



**Extraordinary General Meeting of Neurosoft S.A. approves the merger through absorption of its subsidiary Kestrel Information Systems S.A.**

**Athens, 25 November 2014** –The Company announces that the Extraordinary General Meeting approved the merger through absorption of Kestrel Information Systems S.A.. The Extraordinary General Meeting was held today, Tuesday, 25 November 2014 and was attended by shareholders, either in person or by proxy, representing 22,683,473 shares out of a total of 25,000,000 shares, i.e. 90,53% of the paid up share capital. Neurosoft, traded on Milan's AIM Italia market ([GRS802003004](#), [Reuters NRST.MI](#), [Bloomberg NRST:IM](#)), has Integrae SIM SpA as its Nominated Adviser and Specialist.

The Shareholders' meeting adopted the following resolutions:

**1<sup>st</sup> item:**

The General Meeting has passed a resolution unanimously/ by a majority of 90,53% of the shares and votes represented in the Meeting on:

- a) the approval of the merger through absorption of the Company under the name "KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME" in accordance with the provisions of articles 68 par. 2 and 69-77a of Codified Law 2190/1920, as well as the provisions of articles 1-5 of Law 2166/1993, as in force today and
- b) the approval of the common draft Merger Deed dated July, 2<sup>nd</sup> 2014 regarding the merger of the Company under the name "NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION" through absorption of the Company under the name "KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME", as well as the reports that have been drawn up and the relevant statements of the Board of Directors.

**2<sup>nd</sup> item:**

The General Meeting has granted Mr. Nikolaos Vasilonikolidakis, Managing Director of the Company, unanimously/by a majority of 90,53% of the shares and votes represented in the Meeting, the express and special mandate, the power of attorney and the right to sign before the competent Notary the relevant notarial deed of merger of the Company under the name "NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION" through absorption of the

Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME” and , acting in the name and on behalf of the Company in the interest of defending and serving the objectives and interests of the Company, proceed to any other declaration, statement, application, action or legal transaction, which is considered appropriate, necessary and advisable for the appropriate implementation and completion of the merger process.

**3<sup>rd</sup> item:**

The General Meeting has passed a resolution unanimously/by a majority of 90,53% of the shares and votes represented in the Meeting on the increase of the share capital of the Absorbing Company as a result of the merger: a) by the amount of €204,607.76, which corresponds to the remaining contributed share capital of the Absorbed Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME” and b) by the amount of €0.14 as a result of capitalization of part of the share premium reserve account, that is by the total amount of €204,607.90. As a result of the aforementioned resolution, the share capital of the Company today amounts to €8,954,607.90 and is divided into 25,584,594 ordinary registered shares.

**4<sup>th</sup> item:**

The General Meeting has passed a resolution unanimously/by a majority of 90,53% of the shares and votes represented in the Meeting on the approval of all actions, statements and transactions of the Members of the Board of Directors of the Company and of its agents and representatives within the framework and for the purposes of the merger of the Company under the name “NEUROSOFT SOCIÉTÉ ANONYME SOFTWARE PRODUCTION” through absorption of the Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME”.

**5<sup>th</sup> item:**

The General Meeting has passed a resolution unanimously/by a majority of 90,53% of the shares and votes represented in the Meeting on the authorisation to the Board of Directors for the settlement of any fractional rights, of which new shares shall not be issued, on the way of distribution of the new shares and the regulation of every other issue arising from the aforementioned merger.

**6<sup>th</sup> item:**

The General Meeting has passed a resolution unanimously/by a majority of 90,53% of the shares and votes represented in the Meeting on the amendment of article 3 of the Company's

Articles of Association in order for the field of activity of the Absorbed Company under the name “KESTREL INFORMATION SYSTEMS SOCIÉTÉ ANONYME” to be included in the scope of the Company.

**7<sup>th</sup> item:**

The General Meeting has passed a resolution unanimously/by a majority of 90,53% of the shares and votes represented in the Meeting on the relocation of the Company from the Municipality of Maroussi in Attica to the Municipality of Iraklio in Attica and the consequent amendment of article 2 of its Articles of Association.

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**Neurosoft S.A.**, a Greek company listed on the AIM Italia market, organized and managed by the Italian Stock Exchange ([ISIN GRS802003004](#), [Reuters NRST.MI](#), [Bloomberg NRST:IM](#)), today is a software provider supplying solutions that optimize business and operational processes with a view to maximize customer profitability. Neurosoft’s innovative integrated software systems in factoring, sports betting, business intelligence, liability management, transactional systems, and the implementation of mission critical applications have provided tools to financial institutions, stock exchanges, telecom companies and sports betting operators to increase operating efficiencies, act on well-depicted real-time risk and liability analysis, and increase revenues and bottom line capitalizing on sophisticated predictive analytics. Neurosoft was founded in 1994 and became the first company to be floated in the AIM Italia market of the Milan Stock Exchange in 2009. Based in Athens, Neurosoft has a multinational presence in Romania, Albania, Serbia, Bulgaria, Cyprus and Dubai. Integrae SIM S.p.A is Neurosoft’s Nominated Adviser and Specialist for the AIM Italia market.

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