



Draft of proposed decisions on the Daily Agenda items
of the Ordinary General Meeting of the Shareholders dated June 19th, 2019,
in accordance with article 26 par. 2b of Codified Law 2190/1920, as was in force for the
financial year 2018 and article 121 par. 3of the Law 4548/2018 as in force from 01.01.2019

DAILY AGENDA

- 1. Submission and approval of the annual financial statements, corporate and consolidated, and the Board of Directors and Auditors reports for fiscal year 2018. (01.01.2018 to 31.12.2018).**

Draft of decision

The Chairman of the General Meeting will inform the Company's Shareholders that the annual financial statements (corporate and consolidated) for fiscal year 2018 (01.01.2018-31.12.2018) have been drawn up in accordance with the International Accounting Standards (as well as in accordance with article 134 et seq. of Codified Law 2190/1920 as was in force for the fiscal year 2018) and lawfully published pursuant to article 135 of Codified Law 2190/1920 as was in force and the provisions of the Law 4548/2018. More specifically, the annual financial statements have been registered in the Department of Sociétés Anonymes of the General Secretariat of Commerce of the Ministry of Development and Competitiveness and have been posted on the Company's website (www.neurosoft.gr) in accordance with the provisions of the law.

Consequently, regarding this annual Ordinary General Meeting, the Chairman will note that all necessary publication formalities required by law have been completely and timely met and all the said statements, both detailed and summary data, as well as information related to them, have been drafted pursuant to the applicable legislative provisions. Therefore, the General Meeting could validly proceed to the discussion and adoption of a resolution on this item.

The said annual financial statements have been distributed to all the shareholders of the Company and are included in the annual Financial Report for fiscal year 2018 (01.01.2018 - 31.12.2018), which is available to all the shareholders in accordance with the Law. The said statements present the financial position of the Company as of December 31st, 2018 in a logical way in all important respects, as well as its financial performance for fiscal year ended on the same date according to the International Financial Reporting Standards.

Then the Chairman of the General Meeting will refer to the content of the annual Board of Directors' Report, which is entirely included in the Minutes of the Company's Board of Directors dated April 4th, 2019. This report was drawn up in accordance with the law and more specifically, with the provisions of the applicable law, given the fact that the Company draws up consolidated financial statements. It is noted that this Report includes the Corporate Governance Statement pursuant to the provisions of Law 3873/2010, as incorporated in the relevant article (43a par. 3) of Codified Law 2190/1920 as was in force for the fiscal year 2018.

Finally, the Chairman of the General Meeting will refer as well to the Audit Report of Mr Andreas Tsamakis, Auditor-Public Certified Accountant, dated April 4th, 2019, which is included unabridged in the annual Financial Report for fiscal year 2018, (01.01.2018 - 31.12.2018) regarding the activities of the same fiscal year, also drawn up pursuant to the provisions of the law.

Subsequently, following a thorough discussion among the shareholders attending the meeting as well as those represented, during which the accuracy, correctness and completeness of both the annual financial statements and the Board of Directors and Auditor-Public Certified Accountant's Reports were established, the General Meeting, after a voting, by a unanimous decision of the shareholders attending the meeting as well as those represented, by a majority of.....% (**i.e.....votes in favour andvotes against**), will approve:

- a) the annual financial statements (corporate and consolidated) for fiscal year ended December 31st, 2018,
- b) the annual Financial Report for fiscal year 2018 (01.01.2018 - 31.12.2018), approved by the Company's Board of Directors during the meeting held April 4th, 2019, which shall remain available on the company's website for a five-year (5) period from the date it was drawn up and published.
- c) the annual Board of Directors Report and
- d) the Auditor-Public Certified Accountant's Audit Report accompanying the annual financial statements (corporate and consolidated) regarding the activities for fiscal year ended December 31st, 2018.

2. Approval of distribution of financial statements for fiscal year 2018 and of non-distribution of dividend.

Draft of decision

The Chairman of the General Meeting will inform the shareholders attending the meeting and those represented that the proposal of the Company's Board of Directors involves non-dividend distribution from the statements resulting from the Company's activities during fiscal year 2018 (01.01.2018 - 31.12.2018).

At that point, the Chairman of the annual Ordinary General Meeting will note that the General Meeting of the Shareholders is the only competent body for decision taking in

respect of the distribution of statements for fiscal year 2018 (01.01.2018 - 31.12.2018) and the non-distribution of dividend. Therefore, any relevant decision of the Board of Directors would only serve as a proposal.

