

**APPROVAL AND PUBLICATION OF THE INFORMATION MEMORANDUM AND COMMENCEMENT OF THE ACCEPTANCE PERIOD OF THE VOLUNTARY TENDER OFFER SUBMITTED BY MR. GEORGIOS GERARDOS ADDRESSED TO THE SHAREHOLDERS OF THE COMPANY “PLAISIO COMPUTERS S.A.” FOR THE ACQUISITION OF THE TOTAL NUMBER OF THEIR COMMON REGISTERED SHARES WITH OFFER PRICE € 4.58 PER SHARE IN CASH**  
(in accordance with Law 3461/2006)

8 February 2023

On 08/02/2023 (η “**Information Memorandum Date**”), the Board of Directors of the Hellenic Capital Market Commission (the “**HCMC**”) approved, pursuant to article 11 para. 4 of Law 3461/2006, as in force (the “**Law**”) the information memorandum (the “**Information Memorandum**”) of the voluntary tender offer (the “**Tender Offer**”) that Mr. Georgios Gerardos (the “**Offeror**”) had addressed to the shareholders of the company “**PLAISIO COMPUTERS S.A.**” (the “**Company**”).

On 22/12/2022, (the “**Tender Offer Date**”) the Offeror initiated the process of the Tender Offer for the acquisition of all common registered shares with voting rights of the Company, with a nominal value of € 0.33 each, which were not held directly or indirectly by the Offeror and/or any of the Persons Acting In Concert as of 22/12/2022, by informing the HCMC and the Board of Directors of the Company in writing regarding the submission of the Tender Offer and submitting to them a draft of the Information Memorandum pursuant to article 10 para. 1 of the Law, as well as the Valuation Report as provided in article 9 paras. 6 and 7 of the Law. In addition, the Offeror has appointed “**ALPHA BANK SA**”, with the distinctive title “**ALPHA BANK**” as the Offeror's advisor pursuant to article 12 of the Law (the “**Offeror's Advisor**”).

Unless otherwise defined herein, capitalized terms shall have the meaning ascribed thereto in the Offeror's announcement dated 22/12/2022 regarding the submission of the Tender Offer.

## **1. SUBJECT OF THE TENDER OFFER**

As of the date hereof, the paid-up share capital of the Company amounts to €7,284,969.45 and is divided into 22,075,665 common, registered shares with voting rights (the “**Shares**”), with a nominal value of €0.33 each, which are listed and traded on the Main Market of the Athens Exchange (“**ATHEX**”).

On 22.12.2022, the Major Shareholders (i.e. the Offeror and Mr. Konstantinos Gerardos) entered into the Shareholders' Agreement in writing, by virtue of which they agreed, inter alia, to act in concert with each other in the sense of Article 2(e) of the Law 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 of exercise of the Company's corporate governance, on the composition of the Company's Board of Directors, 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 section 1.18 of the Information Memorandum.

No other agreement exists and is not expected to exist until the completion of the Tender Offer with any existing, new or interested shareholder with respect to the Company and the Tender Offer.

For the purposes of the Tender Offer, the “Persons Acting in Concert” are those defined in article 2 (e) of the Law and, in particular, Mr. Konstantinos Gerardos, as well as the persons that are controlled by the Offeror and Mr. Konstantinos Gerardos, which are listed in Section 1.3.2 of the Information Memorandum. Apart from these persons, there are no other third persons or legal entities acting in concert with the Offeror in the sense of Article 2(e) of the Law.

As of the Tender Offer Date, the Major Shareholders held a total of 18,142,713 Shares, representing 82.18% of the total paid-up share capital and voting rights of the Company. Specifically, the Offeror directly held 14,727,189 Shares and Mr. Konstantinos Gerardos held 3,415,524 Shares, which represented 66.71% and 15.47% respectively of the total paid-up share capital and voting rights of the Company. None of the other Persons Acting in Concert holds (directly or indirectly) any Shares of the Company.

Through the Tender Offer, the Offeror aims to acquire all Shares, which were not held by the Offeror and/or the Persons Acting in Concert as of the Tender Offer Date, i.e. 3,932,952 Shares (the “**Tender Offer Shares**”), representing 17.82% of the total paid-up share capital and voting rights of the Company.

Moreover, the Offeror announced that during the period from the Tender Offer Date until the end of the Acceptance Period, he intended 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. All acquisitions of Shares are 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), as applicable.

