

**MEETING MINUTES**  
**of the annual Ordinary General Meeting of the shareholders of the Company**  
**under the name "NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION"**  
**on the 26<sup>th</sup> of June 2015**

In the municipality of Iraklio of Attica, today the 26th of June 2015, Friday (day of the week) at 10.30 am at the registered offices of the Company under the name "NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION" located at 466 Irakliou Avenue & Kiprou str., the present annual Ordinary General Meeting of the Shareholders of the Company was held following the relevant invitation of the Company Board of Directors dated May 27<sup>th</sup> 2015, which (in summary) is as follows:

**CALL**

**(published in summary, in accordance with  
article 26, par. 2b of Codified Law 2190/1920)**

**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 Friday, June 26<sup>th</sup>, 2015, 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 2014. (01.01.2014 to 31.12.2014).
2. Approval of distribution of financial statements for fiscal year 2014 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 2014 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 2014 and pre-approval - determination of the remuneration payable for fiscal year 2015 and the first half of 2016.
5. Appointment of Statutory Auditors for the audit of financial statements (corporate and consolidated) for fiscal year 2015 and determination of their remuneration.
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.
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.
8. Election of a new Board of Directors due to expiry of the term of office of the previous Board.
9. Other Announcements

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 Friday, July 10<sup>th</sup>, 2015, 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 after their amendment by article 3 of law 3884/2010, the Company informs its Shareholders of the following:

#### **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 (5<sup>th</sup>) day prior to the meeting, namely June 19<sup>th</sup>, 2015 (record date) or on the next working day in case the 5<sup>th</sup> day is not a working day, have the right to participate and vote in the General Meeting. The relevant certificate issued by the authorized intermediaries must reach the Company no later than the third (3<sup>rd</sup>) day prior to the General Meeting, namely on June 23<sup>rd</sup>, 2015. In case of an Adjourned Ordinary General Meeting, the certificate must reach the company until July 7<sup>th</sup>, 2015.

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 (participation and voting) 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.

The full and detailed text of the present Call, as well as the information set out in article 27 par. 3 of Codified Law 2190/1920, as in force today, are available in electronic form on the Company's legally registered website: [www.neurosoft.gr](http://www.neurosoft.gr).

Iraklio Attikis, May 27<sup>th</sup>, 2015

By order of the Board of Directors

The Managing Director

The above call as well as the complete and detailed text of the call has been timely and lawfully posted on the legally registered in the General Electronic Commercial Registry (GEMI) website of the Company ([www.neurosoft.gr](http://www.neurosoft.gr)) on May 27<sup>th</sup>, 2015, pursuant to the provisions of the Law. This upload has been legally notified to the General Electronic Commercial Registry following the relevant document of the Company with Ref No 47183 5/6/2015.

Finally, this call translated into Italian has been lawfully published in the newspaper Italia Oggi, a daily political newspaper distributed in the country in which the regulated market where the company's shares are traded is based (Italy), on Wednesday, May 27<sup>th</sup>, 2015.

At the same time, this call had been posted since the date of drafting and until the date of the Ordinary General Meeting in a conspicuous place at the Company's offices in Iraklio of Attica, pursuant to Article 26 of Codified Law 2190/1920, as in force today, and to the relevant article of the Company's Articles of Association, therefore the statutory requirements for the publication of the call have been completely met.

Forty-eight (48) hours prior to the date on which the present annual Ordinary General Meeting was convened pursuant to Article 27 par. 2 of Codified Law 2190/1920 and the relevant article of the Company's Articles of Association, a list of the shareholders who had timely submitted the documents proving their capacity as shareholders in order to attend the present annual Ordinary General Meeting, stating their addresses, the number of shares and votes of each shareholder, was drafted and posted in a prominent place in the company's offices.

From the day of publication of the call for the annual Ordinary General Meeting until the day of convocation of the annual Ordinary General Meeting, the following information has been posted on the Company's website ([www.neurosoft.gr](http://www.neurosoft.gr)):

- a) the call (complete text) for the convocation of this annual Ordinary General Meeting,
- b) the total number of shares and voting rights existing on the date of the call
- c) the documents to be submitted to the annual Ordinary General Meeting,
- d) a draft of proposed decisions on each daily agenda item and
- e) the documents to be used for the exercise of voting rights by proxy.

