

**“PROFILE SOCIETE ANONYME COMMERCIAL AND INDUSTRIAL INFORMATION TECHNOLOGY”** and the distinctive title **“PROFILE SYSTEMS & SOFTWARE S.A”**.

**General Commercial Registry 12214166000**

**DATE CHANGE for the Annual Ordinary General Meeting and new invitation to the Annual Ordinary General Meeting on May 31, 2024**

The Board of Directors of the Societe 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 brevity “**Company**”) in the context of implementing best practices in Corporate Governance, decided to further deepen the interaction with shareholders as well as with shareholders' advisors on relevant issues (proxy advisors).

Within the above framework and after relevant consultation, updated, supplementing with further information its proposals and in particular the relevant supporting documents on the issues of the Annual Ordinary General Meeting and in order to allow the required time for the preparation of shareholders (regarding the review of all these documents), **it reconvenes the Annual Ordinary General Meeting of shareholders for May 31, 2024, day Friday.**

The relevant proposals and the necessary supporting documents are already uploaded on the Company's website (<https://www.profilesw.com>).

Following the above, the initially convened Annual General Meeting of shareholders for May 20, 2024, **will not take place.**

Consequently, the Board of Directors of the Company in accordance with the law and the Articles of Association invites the shareholders of the Company to an Annual Ordinary General Meeting on **May 31, 2024, Friday at 14:00**, at the registered offices of the Company’s headquarters located in Nea Smyrni, Attica (199 Syngrou Avenue) for discussion and decision making on the following items:

**AGENDA ITEMS**

**Item 1°:** 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 the annual Financial Report for the said year.

**Item 2°:** Submission for approval of the annual Management Report of the Board of Directors and the Auditors' Report on the annual Financial Statements (stand alone and consolidated) for the fiscal year 2023 (01.01.2023- 31.12.2023).

**Item 3°:** Submission and presentation of the annual Report of the Company's Audit Committee for the fiscal year 2023 (01.01.2023-31.12.2023).

**Item 4°:** Approval of distribution of results for the financial 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.

**Item 5°:** Approval of the overall management of the Board of Directors and discharge of the Certified Public Accountants of the Company from any liability for compensation for the activities of the closed financial year 2023 (01.01.2023-31.12.2023), as well as for the annual (corporate and consolidated) Financial Statements of that year.

**Item 6°:** Election of an Audit Firm from the Public Registry for the statutory audit of the annual and half-yearly Financial Statements (stand alone and consolidated) for the current fiscal year 2024 (01.01.2024-31.12.2024) and determination of their remuneration.

**Item 7°:** Approval of remuneration, 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).

**Item 8°:** Submission for discussion and voting 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 4548/2018, as in force.

**Item 9°:** Approval of the remuneration policy according to articles 110 and 111 of Law 4548/2018.

**Item 10°:** Determination - pre-approval of remuneration, salaries and allowances of the members of the Board of Directors for the current corporate year 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 4548/2018, as in force.

**Item 11°:** Appointment / Election of new independent non-executive members of the Board of Directors to replace its existing independent non-executive members.

**Item 12°:** 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 4449/2017.

**Item 13°:** Granting of approval - permission to the members of the Board of Directors and the Directors of the Company for the performance of actions pursued by the Company and for their participation in companies pursuing similar, related or similar purposes, in accordance with the provisions of article 98 par. 1 of Law 4548/2018, as in force..

**Item 14°:** Approval of purchase of company's shares via Athens Stock Exchange according to article 49 of Law 4548/2018, as it stands with the respective proxy issuance.

**Item 15°**: Renewal, in accordance with articles 24 par. 1c and 113 par. 4 of Law 4548/2018 of the duration of the authorization granted to the Board of Directors of the Company for the increase of the share capital of this Company, solely for the purposes 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.

**Item 16°**: 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.

In the event of failure to achieve the quorum required by law to decide on the items of the agenda is not reached, the Repeated Annual Ordinary General Meeting will be held on Thursday , **June 10, 2024 at 14:00** at the same place, with the same agenda items in accordance with the provisions in paragraph 2 of article 130 of Law 4548/2018, as in force.

