



## **"ORGANIZATION OF FOOTBALL PROGNOSTICS S.A."**

### **RESOLUTIONS OF THE 19<sup>th</sup> ORDINARY GENERAL MEETING OF**

### **"ORGANIZATION OF FOOTBALL PROGNOSTICS S.A." ("OPAP S.A.") OF**

**22<sup>nd</sup> OF MAY, 2019**

The nineteenth (19<sup>th</sup>) Ordinary Shareholders General Meeting of OPAP S.A. took place on Wednesday, 22<sup>nd</sup> of May, 2019 at 14:00, at its headquarters, at 112 Athinon Ave., Athens, Attica. 576 shareholders of the Company representing 242,960,370 shares, out of a total of 319,000,000<sup>1</sup> shares, i.e. 76.60% of the Company's share capital, were present or represented and voted at the Meeting.

#### **The Annual General Meeting decided as follows:**

**Item 1<sup>st</sup>:** Approved the Company's Annual Financial Statements and the consolidated Annual Financial Statements for the nineteenth (19<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2018 until the 31<sup>st</sup> of December 2018) as well as the relevant Directors' Report and Auditors' Report. **(approval of 99.58%);**

**Item 2<sup>nd</sup>:** Approved the proposed by the Board of Directors distribution of earnings of a total gross amount of euros two hundred twenty two million nineteen thousand two hundred sixty three and twenty cents (euros 222,019,263.20), and decided the distribution of a total gross dividend of 0.70 euro per share prior to the tax withhold for the fiscal year 2018. Since the amount of 0.10 euro per share has already been distributed to the shareholders as interim dividend pursuant to the dated 11.09.2018 decision of the Company's Board of Directors, the remaining dividend for the fiscal year 2018 amounts to 0.60 euro per share prior to the relevant tax withhold. Eligible to receive the dividend are OPAP's registered shareholders on Thursday, 27.06.2019 (record-date). The Ex-dividend date for the remaining dividend of the fiscal year 2018 will be Wednesday, 26.06.2019. The payment of the remaining dividend will commence on Monday, 15.07.2019 and will be processed via the entitled shareholder's Dematerialized Security System's Operators and via the network of Piraeus Bank **(approval of 99.44%);**

**Item 3<sup>rd</sup>:** Approved the introduction of a five-year scrip dividend program (2019 - 2023) and granted the Board of Directors of the Company for the determination of the specific terms of the Program on an annual basis, in implementation of the aforementioned general terms of the Program as the latter was approved by the Shareholders' General Meeting. **(approval of 99.00%);**

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<sup>1</sup> It shall be noted that 1.829.624 own shares of the Company, pursuant to paragraph 1 of article 50 of Law 4548/2018, are not calculated both for the purposes of quorum and the voting process.



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**Item 4<sup>th</sup>:** Approved the 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<sup>rd</sup> item here above, in particular, per the provisions above, for a five-year period from 2019 to 2023 up to the amount of fifty million Euros (€50,000,000.00), upon issuance of up to 160.000.000 new ordinary, nominal and indivisible voting shares, pursuant to article 24 of Law 4548/2018, clarifying that the relevant authorization will cover all matters relating to the implementation of the general terms of the Program which are defined by the decision of the Annual General Meeting of the Shareholders, including the amendment of article 5 (entitled “Share Capital – Shareholders”) of the Articles of Association of the Company **(approval of 95.54%);**

**Item 5<sup>th</sup>:** Approved the distribution of part of the Net Profits of the financial year 2018 of the Company to Executive Members of the Board Directors and other Key Management Personnel of the Company, due to target performance, following the recommendation of the Company’s Remuneration and Nomination Committee, based on the evaluation of their work and according to certain pre-determined performance criteria. Moreover, authorized the Company’s Board of Directors to administer and implement the distribution of Part of the Company’s Net Profits of the fiscal year 2018, within the boundaries of the applicable legislation and within the scope of the abovementioned terms and conditions and always following the relevant recommendations of the Remuneration and Nomination Committee. **(approval of 99.41%);**