Subsequently, following a thorough discussion, the General Meeting of the Shareholders will approve and decide the following:

a) unanimously and by a majority of.... % **(i.e. votes in favour and votes against)** approved the non-distribution of dividend for fiscal year 2018 (01.01.2018-31.12.2018) and

b) unanimously and by a majority of..... % **(i.e. votes in favour and votes against)** approved the distribution of statements for fiscal year 2018 (01.01.2018-31.12.2018), as follows:

Net profits after tax for fiscal year 2018	(327.844)
Balance of results [profits/(losses)] from Previous fiscal years	(1.359.287)
Other comprehensive income after tax	<u>3.775</u>
Losses carried forward	(1.683.355)

The distribution of profits is as follows:

1. Dividends	-
2. Reserves	-
3. Losses carried forward on 31/12/2018	<u>(1.683.355)</u>

3. Discharge of the Board of Directors and Auditors from any liability related to the activities of fiscal year 2018 as well as the annual financial statements of the said fiscal year.

Draft of decision

After the completion of the discussion and voting on the second daily agenda item, the Chairman of the General Meeting will announce that the General Meeting, in accordance with the Articles of Association of the Company, can proceed to the discussion and voting regarding the discharge of Board Members and Auditors of the Company from any liability related to the activities and management of fiscal year 2018 (01.01.2018-31.12.2018) in general, based on the systematic efforts that mainly the Members of the Company Board of Directors make as well as the ancillary efforts of its auditing bodies in order to protect, enhance and strengthen the position, potential and prospects of the Company.

Then, the annual Ordinary General Meeting of the Company's shareholders, by roll-call vote unanimously and by a majority of % **(i.e. votes in favour and ... votes against)** will discharge both all the Members of the Board of Directors and the Auditor-Public Certified Accountant of the Company, Mr Andreas Tsamakis, from any liability related to the activities of fiscal year ended December 31st, 2018.

4. Approval of the remuneration payable to the Board of Directors for fiscal year 2018, including pre-approved remuneration for the first half of 2019, and pre-approval - determination of the remuneration payable for the second half of year 2019 and the first half of 2020.

Draft of Decision

The Chairman of the Board of Directors noted that the Members of the Board of Directors receive remuneration for the services they provide with respect to the management and representation of the Company and for other responsibilities as Members of the Company's Board of Directors, pursuant to a relevant resolution passed by the previous annual Ordinary General Meeting of the Company's Shareholders dated 20.06.2018, as set out in article 24 par. 2 and 3 of Codified Law 2190/1920 as was in force for the fiscal year 2018 and the provisions of Chapter C of Law 4548/2018 in force from 01.01.2019.

After this brief introduction, the Chairman of the Board of Directors noted that the annual Ordinary General Meeting of the Company's Shareholders which took place on the 20th of June 2018, approved the amounts paid to the members of the Board of Directors during financial year 2017 (01.01.2017-31.12.2017), which came to the amount of €114.000,00, as well as the amounts paid to the members of the Board of Directors for the time period from 01.01.2018 until 30.06.2018, which came to the amount of € 57.000,00.

The above annual Ordinary General Meeting also pre-approved remuneration for the members of the Board of Directors for the second half of 2018, that is from 01.07.2018 until 31.12.2018 up to the amount of € 60.000,00 and for the first half of 2019, that is for the period from 01.01.2019 until 30.06.2019 (up to the amount of €60.000,00 as well).

Specifically:

- paid up from 01.01.2018 to 31.12.2018 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: € 114.000,00 which amount is further analyzed as follows:

MAVROEIDIS ANGELOPOULOS	€ 30.000,00
NIKOLAOS VASILONIKOLIDAKIS	€ 24.000,00
ATHANASSIOS RIGAS	€ 12.000,00
IOANNIS PAPANIKOLAOU	€ 12.000,00
MICHAL HOUST	€ 12.000,00
MICHELE FUSELLA	€ 12.000,00
EVANGELOS KOLLIAS	€ 12.000,00

- paid up from 01.01.2019 to 30.06.2019 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: € 60.000,00, which amount is further analyzed as follows:

