

**CALL**

***(drafted in accordance with article 26, par. 2b of Codified Law 2190/1920, as in force)***

**OF THE SHAREHOLDERS OF THE COMPANY UNDER THE NAME**

**"NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION"**

**TO THE ANNUAL ORDINARY GENERAL MEETING**

**GEMI REG. No. 84923002000**

*By decision of the Board of Directors of the Company under the name «NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION» (hereinafter "Company") and in accordance with the law and its Articles of Association, the Shareholders of the Company are invited to the Annual Ordinary General Meeting on Thursday, June 22<sup>nd</sup>, 2017, at 10:30 am, at the registered offices of the Company, 466 Irakliou Avenue & Kiprou str., Iraklio Attikis, to discuss and pass a resolution on the following Daily Agenda items:*

**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 2016. (01.01.2016 to 31.12.2016).*
- 2. Approval of distribution of financial statements for fiscal year 2016 and of non-distribution of dividend.*
- 3. Discharge of the Board of Directors and Auditors from any liability related to the results of fiscal year 2016, as well as the annual financial statements of the said fiscal year.*
- 4. Approval of the remuneration payable to the Board of Directors for fiscal year 2016, including pre-approved remuneration for the first half of 2017, and pre-approval - determination of the remuneration payable for fiscal year 2017 and the first half of 2018.*
- 5. Appointment of Statutory Auditors for the audit of financial statements (corporate and consolidated) for fiscal year 2017 and determination of their remuneration.*
- 6. Approval - validation of contracts between the Company and individuals of article 23a of Codified Law 2190/1920. Authorization to Board members for their participation in the management of other companies of the Group, in accordance with article 23 par. 1 of Codified Law 2190/1920.*
- 7. Validation of Messrs Michele Fusella and Evangelos Kollias election as temporary members of the Board of Directors in place of resigned Directors, in accordance with article 22 of the Articles of Association.*
- 8. Other Announcements and approvals*

*In case of failure to achieve the quorum required by law, the Board of Directors hereby invites the Shareholders of the Company to the first Adjourned Ordinary General Meeting on Thursday, July 6<sup>th</sup>, 2017, at 10:30 a.m. at the aforementioned address.*

*According to articles 26 par.2b and 28a of Codified Law 2190/1920, as in force today, the Company informs its Shareholders of the following:*

### **I. Right to participate and vote in the General Meeting**

*Each share carries the right to one (1) vote. Only natural or legal persons appearing as shareholders of the Company at the beginning of the fifth (5th) day prior to the meeting, namely on June 16<sup>th</sup>, 2017, provided it is a working day, otherwise on the previous working day (record date), have the right to participate and vote in the General Meeting. The certificate issued by the authorized intermediaries must reach the Company no later than the third (3rd) day prior to the General Meeting, namely on June 19<sup>th</sup>, 2017. In case of an Adjourned Ordinary General Meeting, the certificate must reach the company until July 3rd, 2017. Only registered shareholders of the Company on the record date are entitled to attend and vote in the General Meeting. In case of non-compliance with the provisions of article 28a of Codified Law 2190/1920, shareholders may participate in the General Meeting only with the consent of the General Meeting. The exercise of these rights does not require blocking of shares or any other similar process, which limits the ability to sell and transfer shares in the time period between the record date and the date of the General Meeting.*

### **II. Procedure for the exercise of voting rights through representatives (proxy)**

*Eligible shareholders may participate in the General Meeting in person or through lawfully authorized representatives. Each shareholder may appoint up to three (3) representatives. Legal persons may participate in the General Meeting by appointing up to three (3) natural persons as representatives. An authorized representative who acts for and on behalf of more than one shareholder may vote for each one separately. A proxy form for the appointment of representatives is available to shareholders on the Company's website ([www.neurosoft.gr](http://www.neurosoft.gr)) and in hard copy at the Investor Relations Department (466, Irakliou Ave. & Kiprou str., Iraklio Attikis). The said proxy form should be submitted, completed and signed by the shareholder, to the Accounting Department of the Company at Iraklio Attikis (466, Irakliou Ave. & Kiprou str.) or sent by fax to +30 210-6855033 three (3) days prior to the date of the Annual Ordinary General Meeting. Shareholders are requested to ensure the successful delivery of the authorization form and the receipt of the document by the Company by calling the phone number +30 210-6855061 during working days and hours. The appointment and the removal of representatives shall be in writing and notified to the Company's offices at the above address at least three (3) days prior to the date of the Shareholders' General Meeting, namely until June 19<sup>th</sup>, 2017, for the initial Meeting, and until July 3<sup>rd</sup>, 2017, for any adjourned General Meeting.*

