



**Annual Remuneration Report Fiscal Year 2023**

Formulated according to article 112 of Law 4548/2018

**«PROFILE COMMERCIAL AND INDUSTRIAL SOCIÉTÉ ANONYME  
IT COMPANY»**

General Commercial Registry number.: 122141660000

NEA SMYRNI ATTIKIS (199 SYNGROU AVENUE)

**APRIL 2024**

## **Contents**

<b>1. Introduction.....</b>	<b>3</b>
<b>2. Total remuneration of members of the Board of Directors.....</b>	<b>5</b>
<b>3. Remuneration of shares and/or options .....</b>	<b>6</b>
<b>4. Use of the right to recovery .....</b>	<b>7</b>
<b>5. Compliance with the Remuneration Policy and the way performance criteria are applied .....</b>	<b>7</b>
<b>5.1 Remuneration of Independent Non- Executive Board Members .....</b>	<b>7</b>
<b>5.2 Remuneration of Other Board Members .....</b>	<b>8</b>
<b>5.2.1 Company contracts with BoD members .....</b>	<b>8</b>
<b>5.2.2 Fixed remuneration of Other BoD Members .....</b>	<b>9</b>
<b>5.2.3 Variable remuneration of other BoD Members .....</b>	<b>9</b>
<b>6. Deviations and deviations from the Remuneration Policy .....</b>	<b>10</b>
<b>7. Information regarding the outcome of the vote on Remuneration for the fiscal year 2022 considered by the Board Of Directors .....</b>	<b>10</b>
<b>8. Comparative information on changes in remuneration and performance of the Company .....</b>	<b>10</b>
<b>9. Compliance with personal data protection provisions .....</b>	<b>11</b>
<b>10. Publicity of the Report .....</b>	<b>11</b>

## **1. Introduction**

**I.** This Remuneration Report (hereinafter referred to as the "Report") has been prepared in accordance with the provisions of article 112 of the Law. 4548/2018, as in force, in line with the European Commission Guidelines of 1 March 2019 on the standardized 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 existing members of the Board of Directors (hereinafter referred to as **the "BoD" for reasons of brevity**.) and explains, in order to provide full, adequate, and appropriate information to the Company's shareholders, how the current Remuneration Policy (hereinafter referred to as the "Policy") of the Societe Anonyme under the name " " was implemented and implemented, for the closed fiscal year **2023 (01.01.2023-31.12.2023)** of the Société Anonyme under the name **"PROFILE COMMERCIAL AND INDUSTRIAL INFORMATION TECHNOLOGY SOCIETE ANONYME"** and the distinctive title **"PROFILE SYSTEMS & SOFTWARE S.A."** (hereinafter referred to as the **"Company"**), and, therefore, provides a comprehensive overview of the Company's remuneration model, in compliance with article 112 par. 1 of Law 4548/2018, regarding the implementation of the Company's Remuneration Policy.

**III.** The present Report, which contains a comprehensive overview of the total remuneration regulated in the Company's applicable Remuneration Policy, for the closed fiscal year (01.01.2023-31.12.2023 ), is to be submitted for discussion to the Annual Ordinary General Meeting of the Company's shareholders, which has been convened for **May 31, 2024** and is included as an object (and specifically as **the 8th Item**) on its agenda.

**IV.** In full, proper and effective compliance with the provisions of articles 110 and 111 of Law 4548/2018, as in force, the Company has established and applies a Remuneration Policy, which applies to all members of the Board of Directors (executive or not, with the necessary variations referred to therein), including the Chief Executive Officer, as well as to Senior Management (Directors, Directors and Heads of Units), was approved by majority vote by decision of the Annual Ordinary General Meeting of the Company's shareholders of May 7, 2020, and is valid for four (4) years from its approval.

Since its approval, the current Remuneration Policy has been posted on the Company's website and in particular at [www.profilesw.com](http://www.profilesw.com).

**V.** The year 2023, like 2022, has been a particularly volatile year for both the domestic and global economy. Geopolitical developments and consequent international unrest as a result of the war conflicts both in Ukraine and in the wider Middle East region, combined with the prevailing energy crisis, have contributed to further high inflationary formations as well as to an increase and maintenance at high levels of interest rates by Central Banks after at least a decade.

In this highly volatile, volatile and volatile economic environment of 2023, PROFILE Group managed to cope satisfactorily, to the extent possible, with the challenges by significantly enhancing its market shares, increasing its turnover, enhancing its assets and capital adequacy while maintaining satisfactory levels of liquidity. An important role in this was played by the Group's further activity in international markets (a direction in which the Group has been steadily and systematically investing over the last few years), as well as the Group's ability to implement and complete complex projects effectively, immediately and successfully, even in an unstable, fluid and uncertain environment.