Pursuant to the relevant article of the Company's Articles of Association, temporary Chairman of the Meeting is the Chairman of the Board of Directors, Mr. Mavroeidis Angelopoulos, who has assigned the bystander Mrs. Alexandra Argyropoulou as temporary Secretary-Teller.

Then, the Chairman of the General Meeting opened the meeting and instructed the Secretary to read the list of shareholders who, in accordance with the commitments of their shares and the relevant certificates issued by the authorized intermediaries, were entitled to participate with the indication of their number of shares, votes and representatives, and eventually attended this annual Ordinary General Meeting (present in person or by proxy), which list is as follows:

**LIST**  
**of shareholders who are entitled to attend and vote**  
**in the annual Ordinary General Meeting of June 26<sup>th</sup>, 2015**

No	Shareholder	Shareholder's address	Shareholder's representative	Shares/Votes		Custodian
				Number	(%)	
1	MINTERALO LTD	KANIKA International Business Center, Yermasoyia Limassol Cyprus	By Mr. Konstantinos Oikonomidis	7,922,444	30.966%	BNP PARIBAS SECURITIES SERVICES
2	OPAP INTERNATIONAL LIMITED	128, Strovolos str. Nicosia	By Mrs. Katerina Brandysova	6,401,241	25.020%	EUROCLEAR BANK SA NV

3	IGT PLC	11, Old Sewry, 6 <sup>th</sup> floor, London, EC2RDU UK	By Mr. Thomas Tzokas	4,176,537	16.324%	INTESA SANPAOLO S.P.A.
4	Mavroeidis Angelopoulos	6, Maleme str. Filothei	In person	2,558,353	10.000%	CITIBANK N.A.
5	OPAP CYPRUS LIMITED	128-130 Lemessou Avenue Nicosia	By Mrs. Katerina Brandysova	1,154,315	4.512%	EUROCLEAR BANK SA NV
6	Nikolaos Vasilonikolidakis	106, Pontou str. Kapandriti	In person	638,840	2.497%	CITIBANK N.A.
7	Georgios Manioudakis	3, Kithiron str. Melissia	In person	483,037	1.888%	CITIBANK N.A.
8	Epaminondas Paschalidis	36, Makedonias str. 152 37 Filothei	In person	324,120	1.267%	CITIBANK N.A.
	<b>Total</b>			<b>23,658,887</b>	<b>92.473</b> <b>%</b>	
	<b>Total of shares</b>			<b>25,584,594</b>	<b>100%</b>	

Following the readout of the list and its comparison with the shareholders attending the meeting and those represented by a proxy, it is found that **eight (8) shareholders in total** are present and lawfully represented and they hold **23,658,887 shares as well as an equal number of votes.**

Furthermore, it is also noted that there are no shareholders who attended today's meeting and did not comply with the provisions of Codified Law 2190/1920. Therefore, special authorization on behalf of the General Meeting in order to legitimize their presence is not necessary, considering that all present shareholders meet all requirements pursuant to Codified Law 2190/1920 and are entitled to participate and vote in this annual Ordinary General Meeting.

Then the General Meeting, having confirmed the above list with the shareholders attending the meeting (timely and overdue), declared the above list definitive, as completed following the authorization granted to the shareholders by the General Meeting according to the above, and established that are present and / or represented **eight (8) shareholders in total representing**

**23,658,887 shares out of 25,584,594 shares in total, namely at a percentage of 92.473% of the share capital and voting rights of the Company.** Therefore this annual Ordinary General Meeting has the required quorum, and can validly proceed to discuss and decide on the daily agenda items, in accordance with the relevant propositions-proposals of the Board of Directors.

Having confirmed that there were no objections with regard to the shareholders' list and the form or process of the convocation of this Meeting, following the above confirmation of the final and definitive list of shareholders, the temporary Chairman called the Meeting firstly to confirm as definitive the aforementioned shareholders' list and secondly to elect permanent Chairman and Secretary, while it suggested that Mr. Mavroeidis Angelopoulos hold the position of Chairman of the Meeting and Mrs. Alexandra Argyropoulou that of Secretary-Teller.

An oral voting followed and the Chairman's proposal was unanimously approved, that is the above list of shareholders was confirmed as definitive on the one hand and Mr. Mavroeidis Angelopoulos was elected as Chairman of the General Meeting and Mrs. Alexandra Argyropoulou as Secretary-Teller of the General Meeting on the other hand.

