

ANNOUNCEMENT OF THE SUBMISSION OF A VOLUNTARY TENDER OFFER
by
Mr. GEORGIOS GERARDOS
ADDRESSED TO THE SHAREHOLDERS OF THE COMPANY
**“PLAISIO COMPUTERS COMMERCIAL AND INDUSTRIAL COMPANY OF ELECTRONIC
COMPUTERS AND BOOKSTORE PRODUCTS”**
FOR THE ACQUISITION OF THE TOTAL NUMBER OF THEIR COMMON REGISTERED SHARES
WITH VOTING RIGHTS

22/12/2022

Pursuant to Law 3461/2006, as in force (the “**Law**”), Mr. Georgios Gerardos (the “**Offeror**”) announces the submission of a voluntary tender offer (the “**Tender Offer**”) to all holders of common registered, dematerialized shares with voting rights, with a nominal value of €0.33 each (the “**Shares**”), issued by the Greek société anonyme with the trade name “PLAISIO COMPUTERS COMMERCIAL AND INDUSTRIAL COMPANY OF ELECTRONIC COMPUTERS AND BOOKSTORE PRODUCTS” (the “**Company**”), for the acquisition of all their Shares.

On 22.12.2022, the Offeror (Chairman of the Board of Directors of the Company) who directly holds 66,71% of the voting rights of the Company and Konstantinos Gerardos (Chief Executive Officer of the Board of Directors of the Company), who directly holds 15.47% of the voting rights of the Company, in aggregate, (the “**Major Shareholders**”) executed a shareholders’ agreement (the “**Shareholders’ Agreement**”), by virtue of which they agreed, inter alia, to act in concert with each other within the meaning of Article 2(e) of the Law (jointly with the persons mentioned in section 2 the “**Persons Acting In Concert**”) in order to pursue (a) common strategic goals with respect to the control of the Company and (b) the delisting of the Company from the Athens Exchange. Furthermore, the Major Shareholders have agreed on the manner in which the corporate governance of the Company will be exercised, on the composition of the Board of Directors of the Company, as well as on certain respective restrictions and rights in relation to the transfer of their Shares. Detailed information regarding the Shareholders’ Agreement is set out in the Information Memorandum.

On the date hereof, the Offeror and the Persons Acting In Concert (as defined below), hold a total of 18,142,713 Shares with voting rights of the Company, representing 82.18% of the total paid-up share capital and voting rights of the Company.

The Offeror initiated the Tender Offer process on 22.12.2022 (the “**Tender Offer Date**”) by informing the Hellenic Capital Market Commission (the “**HCMC**”) and the Board of Directors of the Company and by submitting to them a draft of the Information Memorandum (the “**Information Memorandum**”) and the Valuation Report (as defined below), in accordance with articles 10 para. 1 and 9 para. 7 of the Law, respectively.

The Tender Offer concerns the acquisition of the total number of the Company’s Shares not already held by the Offeror and the Persons Acting In Concert.

1. COMPANY TO BE ACQUIRED

The société anonyme with the trade name “PLAISIO COMPUTERS COMMERCIAL AND INDUSTRIAL COMPANY OF ELECTRONIC COMPUTERS AND BOOKSTORE PRODUCTS” which is registered in the General Commercial Registry (G.E.MI.) under No 121561160000, has its registered office in the Municipality of Elefsina, Attica, position Skliri, P.C. 19018, Magoula, Attica, and operates in the trade of technology goods, stationery and household appliances. .

2. OFFEROR

The Offeror is Mr. Georgios Gerardos, Chairman and Executive Member of the Board of Directors of the Company, and his business address is in Magoula, Attica, Location Skliri, P.C. 19018, Greece.

