

NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION

Draft of the proposed decisions on the Daily Agenda items of the Extraordinary General Meeting of the Shareholders on the 25th of November 2014,
pursuant to article 27 par. 3 of Codified Law 2190/1920

1st item: 1. a) Approval of the merger through absorption of the Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME” in accordance with the provisions of articles 68 par. 2 and 69-77a of Codified Law 2190/1920, as in force today, as well as the provisions of articles 1-5 of Law 2166/1993, as in force and b) submission and approval of the common draft Merger Deed dated July, 2nd 2014 regarding the merger of the Company under the name “NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION” through absorption of the Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME”, as well as the reports that have been drawn up and the relevant statements of the Board of Directors.

DRAFT DECISION

The General Meeting has passed a resolution unanimously/by a majority of ...% of the shares and votes represented in the Meeting on:

- a) the approval of the merger through absorption of the Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME” in accordance with the provisions of articles 68 par. 2 and 69-77a of Codified Law 2190/1920, as well as the provisions of articles 1-5 of Law 2166/1993, as in force today and
- b) the approval of the common draft Merger Deed dated July, 2nd 2014 regarding the merger of the Company under the name “NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION” through absorption of the Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME”, as well as the reports that have been drawn up and the relevant statements of the Board of Directors.

2nd item: Appointment of a representative of the Company in order to sign before a notary the notarial deed of merger and every other declaration and to perform any other necessary act or transaction for the completion of the merger process.

DRAFT DECISION

The General Meeting has granted Mr. Nikolaos Vasilonikolidakis, Managing Director of the Company, unanimously/by a majority of ...% of the shares and votes represented in the Meeting, the express and special mandate, the power of attorney and the right to sign before the competent Notary the relevant notarial deed of merger of the Company under the name

“NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION” through absorption of the Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME” and , acting in the name and on behalf of the Company in the interest of defending and serving the objectives and interests of the Company, proceed to any other declaration, statement, , application action or legal transaction, which is considered appropriate, necessary and advisable for the appropriate implementation and completion of the merger process,

3rd item: Decision to increase the share capital of the Company by the total amount of €204.607,90 as a result of the absorption of the Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME” and amendment of article 5 par. 1 of the Company’s Articles of Association, regarding the Company’s Share capital.

DRAFT DECISION

The General Meeting has passed a resolution unanimously/by a majority of ...% of the shares and votes represented in the Meeting on the increase of the share capital of the Absorbing Company as a result of the merger: a) by the amount of €204.607,76, which corresponds to the remaining contributed share capital of the Absorbed Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME” and b) by the amount of €0.14 as a result of capitalization of part of the share premium reserve account, that is by the total amount of €204.607,90. A decision has also been made on the amendment of the relevant article 5 par. 1 of the Articles of Association of the Company, as a result of the aforementioned resolution. The new amended version of the article shall be as follows (the amended parts are underlined):

Article 5

Share capital

1) The Company’s share capital was initially set at the amount of one hundred million (100,000,000) drachmas, divided into ten thousand (10,000) shares of a par (nominal) value of ten thousand (10,000) drachmas each. During the General Meeting of Company shareholders on 30.06.2003 it was decided to increase the share capital by the amount of twenty-nine euros and seventy-one cents (29.71) (i.e. 10,125 drachmas) through an increase of the par (nominal) value of each share from ten thousand (10,000) to ten thousand one (10,001) drachmas, i.e. to twenty-nine euros and thirty-five cents (29.35), and also to convert the share capital and the share’s par (nominal) value from drachmas to euros. Following this, the share capital amounts to two hundred and ninety-three thousand five hundred (293,500.00) euros, divided into ten thousand (10,000) shares of a par (nominal) value of twenty-nine euros and thirty-five cents (29.35) each. An increase of share capital was decided in the resolution passed by the Company’s General Meeting on 5.12.2006, through the capitalisation of undistributed profits of

the year 2005 (fiscal year from 1.1.2005 to 31.12.2005) amounting to 76,500 euros, with an increase of the par(nominal) value of each share from 29.35 euros to 37 euros. Following the above increase, the Company's share capital amounts to 370,000 euros (three hundred and seventy thousand euros), divided into 10,000 shares of a par(nominal) value of 37 euros each.

