



Internal Dealing Procedures

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Introduction

The present procedures (the "Procedure") are aimed at regulating the obligations concerning the disclosure of information about Transactions (as defined below) made by the Board of Directors of Neurosoft SA and Relevant Persons (hereinafter "Neurosoft" or the "Company") in accordance with the provisions of Articles 17 and 31 of the Aim Italia – Mercato Alternativo del Capitale Rules for Companies, organized and managed by the Italian Stock Exchange ("Rules for Companies") and any other applicable legislation.

The Managing Director of the Company has been authorized to incorporate in this procedure the changes and additions that may be necessary as a result of legislative measures or regulations, or even the changes and additions required by the Italian Stock Exchange, even after the integration or modification of the Issuer's Regulations.

Article 1

Definitions

For the purposes of this Procedure the following terms with the following meanings shall apply:

"**Director**" a Director of the Company.

"**Shares**" the shares of the Company, admitted to trading on AIM Italia.

"**Board of Directors**" the board of directors of the Company from time to time in office.

"**Subsidiaries**" the subsidiaries and/ or affiliates of the Company.

"**Closing Date**" the day on which:

- i. the purchase, sale, exchange even without consideration of money, securities lending or carry-over contract is concluded;
- ii. the allotment of Financial Instruments (as defined below) which, following their exercise even if they are not listed, confer the right to subscribe for, purchase or sell Shares, as well as the exercise of conversion rights linked to convertible debt securities, even bonds with warrants;
- iii. the allotment of Securities is carried out, following the execution of transactions regarding the share capital.

"**Group**" the Company and its Subsidiaries and/ or affiliates.

"Inside Information" indicates precise information which has not been made public and is directly or indirectly related to the Company or one of its Subsidiaries and / or affiliates or Financial Instruments, and if made public, could have a significant effect on the price of the Financial Instruments.

More specifically, precise information should be understood as information that:

a) refers to a set of existing circumstances or circumstances which may reasonably be expected to come about or to an event that has occurred or an event which may reasonably be expected to occur;

b) is specific enough that conclusions can be drawn on the possible effect of the set of circumstances or the event referred to in point (a) on the prices of the financial instruments or related derivative financial instruments. In this regard, in the case of a lengthy process to realize a particular circumstance or a particular event or in the case of a lengthy process that causes them, that future circumstance or future event, as well as intermediate stages of the same process, linked to the realization or the determination of the future circumstance or event, can be considered as precise information.

In addition, "information which, if made public, could have a significant effect on the prices of Financial Instruments" should be understood as information that, presumably, a reasonable investor would use as one of the elements underpinning their investment decisions.

"Investor Relator" the head of the Company's investor relations department.

"Family" Spouses, unless legally separated, dependent children, including those of the spouse, and, if they have cohabited for at least one year, parents and persons related by consanguinity or affinity.

"Transaction"

- i. all transactions conducted on behalf of "Relevant Persons" and Persons Closely Associated with Relevant Persons regarding the Company's Financial Instruments, Derivative Financial Instruments or Associated Financial Instruments;
- ii. all transactions conducted on behalf of Relevant Persons and Persons Closely Associated with Relevant Persons regarding Financial Instruments, Derivative Financial Instruments or Associated Financial Instruments;
- iii. assignment for collateral or lending of financial instruments by or on behalf of Relevant Persons and Persons Closely Associated with Relevant Persons;
- iv. transactions carried out by those who arrange or carry out transactions in a professional capacity, or by anyone on behalf of a Relevant Person and Persons Closely Associated with Relevant Persons, even when discretion is exercised;

- v. any change in the number of Financial Instruments, Derivative Financial Instruments or Associated Financial Instruments held by a Relevant Person or a Person Closely Associated with Relevant Persons (as defined below), including, without limitation:
 - any sale or purchase or any agreement for the sale or purchase of such Financial Instruments, Derivative Financial Instruments or Associated Financial Instruments;
 - the grant or acceptance by such person of any option regarding such Financial Instruments, Derivative Financial Instruments, Associated Financial Instruments or any other right or obligation, existing or future, conditional or unconditional, to acquire or dispose of such Financial Instruments, Derivative Financial Instruments or Associated Financial Instruments;
 - the purchase, sale, exercise or failure to exercise, or any disposal with regard to options, rights or obligations concerning Financial Instruments, Derivative Financial Instruments, Associated Financial Instruments;
 - off-market transactions; and
 - transfers without consideration of money;

- vi. The purchase, sale or waiver (in whole or in part) of a Financial Product linked to the performance of the Financial Instruments of the Company, the holder of which is a Director or a relative of the Director.