Mr. Mavroeidis Angelopoulos thanked the General Meeting for his election as definitive Chairman and called the General Meeting to discuss and pass resolutions on the daily agenda items.

#### **Item 1**

#### **Submission and approval of the annual financial statements, corporate and consolidated, and the Board of Directors and Auditors reports for fiscal year 2014 (1.1.2014 to 31.12.2014).**

With regard to the first daily agenda item, 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](http://www.neurosoft.gr)) in accordance with the provisions of the aforementioned law.

At the same time, the data and information related to these financial statements (corporate and consolidated) have been published unabridged as follows:

- on the legally registered in the General Electronic Commercial Registry (GEMI) website of the Company ([www.neurosoft.gr](http://www.neurosoft.gr)). The concerned General Electronic Commercial Registry (GEMI) has been properly notified of the said post by the Company's relevant written request with Ref. No 47183 5/6/2015.

Consequently, with regard to the aforementioned financial statements (corporate and consolidated) as well as the data and information related to them, the Chairman noted that all necessary publication formalities required by law regarding this annual Ordinary General Meeting have been completely and timely met. The Chairman also noted that all of the said statements, both detailed and summary data, as well as information related to them, have been drawn up 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 provisions of the law). When reading the said financial statements, the shareholders of the Company can establish that they present the financial position of the Company as of December 31<sup>st</sup>, 2014 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, as adopted by the European Union.

Then, the Chairman of the General Meeting referred to the content of the annual Board of Directors Report, which is included in its entirety in the Minutes of the Company Board of Directors dated April 6<sup>th</sup>, 2015. This report was drawn up in accordance with provisions of 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 6<sup>th</sup>, 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, approved:

- a) the annual financial statements (corporate and consolidated) for fiscal year ended December 31<sup>st</sup>, 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 6<sup>th</sup>, 2015, which shall remain available online 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 31<sup>st</sup>, 2014.

**Item 2**

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

With regard to the second daily agenda item, 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 financial statements resulting 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 financial 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 approves the non-distribution of dividend for fiscal year 2014 (01.01.2014-31.12.2014) and

b) unanimously and by general vote approves the distribution of financial statements for fiscal year 2014 (01.01.2014-31.12.2014), as follows:

<b>Profits distribution for fiscal year 2014</b>	
	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)
	<u>Losses carried forward (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 (4,483,771)
	<u>(4,483,771)</u>



### **Item 3**

**Exemption 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.**

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 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 Company 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 General Meeting of the shareholders of the Company, by roll-call vote unanimously discharged 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 fiscal year ended December 31<sup>st</sup>, 2014.

### **Item 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.**

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 for other responsibilities as Members of the Board of Directors as well for the time periods 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	Managing Director	€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, given that the remuneration for the time period from 01.01.2015 to 30.06.2015 as well as for the time period from 01.01.2016 to 30.06.2016 had already been paid 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 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, based on the above-mentioned proposal, unanimously and by general vote approved: 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); 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 for the same reason; 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.

#### **Item 5**

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

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 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). In particular, the General Meeting elected Mr. Andreas Tsamakis, son of Dimitrios, holder of REG. NO: 17101 and tax identification number 032746399 and Mr. Konstantinos Nikoletos, son of Vassilios, holder of REG. NO: 22631 and tax identification number 059933979, as regular auditor and alternate auditor respectively.

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 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.

#### **Item 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.**

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 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 OPAP 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 services 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 storage, management, roll out and maintenance of equipment services, 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:

a) approved the aforementioned contracts drawn up between the Company and its shareholders and

b) decided 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.

### **Item 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.**

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 on March 11<sup>th</sup>, 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 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 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 its meeting dated March 11<sup>th</sup>, 2015.

Following the Chairman's above introduction, the General Meeting of the Shareholders (attendant and represented ones included) unanimously and by general vote 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.

**Item 8**

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

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 unanimously elected by vote 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 in accordance with the law 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.

**Item 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.

Following the above, and as there was no other daily agenda item to be discussed, the Chairman of the General Meeting terminated this annual Ordinary General Meeting of the shareholders,

thanked the shareholders of the Company for their presence and participation in the annual Ordinary General Meeting in general and the present Minutes were drawn up in the Minutes Book of the General Meetings of the Company and lawfully signed as follows:

The Chairman

The Secretary

Mavroeidis Angelopoulos

Alexandra Argyropoulou