**Item 6<sup>th</sup>:** Approved the overall management of the Company per article 108 of Law 4548/2018, as in force, and discharged the Statutory Auditors of the Company from any liability for compensation for the nineteenth (19th) fiscal year (from the 1st of January 2018 to the 31st of December 2018) **(approval of 99.14%);**

**Item 7<sup>th</sup>:** Approved the compensation and remuneration to the Members of the Board of Directors for the nineteenth (19th) fiscal year (from the 1st of January 2018 to the 31st of December 2018) pursuant to Article 24 of Codified Law 2190/1920. **(approval of 99.10%);**

**Item 8<sup>th</sup>:** Approved the Company’s Remuneration Policy as per article 110 par. 2 of Law 4548/2018, as in force **(approval 98.37%);**

**Item 9<sup>th</sup>:** Pre-approved the provision of compensation and remuneration to the Members of the Company’s Board of Directors for the current twentieth (20th) fiscal year (from the 1st of January 2019 to the 31st 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. **(approval of 98.92%);**



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**Item 10<sup>th</sup>:** Appointed the Certified Auditing Accounting Company “PRICEWATERHOUSECOOPERS SA” (SOEL Reg. no. 113) for the audit of the financial statements of the Company for the current twentieth (20<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2019 to the 31<sup>st</sup> of December 2019) and for the issuance of the annual tax report (approval of 99.71%);

**Item 11<sup>th</sup>:** Provided 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 **(approval of 100%)**;

**Item 12<sup>th</sup>:**

**A.** Approved contracts executed with related parties pursuant to Article 23a of Codified law 2190/1920 **(approval of 99.75%, with the exception of item A1 that was approved with 99.84%)**;

**B.** Provided specific permission, pursuant to Article 23a of Codified law 2190/1920, for Corporate Guarantees provided to Third Parties until the 31<sup>st</sup> of December 2018 in favor of Related Parties & Subscription Agreements in relation to Bond Loans issued by Related Parties until the 31<sup>st</sup> of December 2018 **(approval of 99.75%)**;

**Item 13<sup>th</sup>:** Approved the acquisition of the Company’s own shares for the scopes and uses allowed by the law, in accordance with the specific stipulations of articles 49 and 50 of Law 4548/2018, as in force today, and in connection to the provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council, on market abuse and of its supplementing Commission Delegated Regulation (EU) 2016/1052, with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures, and granted special authorization to the Board of Directors of the Company in order at its discretion either a) to engage in any and all necessary actions for the fulfillment of the above mentioned or/and b) to further delegate such authorization to third parties **(approval of 99.18%)**;

**Item 14<sup>th</sup>:** Approved the 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, and in particular the amendment of 29 articles in total of the Company’s Articles of Association (more precisely of articles 2, 6, 7, 8, 9, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 35, 36 and 37), pursuant to the Company’s Board of Directors’ proposal to the Shareholders General Meeting, and granted a mandate and authorization to the Executive Chairman of the Board of Directors, Mr. Kamil Ziegler, or the A’ Vice-Chairman of the Board of Directors, Mr. Spyridon Fokas, so that each one of them acting individually in the name and on behalf of the Company, to draft and execute the new copy of the company’s Articles of Association that shall include the aforementioned amendments and to this regard: (i) to sign any and all necessary documents for the amendment and publication of the Company’s Articles of Association and for the completion of his



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mandate; and (ii) engage in any and all necessary actions that are in any way related and necessary for the above mentioned purpose (**approval of 96.38%**).

The voting breakdown for each resolution is available on the Company's website:

[https://investors.opap.gr/~media/Files/O/Opap-IR/06052019/Voting%20Results%2019th%20AGM\\_eng.pdf](https://investors.opap.gr/~media/Files/O/Opap-IR/06052019/Voting%20Results%2019th%20AGM_eng.pdf)

in accordance with article 133, paragraph 2 of Law 4548/2018, as in force.

**OPAP S.A.**

**ATHENS, 23.05.2019**