An increase of share capital by the amount of 330,000.00 euros was decided in the resolution passed by the Company's General Meeting on 17.10.2008, through the capitalisation of undistributed profits (years 2004-2007) amounting to 328,010.61 euros and the payment of 1,989.39 euros in cash by the shareholders in proportion to each shareholder's share of participation. It was also decided to reduce the par(nominal) value of all company shares from 37 euros to 0.35 euros, dividing the share capital into 2,000,000 shares of a par(nominal) value of 0.35 euros each.

An increase of share capital was decided in the resolution passed by the Company's General Meeting on 01.04.2009, through the capitalisation of profits of year 2008, amounting to 1,050,000 euros, with the free issuance of 3,000,000 new ordinary registered shares with voting rights, with par(nominal) value 0.35 euros each. Also, the same resolution of the company's GM decided on the further increase of the company's share capital by 350,000 euros by issuance of 1,000,000 new ordinary registered shares with voting rights, of a par(nominal) value of 0.35 euros each, and authorization was granted to the Board of Directors to determine within four months after the GM resolution, the offer price of the new shares (including the price range), and it was decided that any difference from the issue of new shares above par, will be credited to the related special share premium reserve account.

Following the above increase, the Company's share capital amounts to 2,100,000 euros, divided into 6,000,000 registered shares of a par(nominal) value of 0.35 euros each.

An increase of share capital by the amount of 6,650,000 (six million six hundred and fifty thousand) euros was decided in the resolution passed by the Company's General Meeting on 28.09.2009, by use of part of the available funds of the relevant special share premium reserve account, which resulted from the share capital increase realized after the General Meeting of 01.04.2009, by issuance of 19,000,000 new ordinary registered voting shares, of a par(nominal) value of 0.35 euros each, and the free ensuing proportional allocation to shareholders of 19 new shares for each 6 shares held.

Following the above increase, the Company's share capital amounts to eight million seventy five hundred 8.750.000 euros, divided into 25.000.000 nominal shares of a par (nominal) value 0.35 euros each.

An increase of share capital was decided in the resolution passed by the Company's Extraordinary General Meeting on 25.11.2014: a) by the amount of €204.607,76, which corresponds to the remaining contributed share capital of the Absorbed Company under the name "KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME" and b) by the amount of €0.14 as

a result of capitalization of part of the share premium account, that is by the total amount of €204.607,90.

Following the above, today the share capital of the Company amounts to €8,954,607.90 and is divided into 25,584,594 ordinary registered shares of a par(nominal) value of €0.35 each.

4th item: Approval of all actions, statements and transactions of the Members of the Board of Directors and of its agents and representatives within the framework and for the purposes of the merger of the Company under the name “NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION” through absorption of the Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME”.

DRAFT DECISION

The General Meeting has passed a resolution unanimously/by a majority of ...% of the shares and votes represented in the Meeting on the approval of all actions, statements and transactions of the Members of the Board of Directors of the Company and of its agents and representatives within the framework and for the purposes of the merger of the Company under the name “NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION” through absorption of the Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME”.

5th item: Authorisation to the Board of Directors for the settlement of any fractional rights and regulation of every other issue arising from the aforementioned merger.

DRAFT DECISION

The General Meeting has passed a resolution unanimously/by a majority of ...% of the shares and votes represented in the Meeting on the authorisation to the Board of Directors for the settlement of any fractional rights, of which new shares shall not be issued, the way of distribution of the new shares and the regulation of every other issue arising from the aforementioned merger.

6th item: Amendment of article 3 of the Company’s Articles of Association, in order for the field of activity of the Absorbed Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME” to be included in the scope of the Company.