- For Mr Mavroeidis Angelopoulos, Chairman of the Board of Directors, for the period from 01.01.2019 until 31.01.2019, the gross amount of € 2.500,00 (two thousand five hundred Euros).
- For Mr Nikolaos Vasilonikolidakis, Managing Director of the Company and Deputy Chairman of the Board of Directors until 26.02.2019 and Chairman of the Board from 26.02.2019, for the period from 01.01.2019 until 30.06.2019 in total, the gross amount of € 14.500,00 (fourteen thousand Euros).
- For Mr. Epameinondas Paschalidis, executive member and CEO of the Company, for the period from 26.02.2019 until 30.06.2019 the gross amount of € 10.000,00 (ten thousand Euros)
- For Mr. Martin Chladek, non-executive Member, for the period from 26.02.2019 until 30.06.2019 the gross amount of € 5.000,00 (five thousand Euros)
- For Mr Michele Fusella, non-executive Member, for the period from 01.01.2019 until 30.06.2019, the gross amount of € 6.000,00 (six thousand Euros).
- For Mr Michal Houst, executive Member, for the period from 01.01.2019 until 30.06.2019, the gross amount of € 6.000,00 (six thousand Euros).
- For Mr Athanasios Rigas, non-executive Member, for the period from 01.01.2019 until 31.01.2019, the gross amount of € 1.000,00 (one thousand Euros).
- For Mr Evangelos Kollias, non-executive Member, for the period from 01.01.2019 until 30.06.2019, the gross amount of € 6.000,00 (six thousand Euros).
- For Mr Ioannis Papanikolaou, independent Member of the Board of Directors, for the period from 01.01.2019 until 30.06.2019, the gross amount of € 6.000,00 (six thousand Euros).

Subsequently, the Chairman of the General Meeting shall suggest that the General Meeting approves the above paid-up amounts and determines new remuneration (gross earnings) for the Members of the Board of Directors for the period from 01.07.2019 to 31.12.2019 as well as for the period from 01.01.2020 to 30.06.2020, as follows:

* 01.07.2019-31.12.2019: approval of the total maximum amount of € 60.000,00 for all the Members of the Company Board of Directors

*01.01.2020-30.06.2020: approval of the total maximum amount of € 60.000,00 for all the Members of the Company Board of Directors

The payment and the allocation of the above amount among the Members of the Board of Directors will be finalized by a relevant decision of the Board of Directors, taking into consideration all relevant factors (participation and contribution of each member in the administration, management and representation of the Company, etc.). This decision will necessarily lie within the range approved by this General Meeting.

It shall be noted again that in the approved remuneration (for the provision of management and representation services) the amount to which the Members of the Board of Directors

are entitled from any employment agreement connecting them to the Company is not included.

Following the above proposal, the Chairman of the General Meeting shall invite the shareholders attending the meeting and those represented to approve these proposals, emphasizing the prudent and cautious policy of the Company with respect to the said remuneration paid to the Members of the Board of Directors.

Following a voting, the General Meeting of the shareholders attending the meeting and represented ones, unanimously and by a majority of% **(i.e. votes in favour and.....votes against)** will approve both the paid-up remuneration to the above Members of the Board of Directors for their services regarding the management and representation of the Company as well as for other responsibilities as Members of the Company Board of Directors during the previous fiscal year 2018 (01.01.2018-31.12.2018), and the aforementioned paid-up and pre-approved remuneration to the Members of the Company Board of Directors for the first half of the current fiscal year from 01.01.2019 to 30.06.2019, and pre-approved the remuneration to be paid for the second half of the current fiscal year from 01.07.2019 to 31.12.2019 as well as for the time period from 01.01.2020 to 30.06.2020 for the same reason under the above proposed limits.

5. Appointment of Statutory Auditors for the audit of financial statements (corporate and consolidated) for fiscal year 2019 and determination of their remuneration.

Draft of decision

In respect of the fifth Daily Agenda item, following a discussion during which the proposal of the Company's Board of Directors will be presented by the Chairman, the General Meeting shall discuss on the Auditing Companies that should be appointed for the current fiscal year 2019 (01.01.2019-31.12.2019) to carry out the regular audit of both the annual and biannual statements of the said fiscal year (corporate and consolidated) and their remuneration proposals.

Upon such discussion and evaluation of the proposals submitted the General Meeting of the Shareholders unanimously and by a majority of **(i.e.votes in favour and votes against)** shall elect the respective Auditing Company.

Finally, the General Meeting of the Shareholders will grant the Company's Board of Directors the relevant authorization in order for it to: come to an agreement with the above-mentioned elected Auditing Company with respect to the determination of its total remuneration for the annual audit assigned to it for the current fiscal year 2019 (01.01.2019-31.12.2019), which remuneration shall not exceed the amount that the General Meeting of the Shareholders will determine after evaluating the respective proposals submitted.; send the written notice-order to the elected Auditing Company within five (5) days from the date it was elected.

