

PROFILE SYSTEMS & SOFTWARE SA

Draft proposed decisions on the items on the agenda
of the Annual Ordinary General Meeting of Shareholders of 31th May 2024,
in accordance with article 123 par. 4 of the Law. 4548/2018

1st Item: Submission for approval of the Annual Financial Statements (corporate and consolidated) for the fiscal year 2023 (01.01.2023-31.12.2023), as well as for 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) of the closed fiscal year 2023 (1.1.2023-31.12.2023) have been 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 the level of the European Union, were approved by the Board of Directors of the Company at its Meeting of 10th of April 2024 and were published in accordance with the legal requirements in in the legally registered with the General Commercial Registry (G.E.MI). address of the Company's website (www.profilesw.com) and were also submitted electronically to the Hellenic Capital Market Commission and the Athens Stock Exchange.

Having completed the presentation of the Annual Financial Statements (corporate and consolidated) relating to the closed fiscal year 2023 and the Annual Financial Report for the fiscal year 2023 in its entirety, which includes the Statutory Corporate Governance Statement, it is proposed that they be approved.

The General Meeting approved unanimously/ with a majority of% of the represented shares and votes the Annual Financial Statements (corporate and consolidated) relating to the closed fiscal year 2023 (01.01.2023-31.12.2023) and in total the Annual Financial Report for the said fiscal year, in the form published and submitted as aforesaid.

2nd Item: 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 2023 (01.01.2023- 31.12.2023).

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 its entirety in the Minutes of the Board of Directors of the Company of 10th of April 2024, as well as the Audit Report of the Certified Public Accountant of Greece Mr. Efstratios Andreadakis, with Registration Number 47921, of 11th of April 2024, regarding the annual Financial Statements (corporate and consolidated) for the fiscal year 2023 (01.01.2023-31.12.2023).

3rd Item: Submission and presentation of the Annual Report of the Audit Committee for the fiscal year 2023 (01.01.2023-31.12.2023).

Quorum required: -

Majority required: -

DRAFT DECISION

According to the provisions of Article 44 par. 1 approx. I of the law. 4449/2017, as amended by article 74 par. 4 of Law No. 4706/2020, and as in force, the Annual Report of the Audit Committee for the fiscal year 2023 (01.01.2023-31.12.2023) was submitted and read to the body of shareholders, 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), to provide the shareholders with complete, adequate and detailed information regarding the work of the Audit Committee during the closed fiscal year 2023 (01.01.2023-31.12.2023).

4th Item: Approval of distribution of the results for the fiscal year 2023 (01.01.2023-31.12.2023), decision on the distribution (payment) of dividend and provision to the Board of Directors of

the Company of 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 approved unanimously / by a majority of% of the represented shares and votes the distribution of the results of the fiscal year ended on 31.12.2023 and in particular approved the distribution (payment) to the shareholders of the Company of a dividend in the total amount of EUR 1.200.000,00 (gross amount), i.e. the amount of EUR 0,048807 per share (gross amount) from the profits of the closed fiscal year, from which the dividend tax of 5% is withheld.

It is noted that the own shares held by the Company are exempted from dividend payment and consequently the amount of the dividend corresponding to the own shares is added to the dividend of the other shares, as provided for in article 50 of Law. 4548/2018.

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

(a) the cut-off date of the dividend entitlement for fiscal year 2023 (cut-off date) to be **Tuesday, June 4, 2024,**

(b) the record date for the determination of the dividend recipients for the 2023 fiscal year to be **Wednesday, 5 June 2024** and

(c) the date on which the payment of the dividend for the fiscal year 2023 is to commence through a credit institution or HELEX to be **Tuesday, 11 June 2024.**

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

Finally, the General Meeting approved unanimously / with a majority of% of the represented shares and votes the payment-granting of remuneration to some of the members of the Board of Directors from the profits of the closed fiscal year, in accordance with the specific provisions of article 109 of Law No. 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 arising from distributions of profits of legal entities constitutes a dividend in accordance with the provisions of article 36 par. 1 of Law No. 4172/2013.