"Person Closely Associated with Relevant Persons or Family" (i) the spouse or partner treated as a spouse under the applicable law; (ii) the dependent children, including those of the spouse; (iii) a relative who has shared the same house for at least one year on the date of the transaction in question; (iv) a legal person, trust or partnership, whose management is carried out by a person who performs the functions of administration, control or management or a person referred to in points (i), (ii) or (iii), or which is directly or indirectly controlled by such person or by a Relevant Person, or established to the benefit of that person or whose economic interests are substantially equivalent to those of such person.

"Chairman of the Board of Directors" the Chairman of the Company's Board of Directors.

"Regulatory Information Service SDIR" the "Service for the disclosure of regulatory information pursuant to Regulation CONSOB adopted by resolution no. 11971 of 1999, as subsequently amended and supplemented.

"Relevant Persons" the parties which directly or indirectly have the power and the responsibility for planning, managing and controlling the Company's activities, including the Company's directors – whether executives or non – executives, and more specifically:

- i. all the members of the Board of Directors and Statutory Auditors;
- ii. persons carrying out senior management functions of the Company, who, although not being members of the Board of Directors, have regular access to Inside Information

- related directly or indirectly to the Company and the authorization to take management decisions that can affect the development and prospects of the Company;
- iii. persons carrying out the functions set out in point i. above in a company controlled directly or indirectly by the Company;
 - iv. persons and entities holding a significant percentage of the voting rights in the Company's Shareholders Meeting

"Derivative Financial Instruments" a financial instrument as defined in Article 4, paragraph 1, point 44), letter c) of Directive 2014/65/EU and mentioned in Annex I, Section C points 4 to 10, of the same Directive.

"Financial Instruments" the financial instruments of the Company admitted to trading on a multilateral trading facility (MTF), as defined in Article 4, paragraph 1, point 15) of Directive 2014/65/EU and mentioned in Section C of Annex I of Directive 2014/65/EU of the European Parliament and the Council.

"Associated Financial Instruments" a financial product, the value of which in whole or in part is determined directly or indirectly in relation to the price of a Financial Instrument (including derivatives).

Article 2

Transactions subject to disclosure requirements

2.1 The disclosure requirements apply to all Transactions regarding Financial Instruments, Derivative Financial Instruments or Associated Financial Instruments carried out by Relevant Persons and/or Persons Closely Associated with Relevant Persons.

2.2 Article 19 of the Market Abuse Regulation (MAR) and applicable Greek legislation contains a specific provision concerning transactions carried out by persons with administrative, managerial and supervisory responsibilities, Relevant Persons and persons closely associated with them. In particular, under Article 19, the aforementioned persons shall notify the issuer and the competent supervisory authority promptly, and in any case no later than three business days after the date of transaction, of any relevant transaction carried out, which amounts to 5,000 Euro by the end of each calendar year. The issuer shall then ensure that such information is made public promptly and no later than three business days after the date of transaction.

Article 3

Rules of conduct

1. The Directors must indicate the names of Relevant Persons to the best of their knowledge, confirming at least annually the need to update such list and communicate it to the Company's Board of Directors.

2. The Relevant Persons must inform the Persons Closely Associated with Relevant Persons, if exists, in any other case the Company's Board of Directors about the disclosure requirements set forth in this Procedure and must therefore inform the directors of the inclusion of such persons among the Relevant Persons.

3. The Company must inform the public without delay, and no later than the third business day after the Closing Date of the Transaction carried out by Relevant Persons as well as by Persons Closely Associated with Relevant Persons, by sending an announcement through SDIR - Regulatory Information Service and also by publishing on its website all information regarding each and every transaction carried out by a Relevant Person or a Person Closely Associated with a Relevant Person. The aforementioned communications must include the following information for each transaction, to the extent that it is available:

a) the identity of the Relevant Person;

b) the date of disclosure ;

c) the date and exact time of the transaction;

d) the price and the number of the securities concerned with the transaction;

e) the nature of the transaction;

f) the nature and size of the shareholding held by a Director upon completion of the transaction;

g) if the transaction concerns a related financial product, detailed information about the nature of the exposure.

4. Upon the receipt of this procedure, each Relevant Person shall sign the declaration, according to the model in Annex A included in this procedure, that they are aware and accept this procedure and shall promptly submit such declaration to the Investor Relator.

5. Each Relevant Person is required to communicate to the Company the information relating to Transactions carried out by them and Persons Closely Associated with them within 24 hours from the Closing Date, as the case may be, providing all the information listed in paragraph above by either:

i. hand delivery of the communication addressed to the Investor Relator to the registered offices of the Company; or

ii. transmission of the communication addressed to the Investor Relator through a certified e-mail address (in pdf format) to the following e-mail address [ir@neurosoft.gr].

