

REPORT OF THE INDEPENDENT NON-EXECUTIVE MEMBERS OF THE BOARD OF "PLAISIO COMPUTERS TRADE AND INDUSTRIAL COMPANY OF ELECTRONIC COMPUTERS AND STATIONERY PRODUCTS SA" TO THE SHAREHOLDERS' ANNUAL ORDINARY GENERAL MEETING OF 14th JUNE 2022

I. PREAMBLE – INTRODUCTION

The present Report was prepared in joint by the Independent Non-Executive Members of the Board of 'PLAISIO COMPUTERS TRADE AND INDUSTRIAL COMPANY OF ELECTRONIC COMPUTERS AND STATIONERY PRODUCTS SA' trading under the name 'PLAISIO COMPUTERS SA' (hereinafter stated, for convenience, as the "Company") and is submitted to the Shareholders' Annual Ordinary General Meeting of 14th June 2022, pursuant to the provisions of article 9(5) of Law 4706/2020 and the relevant guidelines of the Hellenic Capital Market Commission (document with ref. no 428/21.02.2022).

II. COMPOSITION OF THE BOARD OF DIRECTORS

2.1 During the preparation of the present Report, the current Board of Directors of the Company, which was elected by the Shareholders' Annual Ordinary General Meeting of 8th June 2021, within the context of complete, substantial and effective compliance and harmonization of the Company with the regulations and provisions of Law 4706/2020 on corporate governance, **is comprised of six (6) members**; in particular:

- (a)** three (3) executive members and
- (b)** three (3) independent non-executive members

2.2 The CVs of the members of the Board, as confirmed, are available on the Company's website (<http://www.plaisio.gr>).

2.3 In our opinion and based on the experience of our participation to date in the Board of the Company, the composition thereof:

- ✓ ensures in an adequate manner that said corporate body consists of fit and proper persons as well as that there is the necessary diversity through the adequate representation of sexes and the exclusion of discrimination of any form so that the most correct collective decisions can be made;
- ✓ contributes to the establishment of a diverse team of members with a wide range of skills and potential, which allows the Company to take advantage of market

opportunities in a comprehensive manner and apply an effective risk management strategy; and

- ✓ reflects the knowledge, skills and experience required for the efficient discharge of the Board's duties and responsibilities, in accordance with the size, structure, complexity of operations, business model and strategy of the Company.

2.4 It is specified and confirmed that the independent non-executive members of the Company's Board meet as a whole the independence requirements and standards prescribed in general by the laws and regulations in force (see article 9(1) and (2), Law 4706/2020), namely:

(a) they do not own, directly or indirectly, more than 0.5% voting rights of the Company's share capital; and

(b) there is no dependence between them and the Company or Company-related parties nor have they any financial, business, family or other relationship with the Company that may influence their decisions and their independent, objective and unbiased judgement.

III. ASCERTAINMENTS – REMARKS – CONFIRMATIONS OF INDEPENDENT NON-EXECUTIVE MEMBERS OF THE BOARD
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3.1 Pursuant to the provisions of article 7, Law 4706/2020, the obligations of the non-executive members of the Board, including the independent members thereof, include the following:

(a) monitoring, reviewing and implementing the Company's strategy as well as the achievement of its goals;

(b) ensuring the effective supervision of the executive members, including the monitoring and checking of their performance; and

(c) examining and expressing opinions in relation to the proposals submitted by the executive members, based on applicable information.

3.2 Within the above context and further to several meetings that took place among the independent non-executive members, without the presence of any other Board member of the Company, we ascertain and confirm the following:

(a) the effective operation of the Board that aims to serve the long-term interests and sustainability of the Company and the discharge of the Board's duties and responsibilities pursuant to the provisions of the Articles of Association, the Internal Rules of Operation (IRO), the new Corporate Governance Code, which was adopted and implemented by the Company

by virtue of a resolution dated 14.07.2021 of the Board, as well as the laws on *sociétés anonymes* and companies listed in a regulated market;

(b) the discharge of the duties of the executive members of the Board, according to the law, the Articles and the legal resolutions of the General Meeting, that aims exclusively to promote the purposes and interests of the Company, manage the Company's property in a proper manner and achieve the goals set;

(c) the clear separation of powers and responsibilities at Management level, given that the powers of the President of the Board and of the CEO are exercised by different persons whereas, in full compliance with article 8(2) of Law 4706/2020 and the best corporate governance practices, the Vice-President is one of the independent non-executive members;

(d) the necessary professionalism and the proper consistency, reliability, honesty, integrity and independence of spirit shown by all the members of the Board who dedicate sufficient time for the smooth and substantial fulfilment of their obligations and the discharge of the duties related to their office, as well as their release from conditions that hinder them from discharging their duties in an objective, independent and unbiased manner;

(e) the methodical and systematic monitoring of the legal and regulatory framework in general, with constant efforts to enhance corporate governance structures and promote the Company's culture which is based on the principles of business ethics and on advocating the interests of shareholders as well as all other stakeholders;

(f) the implementation of the business strategy according to the goals set and the planning of the competent Departments of the Company, ensuring the provision of complete and reliable data and information for the preparation of reliable financial statements as well as of non-financial information, and the conducting of internal audits pursuant to current legal requirements and the principles of the Code of Ethics regarding internal auditing;

(g)

The proper and efficient discharge of managerial duties by the CEO, the care applied in order to achieve the Company's purpose, the implementation of the necessary decision-making within the scope of the approved business plan, the budget and the resolutions of the competent corporate bodies, the planning of a proper company strategy based on the current prevailing conditions and the contemplation of alternative actions under extremely challenging circumstances that are intensely unstable, uncertain and volatile due to the health crisis and the geopolitical instability.

The CEO's successful and crucial contribution to the implementation of the Company's strategy is manifested most emphatically by a significant increase in consolidated sales and earnings before interest, taxes, depreciation, and amortization (EBITDA), strong liquidity and the impressive improvement of the Company's return on equity (ROE), thus making the closing year a milestone in the many years of the Company's operation.

3.3 Lastly, the independent non-executive members of the Board confirm that they are in agreement with:

(a) the contents of the Board Management Report and the Corporate Governance Statement, which are included in and are an integral part of the Annual Financial Report for the year ended on 31st December 2021, which was approved by the Company's Board at the meeting of 18th April 2022; and

(b) the recommendation – proposal of the Audit Committee regarding the Auditing Company that is recommended to perform the statutory audit of the (Company's and consolidated) Financial Statements for the current year 2022.

Magoula-Attica, May 2022

The Independent Non-Executive Members of the Board of Directors

APOSTOLOS
TAMVAKAKIS

ALEXIOS
PILAVIOS

KONSTANTINOS
MITROPOULOS