



Draft of proposed decisions on the Daily Agenda items
of the Ordinary General Meeting of the Shareholders dated June 23rd, 2016,
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 2015 (01.01.2015 to 31.12.2015).**

Draft of decision

The Chairman of the General Meeting informed the Company Shareholders that the annual financial statements (corporate and consolidated) for fiscal year 2015 (01.01.2015-31.12.2015) 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. 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 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 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 2015 (01.01.2015-31.12.2015), 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, 2015 in a logical fashion 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 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 14th, 2016. 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. Andreas Tsamakis, Auditor-Public Certified Accountant, dated April 14th, 2016, which is included unabridged in the annual Financial Report for fiscal year 2015, (01.01.2015-31.12.2015) 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, or by a majority of% (**i.e. votes in favour and votes against**), approved:

a) the annual financial statements (corporate and consolidated) for fiscal year ended December 31st, 2015,

b) the annual Financial Report for fiscal year 2015 (01.01.2015-31.12.2015), approved by the Company Board of Directors during the meeting held April 14th, 2016, 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, 2015.

2. Approval of distribution of financial statements for fiscal year 2015 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 from the statements resulting from the Company's activities during fiscal year 2015 (01.01.2015-31.12.2015).

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 in respect of the distribution of statements for fiscal year 2015 (01.01.2015-31.12.2015) 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 approved and decided the following:

a) unanimously and by general vote/ or by a majority of% **(i.e. votes in favour and votes against)** approved the non-distribution of dividend from the statements of fiscal year 2015 (01.01.2015-31.12.2015) and

b) unanimously and by general vote/ or by a majority of% **(i.e. votes in favour and votes against)** approved the distribution of statements for fiscal year 2015 (01.01.2015-31.12.2015), as follows:

Profits distribution for fiscal year 2015

Net profits after tax for fiscal year 2015	1.970.801
Balance of results [profits/(losses)] from previous fiscal years	<u>(4.483.771)</u>
Losses carried forward	<u>(2.512.970)</u>

The distribution of profits is as follows :

1. Dividends	-
2. Reserves	-
3. Losses carried forward on 31/12/2015	<u>(2.512.970)</u>
	<u>(2.512.970)</u>

- 3. Discharge of the Members of the Board of Directors and Auditors from any liability related to the activities of fiscal year 2015 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, could then proceed to the discussion and voting regarding the discharge of Board Members and Auditors of

the Company from any liability related to the activities and management of fiscal year 2015 (01.01.2015-31.12.2015) 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 shareholders, by roll-call vote unanimously/ or by a majority of% (**i.e. votes in favour and votes against**) discharged both all the Members of the Board of Directors and the Auditor-Public Certified Accountant of the Company, Mr. Andreas Tsamakis, from any liability related to the activities of fiscal year ended December 31st, 2015.

4. Approval of the remuneration payable to the Board of Directors for fiscal year 2015 and the first half of fiscal year 2016, and pre-approval - determination of the remuneration payable for the second half of year 2016 and the first half of 2017.

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 01.01.2015 to 31.12.2015 and from 01.01.2016, to 30.06.2016, which add up to the following amounts (gross earnings) according to the books and records of the Company, i.e.:

- paid up from 01.01.2015 to 31.12.2015 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: €162.409,49, which amount is further analyzed as follows:

ANGELOPOULOS	55.189,60
VASILONIKOLIDAKIS	48.330,27
MANIOUDAKIS	28.379,20
TZOKAS	6.000,00
RIGAS	6.000,00
PAPANIKOLAOU	6.510,42
ZIEGLER	6.000,00
HOUST	<u>6.000,00</u>

- paid up from 01.01.2016 to 30.06.2016 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: €56.489,58, which amount is further analyzed as follows:

ANGELOPOULOS	15.000,00
VASILONIKOLIDAKIS	12.000,00
TZOKAS	6.000,00
RIGAS	6.000,00
PAPANIKOLAOU	5.489,58
ZIEGLER	6.000,00
HOUST	<u>6.000,00</u>

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 as follows for the time period from 01.07.2016 to 31.12.2016 as well as for the time period from 01.01.2017 to 30.06.2017, given the fact that the remuneration for the time period from 01.01.2016 to 30.06.2016 has already been paid.

* 01.07.2016-31.12.2016: approval of the total maximum amount of €60,000 for all the Members of the Company Board of Directors

*01.01.2017-30.06.2017: 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 finalised 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 invited 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 general vote/ or by a majority of ...% **(i.e.**

..... votes in favour and votes 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 2015 (01.01.2015-31.12.2015), and the aforementioned paid-up remuneration to the Members of the Company Board of Directors for the first half of the current fiscal year from 01.01.2016 to 30.06.2016, and the remuneration to be paid for the second half of the current fiscal year from 01.07.2016 to 31.12.2016 as well as for the time period from 01.01.2017 to 30.06.2017 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 2016 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. votes in favour and votes against) elected the Auditing Company under the name "HELLENIC AUDITING COMPANY SA" (REG. NO: 156) for the current fiscal year 2016 (01.01.2016-31.12.2016) 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 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 regular audit assigned to it for the current fiscal year 2016 (01.01.2016-31.12.2016), 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; 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:

From 01.01.2015 to 31.12.2015 and from 01.01.2016 to 23.06.2016 between OPAP SA and the Company the following contracts were signed, i.e.:

- The contract dated 15/07/2015 regarding technical support
- The modification dated 30/07/2015 of the contract signed on 09/01/2015
- The contract dated 18/09/2015 regarding maintenance and support services
- The appendix dated 07/10/2015 which was attached to the contract dated 10/06/2015 regarding implementation services
- The extension dated 14/12/2015 of the contract dated 10/06/2015 regarding the provision of services
- The extension dated 01/01/2016 of the contract dated 15/07/2015 regarding the provision of services
- The contract dated 17/02/2016 regarding the provision, installation and configuration, maintenance and support
- The extension dated 18/02/2016 of the contract dated 10/06/2015 regarding the provision of services
- The extension dated 18/02/2016 of the contract dated 09/05/2015 regarding the provision of services
- The extension dated 18/03/2016 of the contract dated 15/07/2015 regarding the provision of services
- The extension dated 19/04/2016 of the contract dated 27/04/2015 regarding the provision of services
- The extension dated 26/04/2016 of the contract dated 10/06/2015 regarding the provision of services

On the other hand, the Chairman suggested that the Members of the Board of Directors be granted an 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 submitted to be approved/validated contracts between the Company and its shareholders, which it approved in their entirety and
- b) decided to grant the Members of the Board of Directors of the Company the approval-authorization to participate in Boards of Directors or in 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. Extension of corporate purpose and respective amendment of article 3 of the Articles of Association. Codification of the Articles of Association.

Draft of decision

With regard to the seventh daily agenda item, the Chairman of the General Meeting informed all the members attending the meeting and those represented that the corporate purpose should be extended in order to include services that the Company intended to provide in the future and to cover any activities of the Company in the future. More specifically, he suggested that it be extended as follows:

- 1) To carry out all kinds of business transactions.
- 2) To represent national and international manufacturing houses.
- 3) To import and export any kind of merchandise and goods of all kinds in general.
- 4) To provide consultancy services of all kinds.
- 5) To provide telecommunications services and services in the fields of electronic commerce, IT and security.
- 6) The design, development, distribution, trade, installation, maintenance, upgrading, operation of products and solutions in the fields of software, telecommunications, IT and information security systems.
- 7) The design, development, distribution, trade, installation, maintenance, upgrading, operation of products and solutions in the fields of physical security and protection.
- 8) The development of security procedures for IT Systems.
- 9) To provide training in all software issues, niche applications and integrated solutions in the fields of telematics, internet, telecommunications, security and protection systems, as well as device operation and corresponding methods and methodologies.
- 10) To provide vehicle fleet management services.
- 11) The development, operation and support of electronic simulation and modelling systems.
- 12) The mediation, in the capacity of main representative, for the conclusion of contracts in respect of the provision of telecommunications services, with subscriptions against a fee.

13) To engage in commercial activity as a distributor or commercial agent or sub-distributor as well, for national or international manufacturing houses, in respect of goods and services in the fields of telecommunications, IT and security.

14) The assembly and repair of computers and telecommunications devices and equipment in general.

15) To undertake any kind of construction and infrastructure.

16) To engage in the execution of any kind of study; more specifically, technical, IT, software, telecommunications, security, financial, investment and financing ones.

17) To provide guarantees to third parties either in favour of the companies related to this company, or in favour of other natural or legal persons, but following a decision of the Company Board of Directors.

Subsequent to this addition, article 3 of the Company's Articles of Association should be modified as follows:

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 fulfill 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.

8) To carry out all kinds of business transactions.

9) To represent national and international manufacturing houses.

10) To import and export any kind of merchandise and goods of all kinds in general.

11) To provide consultancy services of all kinds.

12) To provide telecommunications services and services in the fields of electronic commerce, IT and security.

13) The design, development, distribution, trade, installation, maintenance, upgrading, operation of products and solutions in the fields of software, telecommunications, IT and information security systems.

14) The design, development, distribution, trade, installation, maintenance, upgrading, operation of products and solutions in the fields of physical security and protection.

15) The development of security procedures for IT Systems.

16) To provide training in all software issues, niche applications and integrated solutions in the fields of telematics, internet, telecommunications, security and protection systems, as well as device operation and corresponding methods and methodologies.

17) To provide vehicle fleet management services.

18) The development, operation and support of electronic simulation and modelling systems.

19) The mediation, in the capacity of main representative, for the conclusion of contracts in respect of the provision of telecommunications services, with subscriptions against a fee.

20) To engage in commercial activity as a distributor or commercial agent or sub-distributor as well, for national or international manufacturing houses, in respect of goods and services in the fields of telecommunications, IT and security.

21) The assembly and repair of computers and telecommunications devices and equipment in general.

22) To undertake any kind of construction and infrastructure.

23) To engage in the execution of any kind of study; more specifically, technical, IT, software, telecommunications, security, financial, investment and financing ones.

24) To provide guarantees to third parties either in favour of the companies related to this company, or in favour of other natural or legal persons, but following a decision of the Company Board of Directors.

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.

Following this modification, the Chairman of the Board of Directors noted that the Articles of Association should be codified into a single text.

Subsequent the above, the Chairman of the General Meeting invited all the shareholders attending the meeting and those represented to validate and approve the aforementioned modification of article 3 of the Articles of Association and the codification of the Articles of Association into a single text.

Following the Chairman's above introduction, the General Meeting of the Shareholders unanimously and by general vote/ or by a majority of% approved and validated the aforementioned modification of article 3 of the Articles of Association and the codification of the Articles of Association into a single text in accordance with Codified Law 2190/1920, and it assigned the Chairman of the Board of Directors to carry out the necessary actions in order to implement the modification and codification of the Articles of Association and submit it to the competent authorities.

8. Other announcements and approvals.

Draft of decision

In the context of informing the Shareholders about 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 2016 (01.01.2016-31.12.2016) 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.