**Please note that no new invitation will be published for this Repeated Annual Ordinary General Meeting.**

According to Art. 121 para. 4, 124 and 128 of Law 4548/2018, as in force, the Company informs shareholders of the following:

#### **A. RIGHT TO PARTICIPATE AND VOTE**

Each share entitles the right to one (1) vote. Only physical or legal persons who have shareholder status at the beginning of the fifth (5th) day prior to the day of the General Meeting, i.e. on **26.05.2024 (record date )** are entitled to participate and vote in the Annual Ordinary General Meeting, initial or any Repeated General Meeting. The above record date also applies in the case of the postponed or any Repeated General Meeting, provided that the postponed or repeated meeting is not more than thirty (30) days from the record date (article 124 par. 6 of Law 4548/2018).

A shareholder who is entitled to participate in the Annual Ordinary General Meeting and exercise the right to vote is considered to be the one registered on the date of registration in the Dematerialized Securities System (DSS) of the Societe Anonyme under the name "HELLENIC CENTRAL SECURITIES DEPOSITORY SOCIETE ANONYME" (EL.KA.T.) or the one identified as such on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212), as well as the Rules of Procedure of the Hellenic Central Securities Depository (Government Gazette B' 1007/16.03.2021).

Proof of shareholding status is made by any legal means and in any case on the basis of information received by the Company until before the commencement of the General Assembly by EL.KA.T.. or through participating and registered intermediaries in the Central Securities Depository in any other case. A shareholder may participate in the General Meeting

on the basis of confirmations or notifications of articles 5 and 6 of Regulation (EU) 2018/1212 provided by the mediator, unless the Meeting refuses such participation for an important reason justifying its refusal in compliance with the applicable provisions (article 19 par. 1 of law 4569/2018, article 124 par. 5 of law 4548/2018).

It is noted that the exercise of these rights (participation and voting) does not require the blocking of the beneficiary's shares or the observance of any other similar procedure, which limits the ability to sell and transfer them during the period between the record date and the date of the Annual Ordinary General Meeting.

#### **B. MINORITY RIGHTS OF SHAREHOLDERS**

(α) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors of the Company is obliged to include additional items in the agenda of the Annual Ordinary General Meeting, if the relevant request is received by the Board of Directors by **16.05.2024, i.e. at least fifteen (15) days before the Annual Ordinary General Meeting**. The request for the inclusion of additional items in the agenda shall be accompanied by a justification or a draft decision for approval by the General Meeting and the revised agenda shall be made public in the same manner as the previous agenda, by **18.05.2024, i.e. thirteen (13) days prior to the date of the Annual Ordinary General Meeting** and simultaneously made available to shareholders on the Company's website (see below), together with the justification or draft decision submitted by the shareholders as provided for in para. 4 of article 123 of Law 4548/2018, as in force.

(b) Shareholders representing one twentieth (1/20) of the paid-up share capital have the right to submit draft resolutions on issues included in the initial or any revised agenda of the Annual Ordinary General Meeting. The relevant application must reach the Board of Directors by **24.05.2024, i.e. at least seven (7) days before the date of the Annual Ordinary General Meeting**, and the draft resolutions are made available to shareholders in accordance with para. 3 of article 123 of Law 4548/2018, until **25.05.2024, i.e. at least six (6) days prior to the date of the Annual Ordinary General Meeting**.

(c) At the request of any shareholder submitted to the Company by **25.05.2024, i.e. at least five (5) full days prior to the Annual Ordinary General Meeting**, the Board of Directors is obliged to provide the General Meeting with the requested specific information on the Company's affairs, to the extent that these are relevant to the items on the agenda. There is no obligation to provide information; when the relevant information is already available on the Company's website, in particular in the form of questions and answers. Also, at the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to announce to the General Meeting the amounts paid during the last two years to each member of the Board of Directors or the Company's directors as well as any benefit to these persons for any reason or contract between the Company and them. In all the above cases, the Board of Directors may refuse to provide the information for a substantial reason, which shall be recorded in the minutes. Such a reason may be, under the

circumstances, the representation of the applicant shareholders in the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018. In the cases referred to in this paragraph, the Board of Directors may respond uniformly to shareholder requests with the same content.