From the Tender Offer Date to the Information Memorandum Date, the Offeror has acquired a total of 3,305,459 Shares through ATHEX, representing approximately 14.97% of the total paid-up share capital and voting rights of the Company. Accordingly, as of the Information Memorandum Date, the Offeror and the Persons Acting in concert with the Offeror directly and indirectly held 21,448,172 Shares and voting rights of the Company, representing approximately 97.16% of the total paid-up share capital and voting rights of the Company.

## 2. OFFER PRICE

Pursuant to article 9 of the Law, the Offeror shall offer € 4.58 (the “**Offer Price**”) in cash per Share which will be lawfully and validly tendered within the Acceptance Period.

With regard to the Offer Price, the following is noted

- (a) the weighted average trading price of the Share (the “**WATP**”) during the last six (6) months preceding 22/12/2022 amounts to € 3.17,
- (b) neither the Offeror nor any Person Acting in Concert has acquired any Shares during the twelve (12) months preceding the Tender Offer Date; and
- (c) the price per Share determined in the Valuation Report of the Valuer (as defined below), amounts to € 4.58 per Share.

In this Tender Offer, the conditions of article 9 para. 6(b) sent. b’ of the Law occurred (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, 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. Therefore, in accordance with the provisions of Article 9 para. 7 of the Law, the Offeror appointed "Euroxx Stock Exchange S.A." as the "**Valuer**", as more specifically referred to in Section 1.15 of the Information Memorandum, to carry out the valuation of the securities which are the subject of the Tender Offer and to prepare a "**Valuation Report**".

The Valuer, using the following valuation methodologies: (i) Mid-Cycle Fair Value method, (ii) Relative Valuation Multiples method and (iii) Discounted Cash Flow method, determined the weighted final price per Share of the Company at € 4.58.

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 and specifically:

- it exceeds by 44.48% the WATP of the Share during the last six (6) months preceding the Tender Offer Date, which amounted to € 3.17.
- is equal to the price determined by the Valuer following the carrying out of a valuation taking into consideration internationally accepted standards and methods included in the Valuation Report, which amounted to € 4.58 per Share.

It is noted that the Offeror shall bear, on behalf of the Shareholders who lawfully and validly accept the Tender Offer (the “**Accepting Shareholders**”), the payment of the prescribed clearing expenses in favor ATHEXCSD in relation to the transfer of the Shares of the Accepting Shareholders, which will be transferred to the Offeror as a result of accepting the Tender Offer (the “**Transferring Shares**”), as provided in the Annex of the codified resolution no. 18 (meeting

311/22.02.2021) of the Board of Directors of the ATHEXCSD and currently amounting to 0.08% of the transfer value, with a minimum charge amounting to the lower between €20 and 20% of the transaction value for each Accepting Shareholder.

Furthermore, the Offeror does not bear the payment, on behalf of the Accepting Shareholders, of the amount corresponding to the tax over stock exchange transactions, currently amounting to 0.20% and estimated based on the value of the transaction of transfer of the Transferring Shares to the Offeror, which will be borne by the Accepting Shareholders.

Therefore, the Accepting Shareholders will receive the total amount of the Offer Price, reduced by the amount of said tax.

In accordance with article 9 para. 3 of the Law, Eurobank S.A. has certified that the Offeror disposes the required funds for the payment of the Offer Price and the above clearing expenses in relation to the transfer of the Transferring Shares in favor of ATHEXCSD, which are payable by the Offeror and the Accepting Shareholders. However, Eurobank S.A. does not provide any guarantee, in the sense of articles 847 et seq. of the Greek civil code, for the performance of the monetary or other obligations undertaken by the Offeror in the context of the Tender Offer.

### **3. ACCEPTANCE PERIOD - ACCEPTANCE PROCESS IN RELATION TO THE TENDER OFFER**

The period during which the shareholders are able to accept the Tender Offer with the submission of a relevant written statement (hereinafter the “**Acceptance Statement**”) to their Participant/Intermediary (as defined in the Information Memorandum) through whom they keep their shares in the DDS, will have a total duration of four (4) weeks, starting from 09/02/2023, at 08:00 a.m. (Greek time) and ending on 09/03/2023, at the end of the working schedule of banks operating in Greece, in accordance with article 18 para. 2 of the Law (hereinafter the “**Acceptance Period**”).

The acceptance process of the Tender Offer is described in detail in section 2.2. of the Information Memorandum.

The Accepting Shareholder will be deemed to have accepted the Tender Offer from, and through, the proper, valid, timely and lawful completion of the process described in section 2.2 of the Information Memorandum.

