



**Draft of proposed decisions on the Daily Agenda items
of the Extraordinary General Meeting of the Shareholders dated May 21st , 2021,
in accordance with article 121 par. 3 of the Law 4548/2018**

DAILY AGENDA

1. Submission and approval of a) the Demerge Draft Deed dated 19.04.2021 of the company named NEUROSOFT SOFTWARE PRODUCTION SOCIETE ANONYME by way of spin off of a segment and its contribution to a new company pursuant to the provisions of article 57 par. 3 of the L. 4601/2019 as well the provisions of L. 4548/2018, as in force, b) the Report of the Board of Directors on the above Demerge Draft Deed and c) the report of the Certified Auditors with includes the validation of the segment in accordance with article 17 of L. 4548/2018 and the examination of the Demerge Draft terms as of the provisions of article 62 of L. 4601/2019 .

(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 Board of Directors on its meeting held on April 19th , 2021 approved the Draft Demerger Deed of the Company by way of spin off of the Fintech segment and its contribution to a new company to be incorporated pursuant to the provisions of article 57 par. 3 of the L. 4601/2019 as well the provisions of L. 4548/2018, as in force, the Report of the Board of Directors on the above Demerger Draft Deed to be presented to the Shareholders General Meeting of the Company, the report of the Certified Auditors with includes the validation of the Fintech segment in accordance with article 17 of L. 4548/2018 and the examination of the Demerge Draft terms as of the provisions of article 62 of L. 4601/2019 .

Consequently, regarding the above documents and the convocation of this Extraordinary 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 documents, 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.

Then the Chairman of the General Meeting will refer to the content of the Draft Demerger Deed, the Report of the Board of Directors on the above Demerger Draft Deed, the report of the Certified Auditors with includes the validation of the Fintech segment and the examination of the Demerge Draft terms as of the provisions of article 62 of L. 4601/2019,

which are entirely included in the Minutes of the Company's Board of Directors dated April 19th, 2021. He will mention that all the above were drawn up in accordance with the law and more specifically, with the provisions of the applicable 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 all the above 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 Demerge Draft Deed dated 19.04.2021 of the company named NEUROSOFT SOFTWARE PRODUCTION SOCIETE ANONYME by way of spin off of a segment and its contribution to a new company pursuant to the provisions of article 57 par. 3 of the L. 4601/2019 as well the provisions of L. 4548/2018, as in force,
- b) the Report of the Board of Directors on the above Demerge Draft Deed and
- c) the report of the Certified Auditors with includes the validation of the segment in accordance with article 17 of L. 4548/2018 and
- d) the examination of the Demerge Draft terms as of the provisions of article 62 of L. 4601/2019 .

ITEM 2: Approval of the Demerge by way of spin off of the specific segment and its contribution to a new company to be incorporated in accordance to the provisions of article 57 par. 3 of L. 4601/2019 and the provisions of L. 4548/2018, as in force.

(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 they have:

1. To proceed with the approval of demerger of the société anonyme with the corporate name "NEUROSOFT SOFTWARE PRODUCTION SOCIETE ANONYME", by way of spin off of the Fintech business segment pursuant to articles 54 para. 3, 57 para. 3 and 59-74 and 83-87 of L. 4601/2019, L. 4548/2018 and article 52 of L. 4172/2013.
2. To proceed with the approval of the incorporation of a new company (Beneficiary) pursuant to the terms of the approved Draft Demerger Deed and to appoint the first Board of Directors and the auditors of the Beneficiary.
- 3.

Upon presentation of all the respective documents, the Shareholders shall proceed with the following approvals:

4. Approval of the demerger of the société anonyme with the corporate name "NEUROSOFT SOFTWARE PRODUCTION SOCIETE ANONYME", by way of spin off of the Fintech business segment pursuant to articles 54 para. 3, 57 para. 3 and 59-74 and 83-87 of L. 4601/2019, L. 4548/2018 and article 52 of L. 4172/2013.
5. Approval of the incorporation of a new company (Beneficiary) and its articles of incorporation including the appointment of the first Board of Directors and the

auditors, pursuant to article 16 of law 2515/1997, par. 3 of article 54, par. 3 of article 57 and articles 59-74 (inclusive) and 140 of law 4601/2019, as in force, as well as all the actions, statements and announcements made by the Board of Directors and/or any other representative of the Company regarding the Demerger.

The Chairman will note that following the completion of the Demerger, the shares of the Demerged Entity will remain listed on the AIM Milan Stock Exchange, while the personal data of its Shareholders will continue to be kept by the Demerged Entity, which shall remain the controller thereof.

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)** shall approve the demerger of the société anonyme with the corporate name "NEUROSOFT SOFTWARE PRODUCTION SOCIETE ANONYME", by way of spin off of the Fintech business segment pursuant to articles 54 para. 3, 57 para. 3 and 59-74 and 83-87 of L. 4601/2019, L. 4548/2018 and article 52 of L. 4172/2013 and

b) unanimously and by a majority of..... % **(i.e. votes in favour and votes against)** shall approve the incorporation of a new company (Beneficiary) and its articles of incorporation including the appointment of the first Board of Directors and the auditors, pursuant to article 16 of law 2515/1997, par. 3 of article 54, par. 3 of article 57 and articles 59-74 (inclusive) and 140 of law 4601/2019, as in force, as well as all the actions, statements and announcements made by the Board of Directors and/or any other representative of the Company regarding the Demerger.

ITEM 3: Appointment of the Company' s representative to sign before a notary public the notarial deed of the demerge by way of spin off and the incorporation of the new societe anonyme.

(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 first and second daily agenda items, the Chairman of the General Meeting will propose to the General Meeting the appointment of the Company's representative to sign the notarial deed of the demerge by way of spin off as above and the articles of incorporation of the new societe anonyme (Beneficiary) before a notary public and to this respect will propose as authorized person to represent the Company to the above, the Chief Executive Officer of the Company Mr. Epameinondas Paschalidis.

After discussion the General meeting will vote unanimously and by a majority of % **(i.e. votes in favour and ... votes against)** and appoint the person to be authorized to sign the final Demerger Deed, including the Beneficiary's Articles of Incorporation, which shall be drawn by means of a notarial deed under the basic terms of the Draft Demerger Deed as

well as any supplementary, ancillary, amending or additional act, to sign, each acting individually, any other necessary document, application or statement and to proceed with any relevant, necessary or advisable action to complete the Demerger. The above authorized person may further authorize the Company's attorneys, consultants or Employees to carry out the same above mandates, in whole or in part; and during and until the completion of the Demerger, to draw up, sign, submit and receive statements, applications and, generally, any other relevant document and to take any necessary action before any supervisory authority and/or body and/or public or private organization, in Greece and abroad (related to notifications to AIM Milan Stock Exchange) for the purpose of receiving all the necessary approvals required for the completion of the Demerger, pursuant to the legislative and regulatory framework, as in force each time. The above authorized person may further authorize the Company's attorneys, consultants or Employees to carry out the same above mandates, in whole or in part.