



**Draft of proposed decisions on the Daily Agenda items  
of the Ordinary General Meeting of the Shareholders dated June 22<sup>nd</sup>, 2017,  
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 2016 (01.01.2016 to 31.12.2016).**

**Draft of decision**

The Chairman of the General Meeting will inform the Company's Shareholders that the annual financial statements (corporate and consolidated) for fiscal year 2016 (01.01.2016-31.12.2016) 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](http://www.neurosoft.gr)) in accordance with the provisions of the aforementioned law.

Consequently, with regard to this annual Ordinary General Meeting, the Chairman will note 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 applicable 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 2016 (01.01.2016 - 31.12.2016), 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 31<sup>st</sup>, 2016 in a logical way 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 will refer to the content of the annual Board of Directors' Report, which is entirely included in the Minutes of the Company's Board of Directors dated May 11<sup>th</sup>, 2017. 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 will refer as well to the Audit Report of Mr. Andreas Tsamakis, Auditor-Public Certified Accountant, dated May 11<sup>th</sup>, 2017, which is included unabridged in the annual Financial Report for fiscal year 2016, (01.01.2016 - 31.12.2016) 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, 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 31<sup>st</sup>, 2016,
- b) the annual Financial Report for fiscal year 2016 (01.01.2016 - 31.12.2016), approved by the Company Board of Directors during the meeting held May 11<sup>th</sup>, 2017, 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 31<sup>st</sup>, 2016.

## **2. Approval of distribution of financial statements for fiscal year 2016 and of non-distribution of dividend.**

### **Draft of decision**

The Chairman of the General Meeting will inform 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 2016 (01.01.2016 - 31.12.2016).

At that point, the Chairman of the annual Ordinary General Meeting will note that the General Meeting of the Shareholders is the only competent body for decision taking in respect of the distribution of statements for fiscal year 2016 (01.01.2016 - 31.12.2016) 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 will approve and decide the following:

a) unanimously and by a majority of.....% (i.e. ....votes in favour and .... votes against) approved the non-distribution of dividend for fiscal year 2016 (01.01.2016-31.12.2016) and

b) unanimously and by a majority of.....% (i.e. .... votes in favour and ....votes against) approved the distribution of statements for fiscal year 2016 (01.01.2016-31.12.2016), as follows:

Net profits after tax for fiscal year 2016	1.924.501
Balance of results [profits/(losses)] from previous fiscal years	-2.512.970
Other taxes	
Losses carried forward	<u>-588.469</u>

The distribution of profits is as follows:

1. Dividends	-
2. Reserves	-
3. Losses carried forward on 31/12/2016	<u>-588.469</u>
	<u>-588.469</u>

**3. Discharge of the Board of Directors and Auditors from any liability related to the activities of fiscal year 2016 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 will announce that the General Meeting, in accordance with the Articles of Association of the Company, can 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 2016 (01.01.2016-31.12.2016) 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's shareholders, by roll-call vote unanimously and by a majority of ....% (i.e. ....votes in favour and ... votes against) will discharge 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 31<sup>st</sup>, 2016.

**4. Approval of the remuneration payable to the Board of Directors for fiscal year 2016 and the first half of fiscal year 2017, and pre-approval - determination of the remuneration payable for the second half of year 2017 and the first half of 2018.**

**Draft of Decision**

The Chairman of the Board of Directors shall note that the Members of the Board of Directors receive remuneration for the services they provide with respect to the management and representation of the Company and for other responsibilities as Members of the Company's Board of Directors, pursuant to a relevant resolution passed by the previous annual Ordinary General Meeting of the Company's Shareholders dated 23.06.2016, as set out in article 24 par. 2 and 3 of Codified Law 2190/1920.

After this brief introduction, the Chairman of the Board of Directors shall note that the annual Ordinary General Meeting of the Company's Shareholders which took place on the 23<sup>th</sup> of June 2016, approved the amounts paid to the members of the Board of Directors during financial year 2015 (01.01.2015-31.12.2015), which came to the amount of €162,409.49, as well as the amounts paid to the members of the Board of Directors for the time period from 01.01.2016 until 30.06.2016, which came to the amount of € 56,489.58.

The above annual Ordinary General Meeting also pre-approved remuneration for the members of the Board of Directors for the second half of 2016, that is from 01.07.2016 until 31.12.2016 up to the amount of € 60,000.00 and for the first half of 2017, that is for the time period from 01.01.2017 until 30.06.2017 (up to the amount of € 60,000.00 as well).

