



19th Ordinary General Meeting

DOCUMENT FOR APPOINTING A REPRESENTATIVE

To
ORGANIZATION OF FOOTBALL PROGNOSTICS S.A. (O.P.A.P. S.A.)
Investor Relations Team
112, Athinon Avenue,
104 42 Athens
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DOCUMENT FOR THE APPOINTMENT OF A REPRESENTATIVE
TO PARTICIPATE AT THE SHAREHOLDERS ORDINARY GENERAL MEETING
OF THE SOCIÉTÉ ANONYME
ORGANIZATION OF FOOTBALL PROGNOSTICS S.A. (hereinafter "O.P.A.P. S.A.")

Reg. Number G.E.MH. 3823201000
(Reg. Number AP.M.A.E. 46329/06/B/00/15)

The undersigned shareholder / legal representative of the legal person that is O.P.A.P. S.A.'s
shareholder:

NAME

FATHER'S NAME

NAME OF LEGAL PERSON

ADDRESS / HEADQUARTERS:

ID NUMBER/ Reg. Number at the Company's Register G.E.M.I.

TELEPHONE NUMBER: _____

NUMBER OF SHARES: _____ / or total number of shares owned for which I have the
right to vote on the corresponding Record Date

INVESTOR ACCOUNT (DSS ACCOUNT): _____

SECURITIES ACCOUNT: _____



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I have taken note of the Invitation of the Ordinary General Meeting of O.P.A.P. S.A., that will take place on Wednesday, the 22th of May 2019, at 14:00, at the headquarters of the Company, 112, Athinon Avenue, Athens, and I hereby notify to you my intention to participate in the Ordinary General Meeting of O.P.A.P. S.A. and to exercise my voting rights arising from the above mentioned shares or from the total number of shares owned, for which I will have the right to vote, on the corresponding Record Date, by law, through my representative(s). Therefore, I authorize OPAP's representative:

☐ **Mr. Nikos P. Polymenakos, O.P.A.P S.A.'s Investor Relations Director,**

or

☐ to be filled in if you wish to appoint other proxies of your likeness:

1. (name of representative) _____, of
(father's name) _____, resident of _____,
street _____, street number _____, with ID/Passport Number
_____, issued on _____ by _____.

2. (name of representative) _____, of
(father's name) _____, resident of _____,
street _____, street number _____, with ID/Passport Number
_____, issued on _____ by _____.

3. (name of representative) _____, of
(father's name) _____, resident of _____,
street _____, street number _____, with ID/Passport Number
_____, issued on _____ by _____.

by giving the order, the power and the right, acting jointly or each one of the above mentioned individually (erase in an appropriate manner), to represent me in the abovementioned Ordinary General Meeting of O.P.A.P S.A., so as to participate in the relevant discussion of the items on the daily agenda, to vote on such items on the daily agenda at his/her/their discretion, to exercise all my legal rights at the Ordinary General Meeting of O.P.A.P. S.A. and, in general, to act in whatever necessary for my legal participation in the abovementioned Ordinary General Meeting.

I hereby approve every action of the above person(s) that will take place within the scope of the present authorization, as legal, valid and binding.

In case I decide to attend the abovementioned Ordinary General Meeting of O.P.A.P. S.A. in person, this authorization shall be deemed invalid provided however that I have notified the Company in writing of such revocation of the present authorization at least forty eight (48) hours prior to the corresponding date of the Ordinary General Meeting.

The present authorization is valid ☐ / is not valid ☐ and at any other Repeat General Meeting or after a



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recess or postponement, etc. Meeting, in particular the Repeat General Meeting that will take place on Monday, the 3rd of June, 2019, at 14:00, at the headquarters of the Company at the above defined place (in accordance with the provisions of the Ordinary General Meeting).

AGM Agenda (Outline description)

	FOR	AGAINST	ABSTAIN
FOR ALL THE ITEMS ON THE DAILY AGENDA			

VOTING

Please mark the corresponding column with an "X"

ITEM 1	FOR	AGAINST	ABSTAIN
Submission and approval of the Company's Financial Statements and of the Consolidated Financial Statements for the nineteenth (19 th) fiscal year (from the 1 st of January 2018 to the 31 st of December 2018) and of the relevant Directors' Report and Auditors' Report.			
ITEM 2	FOR	AGAINST	ABSTAIN
Approval of the distribution of earnings for the nineteenth (19 th) fiscal year (from the 1 st of January 2018 to the 31 st of December 2018).			
ITEM 3	FOR	AGAINST	ABSTAIN
Approval of five-year scrip dividend program (2019 – 2023).			
ITEM 4	FOR	AGAINST	ABSTAIN
Granting of authorization to the Board of Directors of the Company for the extra-ordinary share capital increase of the Company relevant to the 3 rd item here above.			
ITEM 5	FOR	AGAINST	ABSTAIN
Approval of the distribution of part of the Net Profits of the financial year 2018 of the Company to Executive Members of the Board of Directors and other Key Management Personnel of the Company.			