It is noted that in the context of the Tender Offer, persons acting in concert with the Offeror, as defined in article 2 (e) of the Law (the “**Persons Acting in Concert**”) are (i) Mr. Konstantinos Gerardos, as the person who has acquired the control of the Company jointly with the Offeror by virtue of the Shareholders’ Agreement, and (ii) the persons that are controlled by the Offeror within the meaning of article 3, paragraph 1 (c) of Law 3556/2007 and who do not hold, directly or indirectly, Shares of the Company, namely 1. Plaisio Computers JSC, a société anonyme with its registered seat in Bulgaria, 100% controlled by the Company, 2. Plaisio Real Estate S.A., a société anonyme with its registered seat in Greece, controlled by 80% by Mr. Georgios Gerardos, 3. Plaisio Estate JSC, a société anonyme with its registered seat in Bulgaria, controlled by 80% by Mr. Georgios Gerardos, 4. Buldoza S.A., a société anonyme with its registered seat in Greece, 100% controlled by Mr. Konstantinos Gerardos and 5. Atraktos A.M.K.E., with its registered seat in Greece, 80% controlled by Mr. Konstantinos Gerardos. Apart from these persons, there are no other natural or legal persons acting in concert with the Offeror within the meaning of Article 2(e) of the Law.

3. OFFEROR’S ADVISOR

ALPHA BANK S.A. is acting as advisor to the Offeror for the purposes of the Tender Offer pursuant to article 12 of the Law (the “**Advisor**”). The Advisor is incorporated in Greece, having its registered office in Athens at 40 Stadiou Street, 102 52, Athens, Greece, is registered with the General Commercial Registry (G.E.MI.) under No 159029160000 and as a credit institution is licensed to provide the investment services pursuant to Annex I, Section A, items 6 and 7 of Law 4514/2018 (as amended) in Greece.

4. NUMBER OF SHARES OF THE COMPANY HELD BY THE OFFEROR

As of the date hereof (the “**Tender Offer Date**”), the paid-up share capital of the Company amounts to €7,284,969.45 and is divided into 22,075,665 Shares, with a nominal value of

€0.33 each, which are listed and traded on the Main Market of the Athens Exchange (the “**ATHEX**”).

As of the Tender Offer Date, the Offeror together with the Persons Acting in Concert hold a total of 18,142,713 Shares, representing 82.18% of the total paid-up share capital and voting rights of the Company.

5. SECURITIES SUBJECT TO THE TENDER OFFER

The Tender Offer concerns the acquisition of all Shares which are not held by the Offeror and the Persons Acting in Concert as of the Tender Offer Date, i.e. 3,932,952 Shares, representing 17.82% of the total paid-up share capital and voting rights of the Company (the “**Tender Offer Shares**”).

6. MAXIMUM NUMBER OF SHARES WHICH THE OFFEROR UNDERTAKES TO ACQUIRE

In the context of the Tender Offer, the Offeror commits and undertakes to acquire all the Tender Offer Shares that will be lawfully and validly tendered, i.e. a maximum of 3,932,952 Shares.

7. MINIMUM NUMBER OF SHARES TO BE ACQUIRED BY THE OFFEROR

There is no minimum number of Shares that must be tendered for the Tender Offer to be valid. The Offeror commits to acquire all the Tender Offer Shares.

8. SHARE PURCHASES

During the period from the Tender Offer Date until the end of the acceptance period of the Tender Offer (the “**Acceptance Period**”), the Offeror intends to acquire, through ATHEX or over-the-counter, additional Shares, in addition to those tendered in terms of the Tender Offer, at a price per Share equal to the Offer Price (as defined below). All acquisitions of Shares will be registered and published in accordance with article 24 para. 2 of the Law, as well as the provisions of Law 3556/2007, as amended and in force, and Regulation (EU) No. 596/2014 (MAR), where applicable.

9. OFFER PRICE

Pursuant to Article 9 of the Law, the Offeror shall offer € 4,58 (the “**Offer Price**”) in cash for each Tendered Share which be lawfully and validly tendered (the “**Tendered Shares**”) within the Acceptance Period.