6. The Investor Relator has the right to request from any Relevant Person any information, clarification and / or supplement, even regarding Persons Closely Associated with Relevant Persons, which is necessary and / or useful for the implementation of this procedure. The recipient Relevant Person is requested to respond promptly to the Investor Relator and in any case in good time in order to ensure compliance with this procedure.

7. Once the Relevant Person has received the information, the Investor Relator is responsible for handling and disclosing it to the market. To this end, the Investor Relator - after informing its Nominated Advisor by submitting a draft press release - prepares the communication to be disclosed to the public. The text of the communication must be presented to the Managing Director or the Chairman of the Board of Directors for final approval before sending it via SDIR. The Directors should ensure that communications about such transactions are not published elsewhere before their disclosure through SDIR.

8. The communications about such operations must not be misleading, false or deceptive and must not omit anything that could affect the importance of such information.

9. A copy of that communication shall also be published on the Company's website: www.neurosoft.gr, in the "Investor Relations" section in particular, within the opening of the market day following the disclosure of the communication.

Article 4

Prohibitions and limitations on the Conclusion of Transactions (Black-out Period)

4.1 It is forbidden for Directors to conclude any Transaction, even through their Relatives (family), during the 30 days (Closing Period) prior to the meetings of the Board of Directors convoked in order to examine or approve:

- a) the financial statements and the consolidated financial statements;
- b) the Semiannual Report;
- c) the business plan/budget.

4.2 Derogations from the prohibitions can be permitted by the Board of Directors in cases of:

- (i) exercise of stock options or pre-emption rights regarding financial instruments, and limited to shares deriving from stock options plans, consequent transfers, provided that they have been carried out at the same time as the exercise, and (ii) exceptional situations of subjective need, properly justified by the interested person vis-à-vis the Company.

4.3 The Board of Directors of the Company, that is in cases of emergency the Chairman of the Board of Directors, even severally, reserves the right to determine additional Blackout Periods compared to those specified in the previous article 4.1, by notifying the relevant interested persons.

Article 5

Sanctions

1. Failure on the part of Relevant Persons to comply with the provisions of this procedure, which may result in failure on the Company's part to comply with the provisions of the AIM Italia Issuers' Regulations and the Regulation, may result in various types of sanctions against the same company (private warning, the imposition of a financial penalty, withdrawal of admission of the Shares to AIM Italia, publication of the measure of imposition of the financial penalty).

2. Should the Company or a Subsidiary and/ or affiliate incur financial penalties for violation of the provisions on corporate information due to failure to comply with the principles set out in this Procedure or established by law or the applicable regulations, the Company or a Subsidiary should take legal action against those responsible for such violations, in order to be indemnified for costs related to the payment of such penalties.

3. In any case, the violation of the provisions of this Procedure, even when it does not result in conduct directly sanctioned by the Judicial Authorities or the Italian Stock Exchange, may cause serious damage to the Company, even in terms of image, with important consequences on the economic and financial plan, and shall be a cause for interruption of the existing relationship for justified reason. The violation, therefore, entails the possibility for the Company to require the offender to provide reimbursement for damages suffered by the Company and the Group.

Article 6

Processing of personal data

1. For the purposes of this Procedure, the Company may be required to process personal data of Relevant Persons. Relevant Persons are therefore required to give their consent to the processing of their personal data, by the Company or by managers and/or appointees designated by the Company, pursuant to and within the terms of Legislative Decree n. 196/2003 and subsequent modifications, being aware of the following:

i. the purposes and methods of processing for which the data is intended;

ii. the obligatory or optional nature of disclosure of the data;

iii. the persons or the categories of persons to whom the data can be communicated and the scope of the dissemination of the data;

iv. the rights set out in art. 7 of Legislative Decree n. 196/2003 and any other applicable legislation;

v. the name and surname, the denomination or business name and domicile, the place of residence and the headquarters of the owner and the person responsible as well:

- Company: Neurosoft SA

-Responsible: Alexandra Andriopoulou

2. In case potential modifications to the present Procedure need to be made in virtue of a change in legislation, and regulations, applicable to issuers with Financial Instruments listed on Multilateral Trading Facilities, they will need to be approved by the Board of Directors of the Company, on a reasoned proposal of the Managing Directors.

3. The modifications and / or additions to the provisions shall be communicated to the Relevant Persons, indicating the date of entry into force of the new or modified provisions.