

Draft of proposed decisions on the Daily Agenda items
of the Ordinary General Meeting of the Shareholders dated June 26th, 2015,
in accordance with article 27 par. 3 of Codified Law 2190/1920

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 2014 (01.01.2014 to 31.12.2014).

Draft of decision

The Chairman of the General Meeting informed the Company Shareholders that the annual financial statements (corporate and consolidated) for fiscal year 2014 (01.01.2014-31.12.2014) have been drawn up in accordance with the International Accounting Standards (as well as in accordance with article 134 et seq. of Codified Law 2190/1920) and lawfully published pursuant to article 135 of Codified Law 2190/1920. In particular, 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 aforementioned law.

Consequently, with regard to this annual Ordinary General Meeting, the Chairman noted 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 existing legislative provisions. Therefore the General Meeting can 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 2014 (01.01.2014-31.12.2014), which is available to all the shareholders in accordance with the Law. The said statements present the financial position of the Company in a logical fashion in all important respects as of December 31st, 2014 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 referred to the content of the annual Board of Directors Report, which is entirely included in the Minutes of the Company Board of

Directors dated April 6th, 2015. This report was drawn up in accordance with the law and more specifically, with the provisions of article 136 of Codified Law 2190/1920 in combination with article 107 par. 3 of Codified Law 2190/1920 given the fact that the Company draws up consolidated financial statements. It is noted that this Report includes the Corporate Governance Statement pursuant to the provisions of Law 3873/2010, as incorporated in the relevant article (43a par. 3) of Codified Law 2190/1920.

Finally, the Chairman of the General Meeting referred as well to the Audit Report of Mr. Georgios Batsoulis, Auditor-Public Certified Accountant, dated April 6th, 2015, which is included unabridged in the annual Financial Report for fiscal year 2014 (01.01.2014-31.12.2014) with respect to 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 or by a majority of ...% (i.e. with votes in favor and against), approved:

a) the annual financial statements (corporate and consolidated) for fiscal year ended December 31st, 2014,

b) the annual Financial Report for fiscal year 2014 (01.01.2014-31.12.2014), approved by the Company Board of Directors during the meeting held April 6th, 2015, 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) with respect to the activities for fiscal year ended December 31st, 2014.

2. Approval of distribution of financial statements for fiscal year 2014 and of non-distribution of dividend.

Draft of decision

The Chairman of the General Meeting informed the shareholders attending the meeting and those represented that the proposal of the Company Board of Directors involves non-dividend distribution according to the statements from the Company's activities during fiscal year 2014 (01.01.2014-31.12.2014).

At that point the Chairman of the annual Ordinary General Meeting noted that the General Meeting of the Shareholders is the only competent body for decision-making regarding the distribution of statements for fiscal year 2014 (01.01.2014-31.12.2014) and the non-distribution of dividend. Therefore, any relevant decision of the Board of Directors shall only serve as a proposal.

Subsequently, following a thorough discussion, the General Meeting of the Shareholders approves and decides the following:

a) unanimously and by general vote/ or by a majority of ...% (i.e. with votes in favor and against) approves the non-distribution of dividend from the statements of fiscal year 2014 (01.01.2014-31.12.2014) and

b) unanimously and by general vote/ or by a majority of ...% (i.e. with votes in favor and against) approves the distribution of statements for fiscal year 2014 (01.01.2014-31.12.2014), as follows:

Profits distribution for fiscal year 2014		
	Net profits after tax for fiscal year 2014	2,779,420
Plus:	Balance of results [profits/(losses)] from previous fiscal years	(7,250,728)
	Acquisition of property rights	(12,464)
	Losses carried forward	<u>(4,483,771)</u>
<u>The distribution of profits is as follows:</u>		
	1. Dividends	-
	2. Reserves	-
	3. Losses carried forward on 31/12/2014	<u>(4,483,771)</u>
		<u>(4,483,771)</u>

3. Discharge of the Members of the Board of Directors and Auditors from any liability related to the activities of fiscal year 2014 as well as the annual financial statements of the said fiscal year.

Draft of decision

After the completion of the discussion and voting on the second daily agenda item, the Chairman of the General Meeting announced that the General Meeting, in accordance with the Articles of Association of the Company, shall now proceed to the discussion and voting regarding the discharge of Board Members and Auditors of the Company from any liability for the activities and management of fiscal year 2014 (01.01.2014-31.12.2014) in general, based on the systematic efforts that the Members of the Board of Directors mainly 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 shareholders of the Company, by roll-call vote discharged unanimously/ or by a majority of ...% (i.e. with votes in favor and against) both all the Members of the Board of Directors and the Auditor-Public Certified Accountant of the Company, Mr. George Batsoulis, from any liability for the activities of the fiscal year ended December 31st, 2014.