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ITEM 6	FOR	AGAINST	ABSTAIN
Approval of the overall management of the Company per article 108 of Law 4548/2018, as in force, and discharge of the Statutory Auditors of the Company from any liability for compensation for the nineteenth (19 th) fiscal year (from the 1 st of January 2018 to the 31 st of December 2018).			
ITEM 7	FOR	AGAINST	ABSTAIN
Approval of compensation and remuneration to the Members of the Board of Directors for the nineteenth (19 th) fiscal year (from the 1 st of January 2018 to the 31 st of December 2018) pursuant to Article 24 of Codified Law 2190/1920.			
ITEM 8	FOR	AGAINST	ABSTAIN
Approval of the Company's Remuneration Policy as per article 110 par. 2 of Law 4548/2018, as in force.			
ITEM 9	FOR	AGAINST	ABSTAIN
Pre-approval of the provision of compensation and remuneration to the Members of the Company's Board of Directors for the current twentieth (20 th) fiscal year (from the 1 st of January 2019 to the 31 st of December 2019) as well as provision of permission for advance payment of the remuneration to the members of the Company's Board of Directors for the time period until the following ordinary general meeting, pursuant to Article 109 of Law 4548/2018, as in force.			
ITEM 10	FOR	AGAINST	ABSTAIN
Selection of certified Auditors for the audit of the financial statements of the Company for the current twentieth (20 th) fiscal year (from the 1 st of January 2019 to the 31 st of December 2019) and for the issuance of the annual tax report.			
ITEM 11	FOR	AGAINST	ABSTAIN
Provision of permission as per article 98 par. 1 of Law 4548/2018, as in force, to the Board of Directors' Members and the officers and directors of the Company's Teams for their participation in the Boards of Directors or in the management of the Group's subsidiaries and affiliates.			

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ITEM 12			
Provision of specific permission for contracts executed by the Company with related parties until the 31 st of December 2018 pursuant to Article 23a of Codified law 2190/1920.	FOR	AGAINST	ABSTAIN
A. For <u>ALL</u> contracts with Related Parties executed until the 31st of December 2018 under item 12A			
12A1. Extension of the trademark license agreement between the Company and Hellenic Lotteries S.A.			
12A2. Agreement between the Company and Neurosoft S.A. for construction of a new software system (BOLT)			
12A3. 2nd Amendment of the agreement for the provision of services between Horse Races S.A. and the Company in order to include Security Services offering			
12A4. Frame Agreement between the Company and Aegean Oil S.A. for the supply of heating and transportation diesel fuel at OPAP's premises at 112 Athinon Av.			
12A5. Frame Agreement between the Company and Neurosoft S.A. for the provision of software development services			
12A6. Extension of the amendment of frame services agreement between the Company and Neurosoft S.A. for the provision of warehousing, logistics and maintenance services in respect of VLT's			
12A7. 2nd Amendment of the Frame Services Agreement between the Company and Neurosoft S.A. for the provision of Field services to OPAP Stores in Cyprus			
12A8. 30 Agreements between the Company, OPAP SERVICES S.A. and 30 different OPAP Agents respectively, arranging the terms and conditions which apply regarding the removal of VLTs from their Agencies.			
B. For <u>ALL</u> corporate Guarantees provided to Third Parties until the 31st of December 2018 in favor of Related Parties & Subscription Agreements in relation to Bond Loans issued by Related Parties until the 31st of December 2018.			
12B1. Corporate Guarantee in favor of Hellenic Lotteries S.A.			
12B2. Corporate Guarantee in favor of Hellenic Lotteries S.A. for the amendment of Bond Loan with ALPHA BANK S.A. of amount up to €50,000,000			



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12B3. Subscription Agreement between the Company and Hellenic Lotteries S.A. for the amendment of Bond Loan with ALPHA BANK S.A. of amount up to €50,000,000			
12B4. Subscription Agreement between the Company and Tora Direct S.A. in relation of a Bond Loan amounted up to €3,500,000			
12B5. Subscription Agreement between the Company and Horse Races S.A. in relation of a Bond Loan amounted up to €5,000,000			
ITEM 13	FOR	AGAINST	ABSTAIN
Provision of approval for the acquisition of the Company's own shares pursuant to articles 49 and 50 of Law 4548/2018, as in force.			
ITEM 14	FOR	AGAINST	ABSTAIN
Adaptation of the Company's Articles of Association with the new company law 4548/2018, as in force and further amendments of the Company's Articles of Association.			

Athens, ____/____/2019

The Undersigned Shareholder/The Legal Representative of Legal Person

Signature & Name

Seal of the Legal Person (if applicable)

Please either fax the above to OPAP Investor Relations Team at fax no.: +30 210 5798 931 or send by post at the company's headquarters: OPAP, 112, Athinon Avenue, 104 42 Athens, Greece.