In particular, it is proposed to pay a total gross amount of EUR 1.150.000, on which the deductions provided for by the applicable insurance and tax legislation will be made and subsequently to be distributed to the following members of the Board of Directors:

(a) Mr. Charalambos Stasinopoulos, Chairman of the Board of Directors of the Company,

(b) Mr. Evangelos Angelides, Chief Executive Officer of the Company, and

(c) Mr. Aristides Iliopoulos, Member of the Board of Directors of the Company

since the above-mentioned individuals, 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 recognition, as well as to the significant enhancement of the turnover and profitability of both the Company and the Group.

5th Item: Approval of the overall management and discharge of the Company's Auditors-Accountants from any liability of compensation for the activities of the closed fiscal year 2023 (01.01.2023-31.12.2023), as well as for the Annual Financial Statements of the said fiscal 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 a majority of% of the represented shares and votes and following a vote by roll call of the shareholders, the overall management that took place during the fiscal year ended 31.12. 2023, as well as the discharge of the Company's Statutory Auditors-Accountants from any liability for compensation for the activities and general management of the closed fiscal year 2023 (01.01.2023-31.12.2023), as well as for the annual Financial Statements of the said fiscal year.

6th Item: Election of an Audit Firm from the Public Register for the statutory audit of the annual and semi-annual Financial Statements (corporate and consolidated) for the current fiscal year 2024 (01.01.2024-31.12.2024) and determination of its fees.

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 (proposal) was accepted by all the independent members of the Board of Directors, approved unanimously / by a majority of% of the represented shares and votes, the election of the Audit Company registered in the Public Register of article 14 of Law no. 4449/2017, «MAZARS CERTIFIED PUBLIC ACCOUNTANTS BUSINESS ADVISORS S.A.» Certified Public Accountants of Greece (SOEL) Registration Number 154, located at P. Faliro, P. Faliro, Ave. Amfitheas 14 for the performance of the statutory audit of the annual and semi-annual Financial Statements (corporate and consolidated) for the current fiscal year 2024 (01.01.2024-31.12.2024).

It is noted that the aforementioned Audit Company will also undertake the procedure of issuing the annual tax certificate and the Company's tax compliance report for the fiscal year 2023, pursuant to the provisions of article 65A of Law no. 4174/2013.

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

7th Item: Approval of the fees, salaries and allowances paid to the members of the Board of Directors for the services provided by them during the fiscal year 2023 (01.01.2023-31.12.2023).

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 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 rendered to the Company during the closed fiscal year 2023 (01.01.2023-31.12.2023).

8th Item: Submission for discussion and vote by the Annual Ordinary General Meeting of the Remuneration Report for the fiscal year 2023 (01.01.2023-31.12.2023), in accordance with the provisions of article 112 of Law No. 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 in favor of the Remuneration Report for the closed fiscal year 2023 (01.01.2023-31.12.2023), which was prepared in accordance with the provisions of article 112 of Law no. 4548/2018, which is in accordance with the Remuneration Policy approved by the Annual Ordinary General Meeting of the Shareholders of 7th of May 2020 and which contains a comprehensive overview of the total remuneration of the members of the Board of Directors (executive and non-executive), including the CEO (one and/or more), the Executive Directors and any of their Alternates, for the immediately preceding financial year.

9th Item: Approval of the new proposed remuneration policy of the Company in accordance with the articles 110 and 111 of Law No. 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 a majority of% of the represented shares and votes the proposed new reformed Remuneration Policy of the Company, which was prepared by the Remuneration and Nominations Committee, in accordance with the provisions of articles 110 and 111 of Law No. 4548/2018 and defines the specific framework, the terms and basic principles followed in the process of formulating fees, allowances and other benefits in general paid to persons falling within its scope.

The text of the Remuneration Policy to be approved has been posted on the Company's website (www.profilesw.com), to timely and properly inform shareholders and investors in general.

10th Item: Determination - pre-approval of remuneration, salaries, and allowances of the members of the Board of Directors for the current fiscal year of 2024 (01.01.2024-31.12.2024), 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 No. 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 remuneration, salaries, compensation and other benefits in general, which will be paid to the members of the Board of Directors during the current fiscal year 2024 (01.01.2024-31.12.2024), which are in line and compliance with the provisions of the approved and applicable Remuneration Policy of the Company, while with the same unanimous / majority decision it granted the relevant authorization for the advance payment of the aforementioned 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.

11th Item: Appointment/election of the new independent non-executive members of the Board of Directors to replace the existing independent non-executive members of the Board of Directors.

