



Draft of proposed decisions on the Daily Agenda items
of the Extraordinary General Meeting of the Shareholders dated October 11th , 2021,
in accordance with article 121 par. 3 of the Law 4548/2018

SOLE DAILY AGENDA ITEM

Presentation and submission for approval of a binding offer for the acquisition of the 100% of the share capital of the Company's subsidiaries TENSORFIN SA and DAEDALUS TECHNOLOGIES. Appointment of the Company's representative to finalise this transaction, negotiate the content of the necessary documents for the finalization and sign of them.

(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 about the binding offer for the acquisition of the 100% of the share capital of the Company's subsidiaries TENSORFIN SA and DAEDALUS TECHNOLOGIES. To facilitate the shareholders, he will circulate this offer to all the shareholders as well with all the supporting documentation including the subsidiaries evaluation by independent experts. Specifically, the financial offer is the following:

- a. Initial consideration of 702,000€ for TensorFin and 50,000€ for Daedalus
- b. Deferred Consideration of 300,000€ based on 2022-2024 KPIs related to TensorFin performance and an additional amount of 20% of 2021 consolidated EBITDA of TensorFin and Daedalus

He also added that taking into consideration:

- a. the last 3-year financial performance of the business unit
- b. that Proxima is dominant in our home market, with limited opportunities to further grow locally
- c. that the international expansion is out of scope of the existing Neurosoft business development and cannot be properly supported with Neurosoft's current structure and organization
- d. that the Company's strategic focus is on ICT infrastructure and specifically in Cyber and Cloud where any additional funds could address core business needs
- e. that there are no cross-selling or up-selling synergies with the vast majority of Neurosoft customer base

he concluded that this offer can be considered as fair, while at the same time can provide the right environment for the product and people to grow.

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)** will accept the above Offer and

b) unanimously and by a majority of..... % **(i.e. votes in favour and votes against)** will appoint Mr. Epameinondas Paschalidis the CEO and Executive Member of the Board of Directors of the Company to proceed with the necessary actions to finalise the appropriate for this transaction agreements and respective documents representing the Company to all the stages of this transaction until its completion, to sign all necessary documents and in general to proceed with any necessary action to fulfil the above.