DRAFT DECISION

The General Meeting has passed a resolution unanimously/by a majority of ...% of the shares and votes represented in the Meeting on the amendment of article 3 of the Company’s Articles

of Association in order for the field of activity of the Absorbed Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME” to be included in the scope of the Company. The new version of the article will be as follows (the amended parts are underlined):

Article 3

Scope

A) The company’s scope is:

1) To deal with all the matters relating to information technology (IT) and to consultancy on general management, on the analysis of IT systems and the management of IT systems offices, the provision of services, human resources, both programmers and of other specialties, to maintain and operate any office employing persons who are involved or connected to automation, computing work, business administration, finance, accounting or other operations which are assigned to it. To deal with, undertake, organise and provide all the works for scientific and technical research and to undertake experimental work with prototype instruments, devices, equipment, metals, tools and other means and equipment of all kinds. To discover and develop new processes and to secure rights for the development, manufacture and sales in respect of the above. To provide specialised training and preparation in respect of the above. To deal with any operations in the provision of services, repair, maintenance, manufacture, design, installation, importing, exporting, subleasing, representation, resale of computers and data processing equipment, machinery of any description, office equipment in general and of any kind and especially electronic equipment, general electrical engineering equipment, printing machines and equipment for publishing houses, advertising agencies and generally any equipment necessary for one to carry out works required by their customers or by persons who are related to the company and generally any action in order to fulfil the objectives under the company’s scope.

2) To undertake and carry out image composition works on computers for the production of mock-ups. To develop multimedia applications and create pages for use on the internet, as well as to commercially exploit those.

3) To obtain and exploit, in any way, every right, trademark, patent or privilege necessary or useful for or relevant to the objectives pursued by the company.

4) The importing, exporting, representation, manufacture(production) , exploitation and trade of high technology products and systems in the fields of information technology, computing work, automation and telecommunications.

5) The importing, exporting, representation and trade of spare parts, components, expendables and accessories for the technical support and maintenance of the aforementioned high technology products and systems.

6) The provision of any type of service regarding the technical support and maintenance of the aforementioned high technology products and systems.

7) The provision of any type of online service as well as the design, promotion, distribution, research, development, trade of products and services of electronic commerce and transactions.

B) In order to fulfill the above objectives of its scope, the company may:

a) Participate in any undertaking which is already operating or is going to be incorporated with a similar or corresponding scope under any corporate form and to cooperate or partner with any Greek or foreign natural or legal person in any way.

b) To establish subsidiary companies, branches, factories, agencies, offices or to simply appoint representatives anywhere in Greece or abroad.

c) To obtain rights in rem of all kinds on immovable property or to lease all kinds of immovable or movable items in Greece and also all kinds of means of transport. To establish and exploit premises for the manufacture of the above goods for itself or on behalf of third parties.

d) To undertake the representation of Greek or foreign companies for the above or similar products and to import, distribute and generally trade the products (whether tangible or intangible) or these companies in Greece or abroad.

e) To grant, in return for consideration, the use of its premises to third parties, to also assign its management to other legal persons and to undertake itself the management of other undertakings.

f) To undertake the representation of Greek and foreign companies.

g) To realise all of the aforementioned objectives and activities through appropriate investments.

h) To generally take every action or be involved in every activity, in the broadest sense possible, which contributes to serving and fulfilling the company's pursued scope within the range permitted by law.

7th item: Relocation of the registered offices of the Company and consequent amendment of article 2 of its Articles of Association.

DRAFT DECISION

The General Meeting has passed a resolution unanimously/by a majority of ...% of the shares and votes represented in the Meeting on the relocation of the Company from the Municipality of Maroussi in Attica to the Municipality of Iraklio in Attica and the consequent amendment of article 2 of its Articles of Association. The new version of the article will be as follows:

Article 2

Registered Address - Branches

The Municipality of Iraklio in the Prefecture of Attica is set as the company's registered address. In the case of any dispute, the company may be sued in a court of law at its registered address, including the cases where there is specific jurisdiction according to civil procedure. In order to fulfill the objectives under its scope, the company may establish branches, agencies or other representation offices and establishments anywhere in Greece or abroad, by a decision adopted by the Board of Directors.