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 appointment of the independent non-executive members of the Board of Directors Mr. Theodoros Krintas and Mr. George Sfyris, who are appointed as independent non-executive members of the Board of Directors for the period until the expiration of the term of office of the Board of Directors on June 24th, 2026, replacing the outgoing independent non-executive members Mr. Roussos and Tsiritakis who are resigning today due to the expiry of the by law provided time limit for their retention of the above status.

In particular, it is established that Mr Krintas and Mr Sfyris fully meet the conditions and criteria of Article 9 para. 1 and 2 of Law No. 4706/2020. Especially:

(i) They do not, directly, or indirectly, hold, more than 0.5% of the Company's share capital and voting rights, and

(ii) They are free from any dependency relationship with the Company or related persons, as it is specified in para. 2 of article 9 of Law No. 4706/2020 and do not maintain any financial, business, family, or other kind of relationship, which may influence their decisions and their independent, objective, and impartial judgment.

At the same time, according to their CVs, they have sufficient knowledge, skills and experience, independence of judgment, moral guarantees, and good reputation, and therefore they are considered suitable for the position and performance of their duties as independent non-executive members of the Board of Directors of the Company.

Following the above, the Ordinary General Meeting decides unanimously / by a majority of% of the represented shares and votes, to appoint as independent non-executive members of the Board of Directors of Mr. Theodoros Krintas and Mr. George Sfyris, who are appointed as independent non-executive members of the Board of Directors for the period until the expiration of the term of office of the Board of Directors, on 24 June 2026, replacing the outgoing independent non-executive members Mr. Roussos and Mrs Tsiritakis.

It is noted that the CVs of the above-mentioned persons were brought to the attention of the shareholders and are available on the company's website (www.profilesw.com).

12th Item: Appointment of the new independent non-executive members of the Board of Directors as members of the Company's Audit Committee in accordance with the provisions of article 44 of Law No. 4449/2017.

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

As a consequence of the appointment of the two new independent non-executive members of the Board of Directors, due to the replacement of its two outgoing independent non-executive members of the Board of Directors and members of the Audit Committee, the Board of Directors of the Company recommends the appointment as members of the Audit Committee, in accordance with the provisions of article 44 par. 1 of Law No. 4449/2017 of Mr. Theodoros Krintas, and Mr. Georgios Sfyris.

In particular, according to the provisions of article 44 of Law No. 4449/2017 (Government Gazette A' 7/24.01.2017), as in force after its amendment by article 74 of Law No. 4706/2020 (Government Gazette A' 136/17.07.2020), the Company, as a public-interest entity, must maintain an Audit Committee, consisting of at least three (3) members, the majority of whom must be independent of the audited entity, in accordance with the applicable legal framework.

In the view of the following, and in particular:

(a) The provisions of Article 44 para. 1 of Law No. 4449/2017 (Government Gazette A' 7/24.01.2017), as in force after its amendment by article 74 of Law No. 4706/2020 (Government Gazette A' 136/17.0.72020), as well as the provisions of the Rules of Procedure of the Company's Audit Committee, according to which:

(i) the Audit Committee may be either:

- ✓ A committee of the Board of Directors, which shall consist of non-executive members of the Board of Directors or
 - ✓ Independent Committee, which shall consist of:
 - either by non-executive members of the Board of Directors and third parties, or
 - by third parties only (a third party means any person who is not a member of the Board of Directors),
- (ii) the type of the Audit Committee, its term of office, the number and the qualities of its members shall be decided by the General Meeting of the Company's shareholders,
- (iii) the members of the Audit Committee are appointed by the Board of Directors, when it is its committee, or by the General Meeting of the Company's shareholders, when it is an Independent Committee,
- (iv) the term of office of the members of the Audit Committee is the same and coincides with the term of office of the members of the Board of Directors,
- (vi) the majority of the members of the Audit Committee must be independent of the Company, in accordance with the applicable provisions on independence (article 9 par. 1 and 2 of Law No. 4706/2020), which is adequately and reasonably recorded at the time of their appointment-election,
- (vii) the members of the Audit Committee must have sufficient knowledge of the sector in which the Company operates,
- (viii) at least one member of the Audit Committee, who is independent, pursuant to article 9 par. 1 and 2 of Law No. 4706/2020, from the Company, must have sufficient knowledge and experience in auditing or accounting,
- (b) item no. 8 of the document of the Hellenic Capital Market Commission with protocol number 427/21.02.2022 with title "Questions and answers regarding the provisions of article 44 of Law No. 4449/2017 on the Audit Committee (A.C.)" which provides that the General Meeting of shareholders takes the decision on the appointment of the member of the Audit Committee