Specifically:

- paid up from 01.01.2016 to 31.12.2016 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: € 113.489,58, which amount is further analyzed as follows:

AGGELOPOULOS	30.000,00
VASILONIKOLIDAKIS	24.000,00
TZOKAS	12.000,00
RIGAS	12.000,00
PAPANIKOLAOU	11.489,58
ZIEGLER	8.700,00
HOUST	12.000,00
FUSELA	3.300,00

- paid up from 01.01.2017 to 30.06.2017 (gross earnings) according to the resolutions of the previous annual Ordinary General Meeting: € 60.000, which amount is further analyzed as follows:

- For Mr Mavroeidis Angelopoulos, Chairman of the Board of Directors, for the time period from 01/01/2017 until 30/06/2017, the gross amount of € 15,000 (fifteen thousand Euros).
- For Mr Nikolaos Vasilonikolidakis, Managing Director of the Company and Deputy Chairman of the Board of Directors, for the time period from 01/01/2017 until 30/06/2017, the gross amount of € 12,000 (twelve thousand Euros).
- For Mr Michele Fusella, non-executive Member, for the time period from 01/01/2017 until 30/06/2017, the gross amount of € 6,000 (six thousand Euros).
- For Mr Michal Houst, non-executive Member, for the time period from 01/01/2017 until 30/06/2017, the gross amount of € 6,000 (six thousand Euros).
- For Mr Athanasios Rigas, non-executive Member, for the time period from 01/01/2017 until 30/06/2017, the gross amount of € 6,000 (six thousand Euros).
- For Mr Thomas Tzokas, non-executive Member, for the time period from 01/01/2017 until the date of its resignation 6/3/2017, the gross amount of € 2.193,55 (two thousand one hundred ninety three and fifty five Euros).
- For Mr Evangelos Kollias, non-executive Member, for the time period from its election as non-executive Member until 30/06/2017, the gross amount of € 3.806,45 (three thousand eighty hundred six and forty five Euros).
- For Mr Ioannis Papanikolaou, independent Member of the Board of Directors, for the time period from 01/01/2017 until 30/06/2017, the gross amount of € 6,000.00 (six thousand Euros).

Subsequently, the Chairman of the General Meeting shall suggest that the General Meeting approves the above paid-up amounts and determines new remuneration (gross earnings) for the Members of the Board of Directors as follows for the time period from 01.07.2017 to 31.12.2017 as well as for the time period from 01.01.2018 to 30.06.2018, given the fact that the remuneration for the time period from 01.01.2017 to 30.06.2017 has already been paid as follows:

\* 01.07.2017-31.12.2017: approval of the total maximum amount of € 60,000 for all the Members of the Company Board of Directors

\*01.01.2018-30.06.2018: 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 shall be noted again 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 shall invite 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 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 2016 (01.01.2016-31.12.2016), and the aforementioned paid-up and pre- approved remuneration to the Members of the Company Board of Directors for the first half of the current fiscal year from 01.01.2017 to 30.06.2017, and pre- approved the remuneration to be paid for the second half of the current fiscal year from 01.07.2017 to 31.12.2017 as well as for the time period from 01.01.2018 to 30.06.2018 for the same reason under the above proposed limits.

#### **5. Appointment of Statutory Auditors for the audit of financial statements (corporate and consolidated) for fiscal year 2017 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 will be presented by the Chairman, the General Meeting of the Shareholders unanimously and by a majority of ..... **(i.e. ....votes in favour and ....votes against)** shall elect the Auditing Company under the name “HELLENIC AUDITING COMPANY SA” (REG. NO: 156) for the current fiscal year 2017 (01.01.2017-31.12.2017) 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 will grant the Company’s 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 2017 (01.01.2017-31.12.2017), 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 01.01.2016 to 31.12.2016 and from 01.01.2017 to 22.06.2017 between OPAP SA and the Company the following contracts were signed, i.e.:

- The contract dated 9/01/2016 regarding BOLT ( use of Neurosoft software) maintenance and support services valid from 1.1.16 till 31.12.16 for the total amount of 300.000,00 Euros
- The amendment dated 09/05/2015 of the contract signed on 18/02/2016 valid from 24.12.15 till 31.12.16 related to the Roll Out Live Betting services for the total amount of 56.124,65 Euros
- The amendment dated 10/06/2015 of the contract signed on 18/02/2016 valid from 1.1.16 till 31.3.16 related to VLT'S Roll out Services for the total amount of 120.000,00 Euros
- The contract dated 17/02/2016 regarding the provision, installation and configuration, maintenance and support for (2) Tape Libraries for the total amount of 36.592,00 Euros
- The extension dated 18/03/2016 of the contract dated 15/07/2015 regarding the onsite provision of services valid from 1.1.16 till 31.12.16 for the total amount of 81.000,00 Euros
- The extension dated 26/04/2016 of the contract dated 10/06/2015 regarding the provision of services for VLT'S Roll out valid from 1.4.16 till 30.6.16 for the total amount of 120.000,00 Euros
- The extension dated 19/04/2016 of the contract dated 27/04/2015 regarding the provision of services for ORACLE EXADATA valid from 5.5.16 till 4.5.2017 for the total amount of 293,458,00 Euros
- The extension dated 30/06/2016 of the contract dated 10/06/2015 regarding the provision of services for VLT'S Roll out valid from 1.7.16 till 30.9.16 for the total amount of 120.000,00 Euros
- The contract dated 18/08/2016 regarding the provision, installation and configuration, maintenance and support for STORAGE & 100 ORACLE LICENSES – Provision, Installation, Configuration, Migration Services, Maintenance & 3-Year Support Services of One Storage System & One Server, as well as Provision of 100 Oracle Licenses including 1st Year Support without Installation Services valid from 18.8.16 till 17.8.2019 for the total amount of 156.000,60 Euros
- The extension dated 20/10/2016 of the contract dated 10/06/2015 regarding the provision of services for VLT'S Roll out (additional services) valid from 1.10.16 till 31.12.16 for the total amount of 135.000,00 Euros
- The contract dated 31/01/2017 regarding the provision, maintenance and support for storage capacity & computing Power in Primary and disaster site,

including installation, configuration, Migration including maintenance and support services valid for 3 Years for the total amount of 218.900,00 EUROS

- The contract dated 1/01/2017 regarding the provision, and purporting internet security services valid from 1/1/2017 till 31/12/2020 for the amount of 800.000,00 Euros per year (total cost amount 2.400.000,00 Euros)
- The extension dated 1/01/2017 of the contract dated 09/05/2015 regarding the provision of services Roll Out Live Betting valid from 1.1.17- 31.12.17 for total amount of 56.124,65
- The contract dated 23/01/2017 regarding the provision of BOLT ( use of Neurosoft software) maintenance and support valid from 1/1/2017 till 31/12/2017 for the total amount of 300.000,00 Euros
- The contract dated 10/03/2017 related to the recording and footprint of OPAP agencies services valid from 1/1/2017 till 31/12/2017 for the total amount of 45.793,00 Euros

On the other hand, the Chairman suggests 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 a majority of ....% (i.e. ....votes in favour and .....votes against):

a) establishes 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) decides 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. Approval of Messrs Michele Fusella and Evangelos Kollias election as temporary Members of the Board of Directors in place of resigned Directors, in accordance with article 22 of the Articles of Association**

##### **Draft of decision**

With regard to the seventh Daily Agenda item, the Chairman of the General Meeting will inform all the Shareholders attending the meeting and those represented that the Board of Directors of the Company during its meetings a) on September 22<sup>nd</sup>, 2016 elected Mr. Michele Fusella, resident of 112, Athinon Avenue, Athens ,as interim substitute for the resigned Director, Mr. Kamil Ziegler, for the rest of the latter's term of office and b) on



March 3<sup>rd</sup>, 2017 elected Mr. Evangelos Kollias, resident of 67, Dimitriou Vernardou, Vrilissia, as interim substitute for the resigned Director, Mr. Thomas Tzokas, for the rest of the latter's term of office.

The above-mentioned elected temporary Directors are very important persons in the business world. With their proven experience, extensive professional skills, scientific knowledge and general training as well as their administrative skills they will 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 invites all the shareholders attending the meeting and those represented to validate and approve the election of the temporary Directors of the Company, Messrs Michele Fusella and Evangelos Kollias, in place of the resigned Members of the Board of Directors, Messrs Kamil Ziegler and Thomas Tzokas respectively, as decided by the Company's Board of Directors during its meeting on September 22<sup>nd</sup> and March 3<sup>rd</sup>, 2017 respectively.

Following the Chairman's above introduction, the General Meeting of the Shareholders (attendant and represented ones included) unanimously and by a majority of .... % (i.e. .... votes in favour and .... votes against approves and validates the election of the aforementioned Directors as Members of the Board of Directors of the Company in place of the resigned Directors, Messrs Michele Fusella and Thomas Tzokas respectively, 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 approves all the actions, declarations and decisions of the aforementioned Directors from the date of their above-mentioned election until today. Finally, the General Meeting of the Shareholders by its present decision approves the reconstitution of the Board of Directors subsequent to the election of the aforementioned Member in place of the resigned one.

## **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 will outline the goals and prospects of this fiscal year, as mentioned in detail in the annual Financial Report, and also notes that the outlook for the current fiscal year 2017 (01.01.201-31.12.2017) 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.