At the same time, the Group, with a maximum sense of general and social responsibility, continues to systematically monitor closely the developments of both the global and the Greek economy and to take all appropriate and necessary measures to ensure the uninterrupted continuation of its business activity as well as the strengthening of its extrovert orientation

Through the continuous and systematic effort to enhance productivity, both human resources and financial capital, the Group aims at the stability of financial ratios to the extent possible and the further improvement of operating positive results at both Company and Group level.

**VI.** The Group continued during the fiscal year 2023 (01.01.2023-31.12.2023) the development, promotion and distribution of its own products, with the Gross Profit Margin amounting to 48.4% in the closed fiscal year , which reflects its dynamics, but also rewards the strategic direction of the Management in design development and production of new reliable products with emphasis on innovation and cutting-edge technology.

Turnover amounted to € 30,098 thousand. compared to € 25,035 thousand. in the corresponding year of 2022, recording an increase of 20,2% as a result of the Group's extrovert policy and the implementation of large and complex projects in the field of financial solutions, as well as the activity in public sector projects ,.

The Group's EBITDA/Turnover rate reached 24%, while Profit After Tax increased to € 3,852 thousand. from € 3,266 thousand. the previous use. EBITDA for the year 2023 amounted to € 7,327 thousand compared to € 6,202 thousand in the corresponding period of 2022, recording a significant increase of 18%. Earnings before tax, financing and investment results (EBIT) amounted to € 5,134 thousand compared to € 3,826 thousand in the

previous year, presenting an increase of 34%. With the deduction of income tax of € 1,202 thousand, net profit after tax for the Group amounts to € 3,852 compared to € 3,266 in the previous year, showing a percentage increase of 18%.

**VII.** No deviations and deviations from the approved Policy were found within the fiscal year 2023.

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

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

**I.** For the clear and comprehensible presentation of the total remuneration granted or paid to the members of the Board of Directors of the Company as well as all kinds of remuneration by any company belonging to the Group, the following Table 1 has been prepared which reflects the total remuneration of the members of the Board of Directors for the fiscal year 2023 by the Group. In addition to the Parent Company and the subsidiary company Login SA based in France, (which paid fees to Ms. Pascale Valerie Hertzog), none of the other companies in the Group paid remuneration to the members of the Board of Directors.

**II.** The remuneration in this Table 1 is presented in gross (gross) prices.

**III.** In addition to the foregoing, no further remuneration or compensation was granted or paid in any way within the year 2023 to the members of the Board of Directors, in any form.

Full name BoD member position	Use	1 Fixed Remuneration			2 Variable remuneration		3 Extraordinary elements	4 Corporate contribution to pension programms	5 Total Remuneration	Ratio of fixed and variable remuneration
		Basic annual remuneration	Remuneration for participation in Committees	Facilities - Stock Options	Yield within a year	Yield in subsequent years				
Stasinopoulos Charalampos President of BoD , Executive Member	2023	191.664,00		246.817,41	773.493,00			1.211.974,41	36,18%/63,82%	
Barbatos Spiridon Vice President of BoD Non-Executive Member	2023								0%/0%	
Angelidis Evangelos Ceo Executive Member	2023	54.141		101.069,03	108.102			263.312,10	58,95%/41,05%	
Aristeidis Iliopoulos, Non- Executive Member	2023	72.422		10.186,92	52.786			135.394,74	61,01%/38,99%	
Pascale Valerie Hertzog, Non- Executive Member*	2023	103.598		17.340				120.937,79	100%/0%	
Emmanouil Tsiritakis, Independent Non- Executive Member	2023								0%/0%	
Antonios Roussos , Independent Non- Executive Member	2023								0%/0%	

**Table 1 Total remuneration of the members of the Board of Directors for the fiscal year 2023 by the Group.**

\*to the said BoD member the fees were paid by Login SA

### **3. Remuneration of shares and/or options rights**

The First Repeat Annual General Meeting of the Company' s shareholders on May 25, 2018, approved the establishment of a Share Option Program 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, 2020 and following the annual authorization granted by the above General Meeting proceeded to the preparation of the specific terms of the Program.

Specifically, the total number of allowances to be allocated amounts to six hundred thousand (600,000), while the duration of the Program was set until November 2025. The rights based on the above decision of the Board of Directors mature in parts and specifically:

- (α) by 33% on 1 November of the first year after administration,
- (b) by 33% on 1 November of the second year following administration, and
- (c) by 34% on 1 November of the third year after administration.

