any sector of information technology and communication media.
- 16) The provision of consulting services on IT issues or reorganization of processes supported by any kind of information systems or security of all kinds of information systems, new technologies of communication systems and digitization, as well as the provision of training services for the installation, operation, and support of high technology systems.
- 17) The participation in tenders and projects of any kind of the State, Legal Entities of Public and Private Law, Public Utility Organizations, Public Enterprises Organizations and generally the wider public sector for all purposes hereof either individually or in cooperation with other companies, Greek or foreign, as well as the cooperation with educational institutions and legal entities as well as bodies of the European Union, for participation in National and European programs related to research, development, dissemination and application of new technologies, with the aim of undertaking the above projects as Contractor or Subcontractor as well as participation in any way in partnerships of co-funded projects.
- 18) The undertaking of management contracts (outsourcing).



*19) The study, design and provision of recording, maintenance, and support services for systems by assignment or tender, to Legal Entities of Public and Private Law, Local Government Organizations, Public Utility Organizations, Organizations of Public Enterprises and generally to the wider public sector.*

*20) The acquisition and exploitation in any way of any right or privilege, useful or necessary for the achievement of the above purposes.*

*21) The provision of integrated services of tourist material through research, study, development, use and marketing of modern, high-tech electronic products and services for the distribution and management of tourist material, such as reservations, issuance and distribution of tickets and any other related material, produced by entities such as air, coastal, shipping and any other type of transport companies, combined transport companies, hotel and tourism businesses in general, entertainment and entertainment businesses, businesses connected and / or related to sports in general as well as cultural events, hospitals and any other electronic reservation provider in general and at the same time to ensure access to the above services that the Company will provide to any interested user.*

*22) The cooperation with other companies, Greek or foreign, of the same or related or different object for the implementation of programs for the realization of the above objectives in the fields of information technology (information systems, software, applications, etc.), as well as digitization (sound, image, recordings, objects, etc.) either in Greece or abroad.*

*To achieve its purpose, the Company may:*

*1) To establish or participate in any kind or corporate type of existing or under-established business.*

*2) To cooperate with any natural or legal person for the promotion of the corporate purpose, as well as to participate and cooperate with other companies that exist or will be established in Greece or abroad.*

*3) To cooperate with higher education institutions, research institutes and organizations in Greece or abroad for the achievement of the above objectives.*

*4) To represent any domestic or foreign enterprise with a similar or similar purpose on its own account or on behalf of third parties, with commission or participation in profits.*

*5) To issue printed information material related to the purpose of the Company.*

*6) To provide guarantees and conclude guarantee contracts to and with any natural or legal person, domestic or foreign, or banking organization, within the legally permissible framework, if these are consistent with the achievement of corporate objectives or are considered necessary for its fulfillment.*

*7) To receive subsidies or financing from domestic or foreign Credit Institutions or Organizations and to participate in Community or national investment, development, or other programs and*

*8) To carry out any work that the Company considers appropriate or complementary to the above purposes and generally any act that is considered directly or indirectly necessary, appropriate or appropriate for the realization of the above purposes.*

**Item 12:** Granting of approval - permission to the members of the Board of Directors and the Directors of the Company to carry out acts falling within the purposes 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, as in force

**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 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 the management of other companies of the Group (existing and / or future) that pursue similar, related or similar purposes and to act within the objectives pursued by the Company.

**Item 13:** Submission and presentation of the Report of the independent non-executive members of the Board of Directors for the fiscal year 2022 (01.01.2022-31.12.2022), in accordance with the provisions of article 9 par. 5 of Law 4706/2020, as in force.

**Quorum required: -**

**Majority required: -**

#### **DRAFT DECISION**

In accordance with the provisions of Article 9 para. 5. of Law 4706/2020, submitted to the body of shareholders and read the report dated 02.05.2023 Report of the Independent Non-Executive Members of the Board of Directors for the closed financial year 2022 (01.01.2022-31.12.2022), the text of which has been posted in the legally registered in G.E.M.I. address of the Company's website (<http://www. www.profilesw.com>) for the purpose of full, adequate, and thorough information to shareholders.