

**EXPLANATORY NOTE ON THE AGENDA OF THE ANNUAL ORDINARY GENERAL MEETING OF  
THE SHAREHOLDERS OF 14.06.2021**

A brief explanatory note on the items on the agenda of the Annual Ordinary General Meeting of June 14, 2021 follows.

ITEM 1: Submission and approval of the annual financial statements, corporate and consolidated, and the Board of Directors and Auditors reports for fiscal year 2020. (01.01.2020 to 31.12.2020).

Required quorum: 1/5 (20%) of the paid-up share capital of the Company.

Required majority: 50% + 1 of the represented in the AGM votes.

The following are submitted for approval by the General Assembly Meeting: the Annual Financial Statements for the period 1/1-31/12/2020 as approved by the Board of Directors at its meeting on Monday 19/4/2021, the Board of Directors Report for the Financial Year 2020, the Explanatory Board of Directors' Report in accordance with article 4 of L.3556/2007 and the related Independent Auditors Report. The Annual Financial Statements for the Financial Year 2020, the Board of Directors Report and the Explanatory Board of Directors' Report as well as the Independent Auditors Report, are included in the Annual Financial Report of the Company for the year 2020 in accordance with article 4 of L.3556/2007 and it is available to the shareholders and investors on the Company's website: [www.neurosoft.gr](http://www.neurosoft.gr).

ITEM 2: Approval of distribution of financial statements for fiscal year 2020 and of non-distribution of dividend.

Required quorum: 1/2 (50%) of the paid-up share capital of the Company.

Required majority: 80% of the represented in the AGM votes.

The Board of Directors proposes not to distribute dividends of the period 1/1/2020 - 31/12/2020

ITEM 3: Approval of the overall management of the Company and discharge of the Statutory Auditors of the Company for the financial year 2020

Required quorum: 1/5 (20%) of the paid-up share capital of the Company.

Required majority: 50% + 1 of the represented in the AGM votes.

The General Assembly is called to decide on the approval of the overall management that took place during the financial year 2020, in accordance with article 108 of L.4548/2018, as well as the discharge of the Independent Chartered Auditors from any liability that arisen from the audit of the financial statements of 2020.

ITEM 4: Approval of the remuneration payable to the Board of Directors for fiscal year 2020, including pre-approved remuneration for the first half of 2021, and pre-approval - determination of the remuneration payable for fiscal year 2021 and the first half of 2022.

Required quorum: 1/5 (20%) of the paid-up share capital of the Company.

Required majority: 50% + 1 of the represented in the AGM votes.

The Board proposes the approval of the remuneration paid to its members for the financial year 2020 and first half of 2021. Detailed information on the remuneration for the year 2020 and of first half of 2021 will be provided. Furthermore, the Board proposes the pre-approval of the remuneration of its members up to a maximum amount of € .... for the second half of 2021 and up to the maximum amount of €..... for the first half of 2022.

ITEM 5: Appointment of Statutory Auditors for the audit of financial statements (corporate and consolidated) for fiscal year 2021 and determination of their remuneration.

Required quorum: 1/5 (20%) of the paid-up share capital of the Company.

Required majority: 50% + 1 of the represented in the AGM votes.

The Board proposes the election of the Chartered Accountant - Auditing Company PWC.....for the review of the financial statements of the Company for the financial year 2021 from Chartered Independent Auditors (one ordinary and one substitute) that the auditing company is going to announce. The Board also proposes an amount up to € .....plus VAT as Audit Fees for 2021 Financial Statements review (Company and Consolidated).

ITEM 6: Approval - validation of contracts between the Company and affiliates

Required quorum: 1/5 (20%) of the paid-up share capital of the Company.

Required majority: 50% + 1 of the represented in the AGM votes.

The Board will present any agreements signed within 2020 between the Company and affiliates in order to be validated.

ITEM 7: Share capital decrease by setting off with accumulated losses of previous years and Amendment of the Company's Articles of Association.

Required quorum: 1/5 (20%) of the paid-up share capital of the Company.

Required majority: 50% + 1 of the represented in the AGM votes.

The Board of Directors of the company takes into account the FS of 2020 and proposes to the Annual General Meeting the decrease of the share capital by setting off with accumulated losses.

The proposed by the Board amount will be 5.000.000 € .

In addition, the Board will propose the amendment of article 5 of the Articles of Association to incorporate this capital decrease and the share capital as will be determined after this capital decrease.

ITEM 8: Amendment of the Company's Articles of Association with incorporating the new rules of AIM Milan, Italy related to cancellation of the company's shares from negotiation

Required quorum: 1/5 (20%) of the paid-up share capital of the Company.

Required majority: 50% + 1 of the represented in the AGM votes.

The Board proposes the insertion to the Articles of Association of the provision as instructed by the Italian Stock Exchange ( Borsa Italiana ) and specifically to incorporate an Article 15 A related to the obligation of the ordinary quorum of the paid up share capital of the Company

to decide with the extraordinary majority of 90% of the represented in the GM votes the cancellation of the shares to be negotiated with AIM Milan. This is compulsory requirement of the Borsa Italiana.

ITEM 9: Other Announcements