4. Approval of the remuneration payable to the Board of Directors for fiscal year 2014 and pre-approval - determination of the remuneration payable for fiscal year 2015 and the first half of 2016.

Draft of Decision

Afterwards, the Chairman of the General Meeting proceeded to the fourth Daily Agenda item regarding the amounts of the remuneration paid to Board Members for services provided with respect to the management and representation of the Company and other responsibilities as Members of the Board of Directors as well, for the time period from 01.01.2014 to 31.12.2014 and from 01.01.2015 to 30.06.2015, which add up to the following amounts (gross earnings) according to the books and records of the Company, i.e.:

- paid up from 01.01.2014 to 31.12.2014 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: €168,984.14, which amount is further analyzed as follows:

1. Mavroeidis Angelopoulos	Chairman of the Board of Directors	€36,984.14
2. Georgios Manioudakis	Vice Chairman of the Board of Directors	€55,037.50
3. Nikolaos Vasilonikolidakis	Managing Director	€70,712.50
4. Ioannis Papanikolaou	Member of the Board of Directors	€6,250.00

- paid up from 01.01.2015 to 30.06.2015 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: €104,899.07, which amount is further analyzed as follows:

1. Mavroeidis Angelopoulos	Chairman of the Board of Directors	€40,189.60
2. Georgios Manioudakis	Vice Chairman of the Board of Directors	€28,379.20
3. Nikolaos Vasilonikolidakis	Member of the Board of Directors	€36,330.27

Subsequently, the Chairman of the General Meeting suggested that the General Meeting approve the above paid-up amounts and determine new remuneration (gross earnings) for the Members of the Board of Directors for the time period from 01.07.2015 until 31.12.2015 as well as for the time period from 01.01.2016 to 30.06.2016 as follows:

* 01.07.2015-31.12.2015: approval of the total maximum amount of €60,000 for all the Members of the Company Board of Directors

*01.01.2016-30.06.2016: approval of the total maximum amount of €60,000 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 is noted that in the aforementioned 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 called 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 both shareholders attending the meeting and represented ones unanimously and by general vote/ or by a majority of % (i.e. with votes in favor and against) approved 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 2014 (01.01.2014-31.12.2014), and the aforementioned remuneration payable to the Members of the Company Board of Directors for the first semester of the current fiscal year from 01.01.2015 to 30.06.2015, and the remuneration to be paid for the second semester of the current fiscal year from 01.07.2015 to 31.12.2015 as well as for the time period from 01.01.2016 to 30.06.2016 for the same reason, based on the above-mentioned proposal.

5. Appointment of Auditors for the audit of financial statements (corporate and consolidated) for fiscal year 2015 and determination of their remuneration.

Draft of decision

In respect of the fifth Daily Agenda item, following a discussion during which the proposal of the Company Board of Directors was presented, the General Meeting of the Shareholders unanimously and by general vote/ or by a majority of % (i.e. with votes in favor and votes against) elected the Auditing Company under the name "HELLENIC AUDITING COMPANY SA" (REG. NO: 156) for the current fiscal year 2015 (01.01.2015-31.12.2015) to carry out the regular audit of both the annual and biannual statements of the said fiscal year (corporate and consolidated).

Finally, the General Meeting of the Shareholders granted the Company Board of Directors the relevant authorization in order to come to an agreement with the above-mentioned elected Auditing Company with respect to the determination of the total of its remuneration for the audit assigned to it for the current fiscal year 2015 (01.01.2015-31.12.2015), which remuneration shall not exceed the amount of twelve thousand Euros

(€12,000.00), plus the VAT applicable by law, in accordance with the relevant financial proposal of the Auditing Company, and also in order to 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 persons 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.

Draft of decision

With regard to the sixth Daily Agenda item, on the one hand the Chairman of the General Meeting noted that the following contracts between the Company and its shareholders had to be approved in accordance with article 23a of Codified Law 2190/1920, namely:

- 1) The contract dated 20.12.2013, signed between the Company and Lottomatica Scommesse S.R.L., regarding the provision of services to the Company, valid until 30.06.2016 according to the terms set out in the contract in question.
- 2) The contract dated 29.05.2014, signed between the Company and OPAP SA, regarding the collaboration between the two contracting parties, valid until 12.05.2015 according to the terms set out in the contract in question. The duration of the contract was extended until 11.07.2015 through the extension contract dated 02.06.2015, signed between the aforementioned parties.
- 3) The framework contract dated 09.01.2015, signed between the Company and OPA SA, regarding the provision of electronic platform and software services, valid for 12 months as referred to in Annexes A and B thereof and 24 months as referred to in Annex C thereof as of the day it was signed, according to the terms set out in the contract in question.
- 4) The contract dated 08.04.2014, signed between the Company and OPAP SA, with regard to granting OPAP SA software licenses and supplying it with relevant equipment, maintenance and technical support, valid until 08.04.2015 according to the terms set out in the contract in question. The duration of the contract has been extended until 04.05.2016 and articles 4 and 5 thereof have been amended through the amendment and extension contract dated 27.04.2015.
- 5) The contract dated 09.01.2015, signed between the Company and OPAP SA, regarding the provision of ICT consultancy services to OPAP SA, valid until the completion of all the stages, as analyzed in the terms set out in the contract in question.