6. Approval - validation of contracts between the Company and individuals according to article 23a of Codified Law 2190/1920 as was in force for the financial year 2018. Authorization to Board members for their participation in the management of other companies of the Group, in accordance with article 23 par. 1 of Codified Law 2190/1920 as was in force for the financial year 2018 and article 98 par. 1 of the Law 4548/2018 as in force from 01.01.2019.

Draft of decision

Regarding the sixth daily agenda item, on the one hand the Chairman of the General Meeting will note that the following contracts signed within 2018 between the Company and its shareholders have to be approved in accordance with article 23a of Codified Law 2190/1920 as was in force for the fiscal year 2018, namely:

From 01.01.2018 to 31.12.2018 and from 01.01.2019 to 20.06.2019 (according to the provisions of the Law 4548/2018) between OPAP Group and the Company and between the Company and its affiliates the following contracts were signed, i.e.:

- The contract with OPAP dated 26.2.2018 regarding Bolt (use of Neurosoft's software) for the implementation, maintenance and support services for the total amount for the implementation of € 171.000,00 and the total amount for the annual support services of € 29.000,00
- The extension signed with OPAP dated 5.4.2018 of the contact dated 10.6.2017 regarding the provision of services for VLT'S Roll out valid from 10.4.2018 till 30.6.2018 for the total amount € 220.000,00 and additional fee for extra works according the provisions of this contract.
- The extension signed with OPAP Cyprus dated 7.6.2018 of the contact dated 10.6.2015 regarding the provision of warehouse and logistics Roll out and maintenance services valid from 1.5.2018 till 30.4.2019 for the total annual amount of € 50.000,00.
- The contract with OPAP dated 22.6.2018 regarding the provision of software engineers for the daily rate of €400,00 per working date per employee and €100,00 per no-working date per employee.
- The extension signed with OPAP dated 8.11.2018 for the contact 10.6.2015 regarding the provision of warehouse and logistics Roll out and maintenance services for 8.500 VLT'S or more based on the price list thereto attached.
- The contract signed with OPAP dated 22.3.2019 regarding the provision of services for ORACLE Licenses and the provision of software updates/patches and support services valid from 19.2.2019 till 19.2.2020 for the total amount of €816.752,72

- Facility agreement dated 5.3.2018 signed between the company and its affiliate Neurosoft Cyprus for the total amount of € 50.000,00.

On the other hand, the Chairman will suggest that the Members of the Board of Directors be granted an approval to participate in other Boards of Directors or in the management of other companies of the Group in general (existing or to be established) and/or of Companies which are shareholders of the Company, pursuant to the provisions of Law 4548/2018 in force from 01.01.2019 and following the provisions of article 23 par. 1 of Codified Law 2190/1920 as was in force for the fiscal year 2018.

Following an interactive discussion and a voting, the General Meeting unanimously and by a majority of % (i.e. votes in favour and votes against):

a) will establish the existence of the submitted to be approved/validated contracts between the Company and its shareholders, which have been approved in their entirety and

b) will decide to grant the Members of the Board of Directors of the Company the approval-authorization to participate in Boards of Directors or in the management of companies of the Group (existing or to be established) and/or the management and administration of companies which are shareholders of the Company, irrespective of whether they have the same or similar objectives.

7. Validation of Messrs. Epameinondas Paschalidis and Martin Chladek election as members of the Board of Directors in place of resigned Directors, in accordance with article 22 of the Articles of Association and applicable law.

Draft of decision

Regarding the seventh Daily Agenda item, the Chairman of the General Meeting will inform all the Shareholders attending the meeting and those represented about the resignation of two members of the Board, Messrs. Mavroeidis Angelopoulos and Athanasios Rigas and the appointment of two new Members Messrs. Epameinondas Paschalidis and Martin Chladek.

Following the Chairman's above introduction, the General Meeting of the Shareholders (attendants and represented ones included) unanimously and by a majority of ...% (i.e..... votes in favour and votes against will validate Messrs. Epameinondas Paschalidis and Martin Chladek's election as Members of the Board of Directors.

8. Other announcements and approvals.

Draft of decision

In the context of informing the Shareholders about the Company's course, the Chairman of the General Meeting will outline the goals and prospects of this fiscal year, as mentioned in detail in the annual Financial Report, and also notes that the outlook for the current fiscal year 2018 (01.01.2018-31.12.2018) looked positive for the Group since the efforts to limit

and reduce the operating costs of the Group in recent years along with the substantial enhancement of its outward-looking policy have yielded results.