

Iraklio Attica, Friday, 21<sup>st</sup> May 2021

Press release



### **Extraordinary General Meeting of Neurosoft S.A**

**Iraklio Attica, Friday 21st May 2021** – The extraordinary Shareholders' General Meeting of Neurosoft, a fully integrated ICT Company with Software Development, System Integration and Information Technology Security Capabilities, traded on Milan's AIM Italia market (GRS802003004, Reuters NRST.MI, Bloomberg NRST:IM), having Banca Intermobiliare SpA as its Nominated Adviser was held today and approved the demerge by way of spin off its Fintech & Analytics segment and its contribution into a new entity to be incorporated into a Societe Anonyme, 100% Subsidiary of Neurosoft S.A. ("TensorFin Single Member Societe Anonyme") following the proposal of the BoD dated 19th April 2021 (see Press release on the same date).

This spin off essentially aims at the organizational segregation and at the specialization of the Company's business activities.

The Shareholders' Meeting was attended by four (4) shareholders, by proxy, representing 21.502.537 shares out of a total of 25,584,594 shares, i.e. 84,04 % of the paid-up share capital.

In particular, the Shareholders' Meeting passed the following resolutions according to the daily agenda items:

**1. 1. Submission and approval of a) the Demerger Draft Deed dated 19.04.2021 of the company named NEUROSOFT SOFTWARE PRODUCTION SOCIETE ANONYME by way of spin off of the Fintech Business segment and its contribution to a new company**

**pursuant to the provisions of article 57 par. 3 of the L. 4601/2019 as well the provisions of L. 4548/2018, as in force, b) the Report of the Board of Directors on the above Demerger Draft Deed and c) the report of the Certified Auditors with includes the validation of the segment in accordance with article 17 of L. 4548/2018 and the examination of the Demerger Draft terms as of the provisions of article 62 of L. 4601/2019 .**

Following a thorough discussion among the shareholders as well as those represented, 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 84,04%, approved:

a) the Demerger Draft Deed dated 19.04.2021 of the company named NEUROSOFT SOFTWARE PRODUCTION SOCIETE ANONYME by way of spin off of a segment and its contribution to a new company pursuant to the provisions of article 57 par. 3 of the L. 4601/2019 as well the provisions of L. 4548/2018, as in force,

b) the Report of the Board of Directors on the above Demerger Draft Deed and

c) the report of the Certified Auditors with includes the validation of the segment in accordance with article 17 of L. 4548/2018 and

d) the examination of the Demerger Draft terms as of the provisions of article 62 of L. 4601/2019

**2. Approval of the Demerger by way of spin off of the specific segment and its contribution to a new company to be incorporated in accordance to the provisions of article 57 par. 3 of L. 4601/2019 and the provisions of L. 4548/2018, as in force.**

The General Meeting of the shareholders

a) unanimously and by a majority of 84,04 % approved the demerger of the société anonyme with the corporate name “NEUROSOFT SOFTWARE PRODUCTION SOCIETE ANONYME”, by way of spin off of the Fintech business segment pursuant to articles 54 para. 3, 57 para. 3 and 59-74 and 83-87 of L. 4601/2019, L. 4548/2018 and article 52 of L. 4172/2013 and

b) unanimously and by a majority of 84,04 % approved the incorporation of a new company (Beneficiary) under the name “ TensorFin Single Member Societe Anonyme” and its articles of incorporation including the appointment of the first Board of Directors to be Mrs Nikolaos Vasilonikolidakis, Epameinondas Paschalidis and Petros Xarchakos and the auditors, pursuant to article 16 of law 2515/1997, par. 3 of article 54, par. 3 of article 57 and articles 59-74 (inclusive) and 140 of law 4601/2019, as in force, as well as all the actions, statements and announcements made by the Board of Directors and/or any other representative of the Company regarding the Demerger.

**3. Appointment of the Company’ s representative to sign before a notary public the notarial deed of the demerge by way of spin off and the incorporation of the new societe anonyme.**

The General meeting voted unanimously and by a majority of 84,04 % and appointed Mr. Epameinondas Paschalidis as the person to be authorized to sign the final Demerger Deed, including the Beneficiary’s Articles of Incorporation, which shall be drawn by means of a notarial deed under the basic terms of the Draft Demerger Deed as well as any supplementary, ancillary, amending or additional act, to sign, each acting individually, any other necessary document, application or statement and to proceed with any relevant, necessary or advisable action to complete the Demerger. The above authorized person may further authorize the Company’s attorneys, consultants or Employees to carry out the same above mandates, in whole or in part; and during and until the completion of the Demerger, to draw up, sign, submit and receive statements, applications and, generally, any other relevant document and to take any necessary action before any supervisory authority and/or body and/or public or private organization, in Greece and abroad (related to notifications to AIM Milan Stock Exchange) for the purpose of receiving all the necessary approvals required for the completion of the Demerger, pursuant to the legislative and regulatory framework, as in force each time. The above authorized person

may further authorize the Company's attorneys, consultants or Employees to carry out the same above mandates, in whole or in part.

#### 4. Other announcements and approvals

There are no other announcements or approvals.

*The full text of the resolutions of the annual Ordinary General Meeting can be found on the company's website: [www.neurosoft.gr](http://www.neurosoft.gr)*

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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), was founded in 1994 with the vision to provide superior products, innovative solutions and exclusive services to its international clients. Neurosoft is a fully integrated ICT company with Software Development, System Integration and Information Security capabilities. The staff headcount exceeds 200+ highly skilled employees with deep experience in their field. The company is based in Athens with presence in Cyprus, UAE and UK.

Business areas covered by Neurosoft:

- **Fintech:** Design and development of a unique ecosystem for Sales & Supply Chain Finance Operators with fully customized Business Intelligence & Risk Management modules using topnotch technologies such as BlockChain and IoT. In an ever-changing financial landscape where the need for liquidity is overwhelming, our almost 20-year experience in the field is transformed into valuable solutions that meet your day-to-day financing demands
- **Cyber Security:** Provision of high-end Cyber Security solutions and services and development of innovative security products. In a world of viruses, malwares, and hacktivists, Neurosoft has compiled a suite of practical and technologically advanced tools and methods to significantly enhance the protection of your mission-critical data
- **System Engineering:** Design, implementation, operation and support of large-scale ICT infrastructure solutions for Operators of Critical Networks and Critical National Infrastructure Stakeholders. Our vast experience in complex projects makes Neurosoft the ideal partner for any ICT infrastructure requirement

The company is committed to client impact, continuous investments in R&D, innovation, adoption of advanced methodologies and well-known international standards (ISO9001 & 27001, OHSAS18001, OWASP). It demonstrates a track record of successful local & international group (multi-country) installations & continuous technical support, always on time – on budget – on spec.

In 2019, Neurosoft was nominated ORACLE – Partner of the Year Innovation for CEE.

As of today, Banca Intermobiliare S.p.A. is Neurosoft’s Nominated Adviser for the AIM Italia market.

*Press release available on*

[www.neurosoft.gr](http://www.neurosoft.gr) For further

information please contact:

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