- 6) The contract dated 09.05.2015, signed between the Company and OPAP SA, regarding the provision of support, maintenance and management of equipment in OPAP agencies of area 2, valid until 31.12.2015. OPAP SA has the right of unilateral contract renewal for 2 more years, as set out in the terms of the contract in question.
- 7) The contract dated 10.06.2015, signed between the Company and OPAP SA, regarding the provision of services for storage, management, roll out and maintenance of equipment, valid as set out in the terms of the contract in question.

On the other hand, the Chairman suggested that the Members of the Board of Directors be granted the approval in order to participate in other Boards of Directors or in the management of other companies of the Group in general (existing or to be established) and/or of Companies which are shareholders of the Company, pursuant to article 23 par. 1 of Codified Law 2190/1920.

Following an interactive discussion and a voting the General Meeting unanimously and by general vote/ or by a majority of %:

- a) established the existence of the aforementioned contracts between the Company and its shareholders, submitted to be approved/validated, which it approved in their entirety and
 - b) decides the grant of approval-authorization to the Members of the Board of Directors of the Company to participate in Boards of Directors or the management of companies of the Group (existing or to be established) and/or the management and administration of companies which are shareholders of the Company, irrespective of whether they have the same or similar objectives.
7. Validation of Mr. Thomas Tzokas's election as temporary member of the Board of Directors in place of a resigned Director, in accordance with article 22 of the Articles of Association of the Company.

Draft of decision

With regard to the seventh Daily Agenda item the Chairman of the General Meeting informed all the shareholders attending the meeting and those represented that the Board of Directors of the Company during its meeting dated March 11th, 2015, elected Mr. Thomas Tzokas, resident of Dafni of Attica, 1 Aegeou str., holder of identity card number AE 025235, issued by the Police Station of Dafni on 09-01-2007, and tax identification number 037557370 of Public Finance Department of Aghios Dimitrios, as interim substitute for the resigned Director, Mr. Andreas Theodorou, for the rest of the latter's term of office.

The above-mentioned elected temporary Director is a very important person in the business world. With his proven experience, extensive professional skills, scientific knowledge and general training as well as his administrative skills he may substantially and productively contribute to a more efficient operation of the Board of Directors, to the promotion of the Company's objectives and interests and the achievement of the Company's business plans in order to enhance its economic value in the long run.

Subsequent to the above, the Chairman of the General Meeting invited all the shareholders attending the meeting and those represented to validate and approve the election of the temporary Director of the Company, Mr. Thomas Tzokas, in place of the resigned Member of the Board of Directors, Mr. Andreas Theodorou, as decided by the Company Board of Directors during the meeting dated March 11th, 2015.

Following the Chairman's above introduction, the General Meeting of the Shareholders (attendant and represented ones included) unanimously and by general vote/ or by a majority of % approved and validated the election of the aforementioned Director as a Member of the Board of Directors of the Company in place of the resigned Director, Mr. Andreas Theodorou, for the rest of the latter's term of office, in accordance with the provisions of Codified Law 2190/1920 and article 22 of the Articles of Association of the Company. The General Meeting also approved all the actions, declarations and decisions of the aforementioned Director from the date of his above-mentioned election until today. Finally, the General Meeting of the Shareholders by its present decision approved the reconstitution of the Board of Directors subsequent to the election of the aforementioned Member in place of the resigned one.

8. Election of a new Board of Directors due to expiry of the term of office of the previous Board.

Draft of decision

With respect to the eighth Daily Agenda item, as a result of the expiry of the term of office of the previous Board of Directors, the General Meeting of the Shareholders elects by vote unanimously/or by majority of% the new Board of Directors of the Company, which comprises seven members, namely Messrs:

Mavroeidis Angelopoulos
Nikolaos Vasilonikolidakis
Kamil Ziegler

Michal Houst
Athanasios Rigas
Thomas Tzokas
Ioannis Papanikolaou

in order to manage the Company over the next five years as of today, i.e. until 26.06.2020 and in any case until the day on which the Ordinary General Meeting will convene in order to approve the annual Financial Statements for the management period from 01.01.2020 until 31.12.2020.

9. Other Announcements

In the context of informing the Shareholders on the Company's course, the Chairman of the General Meeting outlined the goals and prospects of this fiscal year, as mentioned in detail in the annual Financial Report, and also noted that the outlook for the current fiscal year 2015 (01.01.2015-31.12 .2015) looks 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.