*Shareholders' representatives are obliged to notify the Company, before the commencement of the General Meeting, of any fact which can be useful to the shareholders for the*

evaluation of the risk of representatives serving other interests than those of the shareholders they represent. Pursuant to the above, a conflict of interests may arise in particular when the representative: a) is a shareholder who has control over the Company or other legal person or entity controlled by such a shareholder, or b) is a member of the Board of Directors or of the management of the Company or of a shareholder that has control over the Company or other legal person or entity controlled by a shareholder who controls the Company or c) is an employee or an auditor of the Company or of a shareholder who has control over the Company or other legal person or entity controlled by a shareholder who has control over the Company, or d) is a spouse or first-degree relative of one of the natural persons referred to in cases (a) to (c).

### **III. Minority shareholders' rights**

According to article 39 par. 2, 2a, 4 and 5 of Codified Law 2190/1920, shareholders have, inter alia, the following rights:

i. Shareholders representing 1/20 of the paid up share capital of the company have the right to request that the Board of Directors include additional items in the agenda of the General Meeting, upon relevant request which must be received by the Board at least fifteen (15) days prior to the General Meeting, i.e. until June 7<sup>th</sup>, 2017. The request for additional items in the agenda shall be accompanied by a justification or a draft resolution to be approved at the General Meeting. The revised agenda is published in the same way as the previous agenda, thirteen (13) days prior to the date of the General Meeting, i.e. until June 9<sup>th</sup>, 2017, provided it is a working day, otherwise on the previous working day, and will also be made available to shareholders on the Company's website, along with the justification or the draft resolution submitted by shareholders in accordance with article 27 par. 3 of Codified Law 2190/1920.

ii. Upon request of shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors shall make available to shareholders, as defined in article 27 par. 3 of Codified Law 2190/1920, at least six (6) days prior to the date of the General Meeting, i.e. until June 16<sup>th</sup>, 2017, draft resolutions for items included in the original or revised agenda, if the request is received by the Board seven (7) days prior to the General Meeting, i.e. until June 15<sup>th</sup>, 2017.

iii. Upon request of any shareholder, submitted to the Company within at least five (5) full days prior to the General Meeting, i.e. until June 16<sup>th</sup>, 2017, provided it is a working day, otherwise on the previous working day, the Board of Directors is obliged to provide the General Assembly with the specific information requested regarding the Company's business, insofar as it is useful for the real assessment of the items on the agenda. The Board of Directors may respond comprehensively to shareholders' requests with the same content. An obligation to provide information does not apply when the relevant information is available on the Company's website, especially in the form of questions and answers. The Board of Directors may refuse to provide information on due cause which is stated in the minutes.

iv. Upon request of shareholders representing one fifth (1/5) of the paid up share capital which is submitted to the Company at least five (5) full days prior to the General Meeting, i.e. until June 16<sup>th</sup>, 2017, provided it is a working day, otherwise on the previous working day, the Board of Directors must provide the General Meeting with information on the progress of the corporate business and the assets of the Company. The Board of Directors may refuse to provide information on due cause, which is stated in the minutes. Also upon request of shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors must notify the Annual Ordinary General Meeting of the amounts paid to each Board member or the Directors of the Company over the last two years, as well as of any payment made to such persons for any reason or contract between them and the Company.

Similar time limits for the exercise of shareholders' minority rights also apply in the case of Adjourned General Meetings. To exercise any of the aforementioned rights, the applicant shareholders must prove their capacity as shareholders and the number of shares held when exercising the relevant right. The attestation from the Intermediary or the certificate of the capacity as shareholder through a direct electronic link between the Intermediary and the Company constitutes such evidence.

#### **IV. Available documents and information**

The information in article 27 par. 3 of Codified Law 2190/1920, including this call, the proxy form and the draft resolutions on the daily agenda items, will be available in electronic form on the Company's website (<http://www.neurosoft.gr>). The full text of the draft resolutions and any documents specified in article 27 par. 3 of Codified Law 2190/1920 will also be available to shareholders in hard copy, upon request, at the Investor Relations Department of the Company.

For further details or information please contact the Investor Relations Department, tel.: +30 210 6855061, fax +30 210 6855033, working days and hours.

*Iraklio Attikis, 16 May 2017*

*By order of the Board of Directors*

*The Managing Director*