With regard to the Offer Price, the following is noted:

- (a) the weighted average trading price of the Share during the last six (6) months preceding the Tender Offer Date, i.e. 22/12/2022, is € 3,17,
- (b) neither the Offeror nor any Person Acting in Concert has acquired Shares during the twelve (12) months preceding the Tender Offer Date; and
- (c) The Offeror has appointed, in accordance with the provisions of paragraph 7 of Article 9 of the Law, the company “Euroxx Securities S.A.” (the “**Valuer**”), to carry out a valuation of the Shares (the “**Valuation**”) and to prepare the relevant valuation report (the “**Valuation Report**”), due to the occurrence of the cases of article 9 paragraph 6(b) sent. b’ of the Law, given that during the six (6) months preceding the date of the Tender Offer, the transactions carried out in the Company’s Shares did not exceed 10% of the total number of the Company’s Shares and , specifically, they amounted to 4,58% of the total number of the Company’s Shares, and article 9 para. 6(c) of the Law, given that the price defined by the criteria of article 9 para. 4 of the Law is lower by more than 80% of the book value per Share, based on the data of the average of the last two published financial statements of Law 3556/2007, on a consolidated basis. The Valuation Report shall be published in accordance with Article 16 para. 1 of the Law concurrently this announcement. The price resulting from the Valuation is €4.58 per Share.

Therefore, the Offer Price satisfies the criteria of the “fair and reasonable” price, as provided in article 9 paras. 4 and 6 of the Law.

In particular, in this Tender Offer the Offer Price:

- is 44,48% higher than the weighted average trading price of the Share during the six (6) months preceding the Tender Offer Date, i.e. 22/12/2022, amounting to €3,17 and
- is equal to the price determined by the Valuation Report, which amounted to €4.58 per Share.

It is noted that, pursuant to the statement of the Valuer and the Offeror, the Valuer satisfies the criteria of article 9 paras. 6 and 7 of the Law, namely: a) it is of reputable standing and b) it has the necessary organization, personnel and experience in business valuations. In addition, according to the statement of the Valuer, the Offeror and the Company, the Valuer is independent of the Offeror and the Company and in particular, the Valuer does not have, nor had, in the last five (5) years, a business relationship or partnership with the Offeror or the Persons Acting in Concert, and/or the Company and its related persons.

It is noted that the Offeror will undertake on behalf of the Shareholders who lawfully and validly accept the Tender Offer (the “**Accepting Shareholders**”) the payment of the clearing duties for the transfer of the Shares that will have been lawfully and validly tendered to the Offeror, levied in favor of the Hellenic Central Securities Depository S.A. (“**HCSD**”), as provided in the Annex to the codified decision no. 18 (meeting 311/22.02.2021) of the Board of Directors of HCSD, currently amounting to 0.08% of the transfer value with a minimum charge equal to the lower between € 20 and the 20% of the value of the Transferred Shares for each Accepting Shareholder.

The Offeror does not undertake the payment of the relevant tax, currently amounting to 0.20% of the transaction value, which will be borne by the Accepting Shareholders. Accordingly, the Accepting Shareholders will receive the total amount of the Offer Price less the amount of the aforementioned tax.

Pursuant to Article 9 para. 3 of the Law, Eurobank S.A. has confirmed that the Offeror has the means to pay the Offer Price for all Tendered Shares and the clearing duties for the transfer of the transferred Shares to HCSD which are borne by the Offeror and the Accepting Shareholders. However, Eurobank S.A. does not provide any guarantee, within the meaning of Articles 847 et seq. of the Civil Code, for the fulfilment of the financial and other obligations undertaken by the Offeror in the context of the Tender Offer.

10. CONDITIONS FOR THE TENDER OFFER

The Tender Offer is not subject to any conditions.

11. NOTICES CONCERNING THE TENDER OFFER

11.1 The implementation of the Tender Offer is subject to the approval of the Information Memorandum by the HCMC which will include all the terms and conditions of the Tender Offer.

11.2 The Acceptance Period, pursuant to article 18 para. 2 of the Law, will commence from the publication of the Information Memorandum after its approval by the HCMC.