The issue price of the shares to be delivered to the beneficiaries as a result of the exercise of the rights granted to them, amounts to € 0.85 *in accordance with the decision of the Board of Directors of the Company dated 25.10.2022 on the adjustment of clause 4.3 of the Program (which initially provided for a price of 1.70 Euro if participation), as a result of the decision of the Annual Ordinary General Meeting of shareholders dated 12.05.2022 to reduce the nominal value of the Company's shares from €0.47 to €0.23 and simultaneously increase the total number of shares from 12,013,916 to 24,027,832 common, registered shares (stock split), by replacing each (1) old ordinary, registered share with two (2) new common shares, registered shares.*

During the fiscal year 2023 (01.01.2023-31.12.2023) and more specifically during the period from 01.11.2023 to 15.11.2023, twenty (20) executives of the Company made a written statement for the exercise of share options. A total of 208,651 ordinary, registered shares of the Company were allocated, with a nominal value of 0.85 Euro each. The cash payment of the consideration for the purchase of the above shares was completed on time, i.e. until 30.11.2023, the relevant amount amounted to € 177,353.35 and was deposited in the special bank account kept in the name of the Company. Trading on the Athens Exchange of a total of 208,651 new shares resulting from the above share capital increase of the Company commenced on 28.12.2023. 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 Share Option Scheme is available on the Company's website and specifically at link

[Profile: Πρόγραμμα Διάθεσης Μετοχών - Profile Software \(profilesw.com\)](https://www.profilesw.com)

Member Name / Status	Rights Granted	Rights that matured in 2023	Rights exercised within 2023	Total rights exercised (2020-2023)
Charalampos Stasinopoulos, President of BoD Executive Member	409.078	95.395	95.395	271.190
Evangelos Angelidis, Ceo, Executive Member	200.000	39.600	39.600	132.800
Spyridon Barbatos Vice- Chairman of the BoD, Executive Member	40.000	0	0	0
Aristides Iliopoulos, Non-Executive Member	36.000	3.960	3.960	17.390
Hertzog Pascale Non-Executive Member	20.000	6.800	6.800	20.000

#### **4. Use of the right to recover**

I. No use was made of the right to recover variable remuneration, as described in the approved and current Policy, during the fiscal year 2023 (01.01.2023-31.12.2023).

#### **5. Compliance with the Remuneration Policy and how performance criteria are applied**

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

I. During the fiscal year 2023 (01.01.2023-31.12.2023) and in line with the approved Policy of the Company regarding the remuneration of the Independent Non-Executive Board Members, according to which :



α) The 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 and .

Β) Η ως άνω αποζημίωση καταβάλλεται υποχρεωτικά σε χρήμα και υπόκειται στις προβλεπόμενες από την εκάστοτε ισχύουσα φορολογική και ασφαλιστική νομοθεσία κρατήσεις.

Please note the following :

→ During the fiscal year 2023 (01.01.2023-31.12.2023) the two (2) Independent Non-Executive Members of the BoD have not received any remuneration for their participation in the meetings of that corporate body.

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

## **5.2 Remuneration of other BoD members**

I. During the fiscal year 2023 (01.01.2023-31.12.2023) and in harmonization-alignment with the approved Policy of the Company regarding the remuneration of the other BoD Members (Executive and Non-Executive):

### **5.2.1 Company contracts with BoD members.**

During the fiscal year 2023 (01.01.2023-31.12.2023) the Company maintained a contract with four (4) Members of the Board of Directors. In particular, it maintained:

**(α)** a fixed-term contract with the Chairman of the Board of Directors, to which the provisions of applicable labor 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,

**(β)** contracts of indefinite duration with the CEO of the Company, and with two (2) Non-Executive Members thereof, to which the provisions of applicable labor law regarding the terms and deadlines of termination and compensation paid apply.

### **5.2.2 Fixed remuneration of Other BoD Members**

→ The components taken into account when determining the fixed remuneration of the Other Members of the Board of Directors (Executive and Non-Executive) were the academic background, professional experience, skills and competences, responsibilities and duties entrusted to these natural persons, the weight and functional requirements of the position, the state of the economy, the terms of individual employment contracts and labour law data.

→ The fixed remuneration paid was competitive with the aim of retaining in the Company's Management individuals 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.

→ Other Members were paid benefits in accordance with the provisions of the Policy, which consist, on a case-by-case basis, of participation in a group insurance program, use of a company car, mobile telephony plans, coverage of travel-representation expenses, stock options, etc.

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

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

→ The variable remuneration of the Other Members of the Board of Directors is linked both to the individual performance and to the course of the Company and the Group in general. Indicative criteria on the basis of which the amount of variable remuneration is calculated are the following: personal objectives, agreed before the beginning of the evaluation period, operating profit for the fiscal year, entrepreneurial initiative and personal characteristics, such as leadership skills, team inspiration and so on.

