



**Draft of proposed decisions on the Daily Agenda items
of the Annual General Meeting of the Shareholders dated June 14th , 2021,
*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 2020. (01.01.2020 to 31.12.2020).

(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 2020 (01.01.2020-31.12.2020) 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 2020 (01.01.2020 - 31.12.2020), 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, 2020 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 19th, 2021. 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 19th, 2021, which is included unabridged in the annual Financial Report for fiscal year 2020 (01.01.2020 -31.12.2020) 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, 2020,
- b) the annual Financial Report for fiscal year 2020 (01.01.2020 - 31.12.2020), approved by the Company's Board of Directors during the meeting held April 19th, 2021, 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, 2020.

2. Approval of distribution of financial statements for fiscal year 2020 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 2020 (01.01.2020 - 31.12.2020).

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 2020 (01.01.2020 - 31.12.2020) 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 2020 (01.01.2020-31.12.2020) and

b) unanimously and by a majority of..... % **(i.e. votes in favour and votes against)** approved the distribution of statements for fiscal year 2020 (01.01.2020-31.12.2020), as follows:

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 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 approval of the overall management of the Company and discharge of the Statutory Auditors of the Company for the financial year 2020 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, 2020.

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 the second half of year 2021 and the first half of 2022.

(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 22.06.2020, 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 22nd of June 2020, approved the amounts paid to the members of the Board of Directors during financial year 2019 (01.01.2019-31.12.2019), 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 01.01.2020 until 30.06.2020, 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 2020, that is from 01.07.2020 until 31.12.2020 up to the amount of € 57.000,00 and for the first half of 2021, that is for the period from 01.01.2021 until 30.06.2021 (up to the amount of €57.000,00 as well).

Specifically:

- paid up from 01.01.2020 to 31.12.2020 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: 85.454 € which amount is further analyzed as follows:

CHLADEK MARTIN	9.000 €
VASILONIKOLIDAKIS NIKOLAOS	22.500 €
KOLLIAS EVANGELOS	9.000 €
XARCHAKOS PETROS	9.000 €
PAPANIKOLAOU IOANNIS	9.000 €
PASCHALIDIS EPAMEINONDAS	18.000 €
KAMIL ZIEGLER	3.273 €
FUSELLA MICHELE	5.682 €

- paid up from 01.01.2021 to 30.06.2021 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: 57.000 € which amount is further analyzed as follows:

CHLADEK MARTIN	6.000 €
VASILONIKOLIDAKIS NIKOLAOS	15.000 €
KOLLIAS EVANGELOS	6.000 €
XARCHAKOS PETROS	6.000 €
PAPANIKOLAOU IOANNIS	6.000 €
PASCHALIDIS EPAMEINONDAS	12.000 €
KAMIL ZIEGLER	6.000 €

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 01.07.2021 to 31.12.2021 as well as for the period from 01.01.2022 to 30.06.2022, as follows:

* 01.07.2021-31.12.2021: approval of the total maximum amount of € 57.000,00 for all the Members of the Company Board of Directors

*01.01.2022-30.06.2022: 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 2020 (01.01.2020-31.12.2020), 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 01.01.2021 to 30.06.2021, and pre-approved the remuneration to be paid for the second half of the current fiscal year from 01.07.2021 to 31.12.2021 as well as for the time period from 01.01.2022 to 30.06.2022 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 2021 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 2021 (01.01.2021-31.12.2021) 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 2021 (01.01.2021-31.12.2021), 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 Subsidiaries.

(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 2020 between the Company and its shareholders have to be approved, namely:

From 01.01.2020 to 31.12.2020 and from 01.01.2021 to 20.06.2021 (according to the provisions of the Law 4548/2018) between the Company and its affiliates the following contracts were signed, i.e.:

Counterparty	Effective Date	Signature Date	SoW	Amount (excl VAT)
DAEDALUS TECHNOLOGIES	01.09.2019	31.07.2020	EXTENSION OF DURATION OF COLLABORATION AGREEMENT	NA
NEUROSOFT CYPRUS LTD	01.11.2020	12.11.2020	TERMINATION OF FRAME SERVICES AGREEMENT	NA

Following an interactive discussion and a voting, the General Meeting unanimously and by a majority of % (i.e. votes in favour and votes against) will establish the existence of the submitted to be approved/validated contracts between the Company and its affiliates, which have been approved in their entirety .

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

Draft of the decision (Required quorum: 1/2 of the share capital, required majority: 2/3 of votes presented)

With regard to the seventh daily agenda item, the Chairman of the General Meeting will inform all the present shareholders (personally or through representative) that the Board of Directors has proposed the share capital decrease by setting off the accumulated losses of previous years such decrease to reach the maximum amount of 5.000.000 euros due to the fact that the company's is less than the 50% of the share capital, namely the share capital is 8.954.608 euro and the equity is 3.286.731 euro. The Chairman will present to the Shareholders the Financial Results of the fiscal year 2020 in the above are included.

To this respect the share capital should be decreased with setting off the accumulated losses of the previous years, such decrease to reach the maximum amount of 5.000.000 euros. In addition, the respective article 5 of the Company's Articles of Association should be amended. The Shareholders will discuss on the amount of such capital decrease and evaluate the impact this decrease will have to the company's operation.

Subsequently, following a thorough discussion among the shareholders attending the meeting as well as those represented, during which clarifications are provided, 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), shall decide on the amount of the capital decrease as above discussed and will approve the amendment of article 5 of the Articles of Association as presented to reflect the capital decrease and the final share capital of the company and shall authorize the Board of Directors and its Chairman to proceed with the codification of the Articles of Association and with all the necessary actions for submitting it to the competent Authorities and publishing according to the provisions of the applicable legislation.

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

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

With regard to the eight daily agenda item, the Chairman of the General Meeting will inform all the present shareholders (personally or through representative) that the Board of

Directors has proposed the amendment of the company' s Articles of Association with incorporating as article 15A the new rules of AIM Milan, Italy related to cancellation of the company's shares from negotiation. This incorporation is mandatory pursuant to the Rules of AIM Italia and the Italian Stock Exchange and should be finalized by end of June 2021.

Therefore, the Articles of Association must be amended and supplemented with an additional article 15A in order to comply with the AIM Italia Rules:

1. Insertion of article 15 A which shall be construed as follows:

ARTICLE 15A

Should the Company wishes to cancel admission of its AIM Italia securities, a respective decision should be taken by the company's shareholders with a quorum of 1/5 of the share capital and the majority of 90% of the votes presented.

Subsequently, following a thorough discussion among the shareholders attending the meeting as well as those represented, during which clarifications are provided, 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), shall decide and will approve the insertion of article 15A to the Articles of Association as presented to reflect the compulsory related rule of AIM Milan and shall authorize the Board of Directors and its Chairman to proceed with the codification of the Articles of Association and with all the necessary actions for submitting it to the competent Authorities and publishing according to the provisions of the applicable legislation.

9. 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 2020 (01.01.2020-31.12.2020) 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.