



Draft of proposed decisions on the Daily Agenda items
of the Annual General Meeting of the Shareholders dated June 22nd , 2020,
in accordance with article 121 par. 3 of the Law 4548/2018

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 2019. (01.01.2019 to 31.12.2019).

(Required quorum: 1/5 of the share capital, required majority: 50%+1 of votes presented)

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 2019 (01.01.2019-31.12.2019) have been drawn up in accordance with the International Accounting Standards and lawfully published pursuant to 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 of 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 2019 (01.01.2019 - 31.12.2019), 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, 2019 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 27th, 2020. 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.

Finally, the Chairman of the General Meeting will refer as well to the Audit Report of Mr Michalatos, Auditor-Public Certified Accountant, dated April 27th, 2020, which is included unabridged in the annual Financial Report for fiscal year 2019 (01.01.2019 -31.12.2019) 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, 2019,
- b) the annual Financial Report for fiscal year 2019 (01.01.2019 - 31.12.2019), approved by the Company's Board of Directors during the meeting held April 27th, 2020, 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, 2019.

2. Approval of distribution of financial statements for fiscal year 2019 and of non-distribution of dividend.

(Required quorum: 1/5 of the share capital, required majority: 50%+1 of votes presented)

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 2019 (01.01.2019 - 31.12.2019).

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 2019 (01.01.2019 - 31.12.2019) 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 2019 (01.01.2019-31.12.2019) and

b) unanimously and by a majority of..... % **(i.e. votes in favour and votes against)** approved the distribution of statements for fiscal year 2019 (01.01.2019-31.12.2019), as follows:

Net loss after tax for fiscal year	(2.607.508)
Balance of tax losses from previous fiscal year	(821.004,58)
Previous fiscal years	

3. Discharge of the Board of Directors and Auditors from any liability related to the activities of fiscal year 2019 as well as the annual financial statements of the said fiscal year.

(Required quorum: 1/5 of the share capital, required majority: 50%+1 of votes presented)

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 2019 (01.01.2019-31.12.2019) 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 Michalatos, from any liability related to the activities of fiscal year ended December 31st, 2019.

4. Approval of the remuneration payable to the Board of Directors for fiscal year 2019, including pre-approved remuneration for the first half of 2020, and pre-approval - determination of the remuneration payable for the second half of year 2020 and the first half of 2021.

(Required quorum: 1/5 of the share capital, required majority: 50%+1 of votes presented)

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 19.06.2019, as set out in the provisions of Chapter C of Law 4548/2018.

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 19th of June 2019, approved the amounts paid to the members of the Board of Directors during financial year 2018 (01.01.2018-31.12.2018), which came to the amount of €114.000, as well as the amounts paid to the members of the Board of Directors for the time period from 01.01.2019 until 30.06.2019, 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 2019, that is from 01.07.2019 until 31.12.2019 up to the amount of € 57.000,00 and for the first half of 2020, that is for the period from 01.01.2020 until 30.06.2020 (up to the amount of €57.000,00 as well).

Specifically:

- paid up from 01.01.2019 to 31.12.2019 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: € 114.000, which amount is further analyzed as follows:

CHLADEK MARTIN	€11.000
FUSELLA MICHELE	€12.000
HOUST MICHAL	€ 9.000
ANGELOPOULOS MAVROEIDIS	€2.500
VASILONIKOLIDAKIS NIKOLAOS	€29.500
KOLLIAS EVANGELOS	€12.000
XARCHAKOS PETROS	€3.000
PAPANIKOLAOU IOANNIS	€12.000
PASCHALIDIS EPAMEINONDAS	€22.000
RIGAS ATHANASIOS	€1.000

- paid up from 01.01.2020 to 30.06.2020 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: € 57.000,00, which amount is further analyzed as follows:

CHLADEK MARTIN	€6,000
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FUSELLA MICHELE	€6,000
VASILONIKOLIDAKIS NIKOLAOS	€15,000
KOLLIAS EVANGELOS	€6,000
XARCHAKOS PETROS	€6,000
PAPANIKOLAOU IOANNIS	€6,000
PASCHALIDIS EPAMEINONDAS	€12,000

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 01.07.2020 to 31.12.2020 as well as for the period from 01.01.2021 to 30.06.2021, as follows:

* 01.07.2020-31.12.2020: approval of the total maximum amount of € 57.000,00 for all the Members of the Company Board of Directors

*01.01.2021-30.06.2021: approval of the total maximum amount of € 57.000,00 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 2019 (01.01.2019-31.12.2019), 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 01.01.2020 to 30.06.2020, and pre-approved the remuneration to be paid for the second half of the current fiscal year

from 01.07.2020 to 31.12.2020 as well as for the time period from 01.01.2021 to 30.06.2021 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 2020 and determination of their remuneration.

(Required quorum: 1/5 of the share capital, required majority: 50%+1 of votes presented)

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 2020 (01.01.2020-31.12.2020) to carry out the regular audit of both the annual 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 2020 (01.01.2020-31.12.2020), 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. Authorization to Board members for their participation in the management of other companies of the Group, in accordance with article 98 par. 1 of the Law 4548/2018 as in force from 01.01.2019.

(Required quorum: 1/5 of the share capital, required majority: 50%+1 of votes presented)

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 2019 between the Company and its shareholders have to be approved, namely:

From 01.01.2019 to 31.12.2019 and from 01.01.2020 to 20.06.2020 (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.:

Counterparty	Effective Date	Signature Date	SoW	Amount (excl VAT)
ICT Canada Solutions PLC OPAP S.A.	11.06.2019	11.06.2019	spare parts for handling vandalism cases of damaged VLT Cabinets	N/A
OPAP S.A.	19.02.2019	22.03.2019	Provision of Oracle licenses and maintenance and support services	816.725,72 €
OPAP S.A.	21.11.2019	19.05.2020	implementation of the SDI Solution to an aggregate number of 140 OPAP Stores	Price List
OPAP S.A.	01.04.2019	27.09.2019	provision of maintenance, support, rollout, warehousing services	Price List
OPAP S.A.	13.05.2019	29.10.2019	equipment collection services	Price List
OPAP S.A.	1.10.2019	22.10.2019	implementation, maintenance and support BOLT system	40.000,00 €
TORA WALLET	19.02.2019	31.07.2019	implementation and support of Software Application	25.320,00 €
Daedalus	02.12.2019	02.12.2019	Cash Facilitation	35.000,00 €
Neurosoft UK Cyber and Analytics	14.01.2019	14.01.2019	Cash Facilitation	6.500,00 €

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.

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. Election of a new Board of Directors due to expiry of the term of office of the previous Board.

(Required quorum: 1/5 of the share capital, required majority: 50%+1 of votes presented)

Draft of decision

With respect to the eighth Daily Agenda item, as a result of the expiry of the term of office of the previous Board of Directors, the General Meeting of the Shareholders elects by vote unanimously/or by majority of% the new Board of Directors of the Company, which comprises of seven (7) members, namely Messrs:

1. Nikolaos Vasilonikolidakis
2. Epameinondas Paschalidis
3. Martin Chladek
4. Petros Xarchakos
5. Kamil Ziegler
6. Evangellos Kollias
7. Ioannis Papanikolaou

in order to manage the Company over the next five years as of today, i.e. until 22.06.2025 and in any case until the day on which the Ordinary/ Annual General Meeting will convene in order to approve the financial Statements of the fiscal year 2025.

8. Other announcements and approvals.

(Required quorum: 1/5 of the share capital, required majority: 50%+1 of votes presented)

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 2019 (01.01.2019-31.12.2019) 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.