→ The Annual Ordinary General Meeting of shareholders on May 16, 2023 approved the payment of a total gross amount of € 1,007,662 from profits of previous years to a total of 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 fiscal year 2023 (01.01.2023-31.12.2023) in all its fields of application.

## **7. Update on how the result of the vote on the Remuneration Report for the fiscal year 2022 has been taken into account by the Board of Directors**

I. During the Annual Ordinary General Meeting of the Company's shareholders on May 16, 2023, the Remuneration Report for the fiscal year 2022 (01.01.2022-31.12.2022) was submitted for discussion and voting in accordance with par. 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 present shareholders was unanimously positive (100%) and consequently in view of the absence of any reasoned negative vote etc., the Board of Directors has nothing to observe and/or point out in relation to the structure, presentation and content of this Report

## **8. Comparative information on changes in remuneration and performance of the Company**

I. Below is a table with information regarding the annual change in the remuneration of the Members of the Board of Directors, the performance of the Company and the average remuneration of the Company's full-time employees during the years 2019-2023.

This analysis is not presented in depth of five (5) fiscal years due to the application of the transitional provision of article 187 par.7 of Law 4548/2018.

	2023	2022	2021	2020	2019
<b>Group Turnover in EUR</b>	30.098.419	25.364.688	20.117.253	15.040.892	15.763.884
<i>Annual Change in EUR</i>	4.733.731	5.247.435	5.076.361	-722.992	1.934.883
<i>Annual Change %</i>	18,66%	26,08%	33,75%	-4,60%	14,00%
<b>Group EBITDA EUR</b>	7.326.757	6.202.275	5.485.246	4.217.255	4.346.126
<i>Annual Change in EUR</i>	1.124.482	717.029	1.267.991	-128.871	289.723
<i>Annual Change %</i>	18,13%	13,07%	30,07%	-3,00%	7,10%
<b>Turnover of parent company EUR</b>	17.488.529	11.068.154	9.171.317	9.253.416	8.577.914
<i>Annual Change in EUR</i>	6.420.375	1.896.837	-82.099	675.502	804.640
<i>Annual Change %</i>	58,01%	20,68%	-0,89%	7,90%	10,40%
<b>EBITDA Parent Company EUR</b>	3.026.057	1.507.473	895.556	818.319	676.793
<i>Annual Change in EUR</i>	1.518.584	611.917	77.237	141.526	-374.146
<i>Annual Change %</i>	100,74%	68,33%	9,44%	20,90%	-35,60%
<b>Board Fees</b>	1.736.619	1.604.228	1.105.840	1.157.129	1.069.495
<i>Annual Change in EUR</i>	132.391	498.388	-51.289	87.634	63.003
<i>Annual Change %</i>	8,25%	45,07%	-4,43%	8,20%	6,30%
<b>Board Remuneration Salary Relationship</b>	312.705	197.293	329.461	337.516	362.229
<b>Staff remuneration</b>	4.836.455	4.943.801	4.850.883	4.372.706	4.243.613
<b>Remuneration of staff outside the Board of Directors</b>	4.523.750	4.746.508	4.521.422	4.035.190	3.881.384
<b>Company Staff Number</b>	105	107	98	105	106
<i>Annual Change in persons</i>	-2	9	-7	-1	13
<i>Annual Change %</i>	-1,87%	9,18%	-6,67%	-0,90%	14,00%
<b>Staff remuneration per person</b>	43.083	44.360	46.137	38.430	36.617
<i>Annual Change in EUR/person</i>	-1.277	-1.777	7.707	1.814	2.042
<i>Annual Change %</i>	-2,88%	-3,85%	20,05%	5,00%	5,90%

## **9. Compliance with personal data provisions**

I. In full, proper and effective compliance with paragraph 5 of article 112 of Law 4548/2018, special categories of personal data within the meaning of article 9 par. 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 have not been included in this Report and the repeal of Directive 95/46/EC, nor personal data concerning the marital status of the members of the Board of Directors of the Company.

II. Any personal data of the members of the Board of Directors of the Company 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 members and the more effective supervision of shareholders on these remunerations.

## **10. Publicity of the Report**

I. This Report, which according to the Board of Directors of the Company, is clear, comprehensible and complete, after the completion of the Annual Ordinary General Meeting of shareholders on May 31, 2024, 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 longer than the above period is permitted provided that the Report will no longer contain personal data for the members of the Board of Directors within the meaning of the above Regulation.

III. In view of the fact that, according to para. 3 of article 112 of Law 4548/2018, the vote of the shareholders has an advisory character, the Board of Directors of the Company will explain in the next Remuneration Report how the result of the vote was taken into account at the Annual General Meeting of Shareholders of May 31, 2024.

Nea Smyrni, 29<sup>th</sup> of April 2024

For the Board of Directors