11.3 Following the completion of the Tender Offer and provided that the Offeror and the Persons Acting in Concert hold a total of Shares representing at least 90% of the total paid-up share capital and voting rights of the Company, the Offeror:

(a) will exercise the squeeze-out right within the three (3) months' deadline from the end of the Acceptance Period, pursuant to article 27 of the Law and the Resolution 1/644/22.4.2013 of the Board of Directors of the HCMC, and will require the transfer of all the Shares of the remaining shareholders who will not have accepted the Tender Offer, at a price per Share equal to the Offer Price ("**Squeeze-Out Right**").

(b) will be obliged, pursuant to article 28 of the Law, to acquire through ATHEX all Shares offered to him within a period of three (3) months from the publication of results of the Tender Offer at a price per Share equal to the Offer Price ("**Sell-Out Right**").

Concurrently with the publication of the results of the Tender Offer, the Offeror will publish information on the above rights of the Company's shareholders.

Following the completion of the Tender Offer, provided the Squeeze-Out Right has been exercised (as referred to above under 11.3(a)), the Offeror and the Persons Acting in Concert who will hold 100% of the total paid-up share capital and voting rights of the Company, will pursue the delisting of the Company's shares from ATHEX. Specifically, following the exercise of the Squeeze-Out Right, the Offeror and the Persons Acting in Concert will convene the General Assembly of the Company's shareholder to resolve the delisting of the Company's Shares from ATHEX, pursuant to article 17 para. 5 of Law 3371/2005, during which the Offeror and the Persons Acting in Concert will vote in favor of this resolution. After the adoption of this resolution by the Company's General Assembly, the Company will submit a request to the HCMC for the delisting of the Company from ATHEX.

11.4 In the event that after the completion of the Tender Offer the Offeror and the Persons Acting in Concert hold in aggregate Shares representing less than 90% of the total voting rights of the Company, then, subject to market conditions, the Offeror and the Persons Acting in Concert will continue to pursue jointly the delisting of the Company's Shares from ATHEX.

11.5 The Tender Offer is voluntary and will be effective irrespective of the number of Tendered Shares.

12. IMPORTANT NOTICES

12.1 The Tender Offer is addressed to those holders of Shares (the **"Shareholders"**) to whom it may be lawfully addressed. The submission of the Tender Offer to certain persons who reside, have the citizenship or are citizens of countries other than the Hellenic Republic or to a representative, custodian or trustee of such persons (the **"Shareholders outside Greece"**) may be carried out in accordance with the laws of the relevant country, except for countries where, in accordance with the relevant laws, rules or regulations, the submission, conduct or presentation of the Tender Offer or the mailing/distribution hereof, the Information Memorandum, the letter of acceptance and any other relevant document or form (together the **"Tender Offer Documents"**) is forbidden or constitutes a violation of any applicable law, rule or regulation (together the **"Excluded Territories"**).

12.2 Specifically, the Tender Offer is not addressed, directly or indirectly, by mail or other means, to or in the Excluded Territories. Accordingly, copies of any Tender Offer Document will not and should not, directly or indirectly, be mailed, forwarded, or in any way sent by anyone to anyone in or from any of the Excluded Territories.

12.3 No person who receives a copy of any Tender Offer Document in the territory of any country other than the Hellenic Republic may treat any such document as if it were an invitation or offer, and in no case may he use any Tender Offer Document if, in the territory of the relevant country, such invitation or offer cannot be lawfully submitted to them or such Tender Offer Document cannot be lawfully used without any breach of any legal provisions. In such cases, any Tender Offer Document shall be sent for information purposes only.

12.4 Shareholders outside the territory of the Hellenic Republic who wish to accept the Tender Offer are responsible for informing themselves and ensuring full compliance with the laws applicable in the territory of their respective countries in relation to the Tender Offer. If any Shareholder Outside Greek is not sure of their legal position, such Shareholder outside Greece should consult their professional advisor in the relevant foreign country. To the extent permitted by applicable law, the Offeror and the Adviser disclaim any liability for any breach of the foregoing prohibitions by any persons.