Consequently, and as the Company currently has an Audit Committee which:

- (a) constitutes a **Committee of the Board of Directors**,
- (b) consists of three (3) members, including two (2) Independent Non-Executive Members of the Board of Directors of the Company and one (1) non-executive member thereof, and
- (c) The term of office of the Audit Committee shall coincide with the term of office of the Board of Directors, i.e. it shall be for a period of five years, expiring on June 24, 2026, extended until the expiry of the period within which the next Ordinary General Meeting must be convened and until a relevant resolution is passed, but in no case, shall it exceed six years.

Following the above, it is noted that the Board of Directors, following the relevant recommendation of the Remuneration and Nomination Committee, found in Mr. Krintas and

Mr. Sfyris, adequate knowledge about the Company business, guarantees of morality and reputation, reliability and solvency, sufficient time for the performance of their duties as members of the Audit Committee

Also, these **new members meet the independence requirements of article 9 of Law No. 4706/2020, as in force, and they do not have any dependency relationship with the Company or its affiliated persons, nor are they in any potential or actual situation that leads to a conflict of interest with the Company.**

Following the above, the General Meeting approved unanimously / by majority% of the represented shares and votes, the appointment of the independent non-executive members of the Board of Directors, Mr. Krintas and Mr. Sfyris, as members of the Audit Committee.

13th Item: Granting of approval - permission to the members of the Board of Directors and the Directors of the Company for the performance of acts that fall 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 No.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 of approval-permission, in accordance with the provisions of article 98 par. 1 of Law No. 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 other Group companies (existing and / or future) that pursue similar, related or similar purposes and to perform acts that fall within the objectives pursued by the Company.

14th Item: Approval of the Company's buyback program for the purchase of the Company's own shares through the Athens Stock Exchange pursuant to the provisions of article 49 of Law No. 4548/2018, as in force and provision of relevant 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.

DRAFT DECISION

The General Meeting decided unanimously / by a majority of....% of the represented shares and votes, to approve the Company's program for the purchase of the Company's own shares in accordance with the provisions of article 49 of Law No. 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 resolution, of a maximum of one million (1.000.000) common registered shares (including and aggregated with respect to the above limit of the total own shares already acquired by the Company, in the context of the previous own share purchase programs) with

a range of purchase prices between two euros (€ 2,00) per share (lower limit) and eight euros (€ 8.00) per share (maximum limit), and this range determined on the one hand in relation to the decision on the immediately preceding item on the agenda and on the other hand in relation to the high volatility of the markets as a result of the health crisis and the prevailing geopolitical instability. At the same time, with this unanimous/majority decision, the General Meeting of Shareholders provided the Board of Directors of the Company with the authorization for the proper implementation of this procedure, in accordance with the applicable regulatory framework.

Item 15: Renewal, in accordance with articles 24 par. 1c and 113 par. 4 of Law No. 4548/2018 of the duration of the authorization granted to the Board of Directors of the Company to increase of the share capital of the Company, solely for the purposes of completing the established share allocation plan to the members of the Board of Directors, Directors and staff of the Company and its affiliated companies.

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 renewal of the duration of the authorization granted to the Board of Directors of the Company for the increase of its share capital, in accordance with articles 24 par. 1c and 113 para. 4 of Law No. 4548/2018, solely for the purpose of completing the established stock option plan to the members of the Board of Directors, Directors and staff of the Company and its affiliated companies.

16th Item: Submission and presentation of the Report of the independent non-executive members of the Board of Directors for the fiscal year 2023 (01.01.2023-31.12.2023), 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 No. 4706/2020, the Report dated 23.04.2024 of the Independent Non-Executive Members of the Board of Directors for the closed fiscal year 2023 (01.01.2023 -31.12.2023) was submitted to the body of shareholders and was read, the text of which has been posted on the Company's website (<http://www.wwww.profilesw.com>), legally registered with the G.E.M., in order to provide shareholders with complete, adequate, and comprehensive information.