A Shareholder may be deemed not to have validly accepted the Tender Offer, to the extent that they have not lawfully and properly completed the Acceptance Statement, in accordance with its terms and conditions as well as the provisions of the Information Memorandum.

### **4. AVAILABILITY OF THE INFORMATION MEMORANDUM**

The shareholders of the Company who wish to receive additional information in relation to the process of submitting the Acceptance Statements may call at +30 210-3436704 (Mrs. Paraskevi Pistiola) of ALPHA BANK, throughout the Acceptance Period at the working hours and days.

Forms of the Acceptance Statement will be provided by the Participants/Intermediaries in the DDS during the working days and hours throughout the Acceptance Period.

Additionally, hard copies of the Information Memorandum will be available at the registered of the Offeror’s Advisor (40, Stadiou str., 102 52, Athens) and will be available in electronic form at the website of the Offeror’s Advisor ([www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia](http://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia)), of the company Hellenic Exchanges Athens Stock Exchange S.A. (η “**ATHEX**”) ([www.helex.gr/el/web/guest/companies-information-memorandum-informative-material](http://www.helex.gr/el/web/guest/companies-information-memorandum-informative-material)) and of the HCMC ([www.hcmc.gr/el\\_GR/web/portal/publicproposals](http://www.hcmc.gr/el_GR/web/portal/publicproposals)). It is noted that the Offeror does not have any website.

### **5. COMPLETION OF THE TENDER OFFER – PAYMENT OF THE OFFER PRICE**

The Offeror will attend to the publication of the results of the Tender Offer **within two (2) business days** from the expiry of the Acceptance Period, i.e. up to (and including) 13/03/2023, the webpage of ATHEX and the Daily Statistical Bulletin

and will be announced to the representatives of the Company's employees and, if they do not exist, directly to the employees, in accordance with article 23 of Law 3461/2006.

The transfer of the Shares that have been lawfully and validly offered by the Accepting Shareholders (the "**Offered Shares**"), will be completed in accordance with the process described in section 2.6 of the Information Memorandum.

## **6. SQUEEZE-OUT RIGHT – SELL-OUT RIGHT – DELISTING**

Given that the Offeror and the Persons Acting in Concert already hold Shares representing a percentage higher than 90% of the total paid-up share capital and the voting rights of the Company, the Offeror:

(a) will exercise the Squeeze-Out Right within the prescribed deadline of three (3) months 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 purchase the Shares of the remaining shareholders who will not have accepted the Tender Offer, at a price per Share equal to the Offer, and

(b) pursuant to article 28 of the Law and Decision No. 1/409/29.12.2006 of the HCMC's Board of Directors as in force, it will acquire through ATHEX all the Shares that will be offered to him within three (3) months from the publication of the results of the Tender Offer, at a Price per Share equal to the Offered Price (Sell-Out Right). At the same with the publication of the Tender Offer, the Offeror will make the information regarding the Sell-Out Right available as well.

Finally, following the completion of the Tender Offer and the exercise of the Squeeze-Out Right, the Offeror and the Persons Acting in Concert, will convene the General Assembly of the Company's shareholders to resolve the delisting of the Company's Shares from ATHEX, pursuant to article 17 para. 5 of Law 3371/2005, at which the Offeror and the Persons Acting in Concert will vote in favor of such resolution. Following the adoption of said resolution by the General Assembly of the Company's shareholders, the Company will submit a request to the HCMC for the delisting of the Company's shares from ATHEX.

## **IMPORTANT NOTES**

*This announcement does not constitute an offer for the purchase of shares and is not in any way or form (written or otherwise), directly or indirectly, addressed to persons or legal entities in any jurisdiction other than the Hellenic Republic, where the carrying out of the Tender Offer or the mailing or distribution hereof is illegal or contravenes the applicable law, rule or regulation or is subject to restrictions (the "**Excluded Countries**"). Therefore, the dispatch, distribution, mailing or in any other way promotion of copies or counterparts of the Information Memorandum and any document or material related to the Tender Offer (jointly the "**Tender Offer Documents**") by any person or legal entity, to or from the Excluded Countries, is forbidden.*

*Hence, persons that may receive this announcement, the Information Memorandum, or any other document in relation thereto and/or the Tender Offer will have to be properly informed and take into consideration the above limitations. The Offeror and the Offeror's Advisor do not bear any responsibility for the breach of the above prohibitions by any person.*

*This announcement does not substitute the full text of the approved Information Memorandum, which any interested person must refer to and review before making any investment decision in relation to the Tender Offer.*