(d) At the request of shareholders representing one tenth (1/10) of the paid-up share capital, which is submitted to the Company **by 25.05.2024, i.e. at least five (5) full days prior to the Annual Ordinary General Meeting**, the Board of Directors is obliged to provide the General Meeting with information on the course of corporate affairs and the state of the Company's assets. The Board of Directors may refuse to supply the information for a substantial reason, which shall be recorded in the minutes. Such a reason may be, under the circumstances, the representation of the applicant shareholders in the Board of Directors, in accordance with articles 79 or 80 of Law 4548/2018, provided that the respective members of the Board of Directors have received the relevant information in an adequate manner.

(e) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, voting on an item or items of the agenda shall be carried out by open vote.

In all the above cases, the applicant shareholders must prove their shareholder status and, except in the case of the first subparagraph of para. 6 of article 141 of Law 4548/2018, the number of shares they hold when exercising the relevant right.

Proof of shareholding status may be made by any legal means and in any case on the basis of information received by the Company from the Société Anonyme under the name "HELLENIC CENTRAL SECURITIES DEPOSITORY SOCIÉTÉ ANONYME" (EL.KA.T.), if it provides registry services, or through participating and registered intermediaries in the central securities depository in any other case

### **C. PROCEDURE FOR EXERCISING VOTING RIGHTS BY PROXY**

The shareholder participates in the Annual Ordinary General Meeting and votes either in person or through a proxy. Each shareholder may appoint up to three (3) proxies . Legal entities participate in the General Assembly by appointing up to three (3) physical persons as their representatives. However, if the shareholder holds shares of the Company which appear in more than one securities account, this restriction does not prevent that shareholder from appointing different proxies for the shares appearing in each securities account in relation to the General Meeting. A proxy acting for several shareholders may vote differently for each shareholder.

The proxy votes, in accordance with the shareholder's instructions, if any. Any non-compliance of the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the vote of the proxy was decisive for the achievement of the majority.

The proxy holder is obliged to disclose to the Company, before the commencement of the Annual Ordinary General Meeting, any specific fact, which may be useful to shareholders in assessing the risk that the proxy serves interests other than those of the shareholder. Within

the meaning of this paragraph, a conflict of interest may arise in particular where the representative:

(α) is a controlling shareholder of the Company or another legal person or entity controlled by such shareholder;;

(b) is a member of the Board of Directors or generally of the Company's management or a controlling shareholder of the Company or of another legal person or entity controlled by a controlling shareholder,

(c) is an employee or auditor of the Company or a controlling shareholder of the Company or of another legal person or entity controlled by a shareholder who exercises control of the Company;;

(d) is the spouse or first degree relative of one of the natural persons referred to in subparagraphs (a) to (c).

The appointment and revocation or replacement of the shareholder's representative or proxy shall be made in writing or by electronic means and shall be submitted to the Company at least forty-eight (48) hours before the date set for the meeting of the Annual Ordinary General Meeting (i.e. no later than, 18.05.2024 at 14:00) or, in the case of shareholders identified through intermediaries, through confirmations or notifications referred to in Articles 5 and 6 of Regulation (EU) 2018/1212 provided by intermediaries.

The Company has made available on its website ([http:// www. profilesw. com](http://www.profilesw.com)) the form used to appoint a representative or representative. This form is submitted completed and signed by the shareholder to the Company's Shareholders Services Department (199 Syggrou Avenue, Nea Smyrni, Attica) or sent by fax to fax 210-93.01.222 at least forty-eight (48) hours before the date of the Annual Ordinary General Meeting, i.e. no later than 18.05.2024 at 14:00.

The shareholder is requested to ensure the confirmation of the successful sending of the proxy appointment form and its receipt by the Company, by calling for this purpose during working days and hours at 210-93.01.200.

#### **D. AVAILABLE DOCUMENTS AND INFORMATION**

The information in para. 3 and 4 of article 123 of Law 4548/2018 and specifically the Invitation to convene the Annual Ordinary General Meeting of shareholders, the total number of shares and voting rights that the shares incorporate on the date of the invitation, the form that can be used to appoint a representative or proxy for his/her participation in the General Meeting, the draft decisions on each item of the proposed agenda, as well as the documents to be submitted to the General Meeting, are available in electronic form on the Company's website ([http:// www.profilesw.com](http://www.profilesw.com)) and in paper form to the Company's Shareholders Services Department (199 Syggrou Avenue, Nea Smyrni, Attica)..

Nea Smyrni, May 10, 2024

The Board of Directors