



#### **Additional Information on Agenda Item 14**

### **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.**

In connection to the mentioned below proposed amendment of paragraph 2 of Article 8 of the Articles of Association of OPAP S.A.:

#### **Article 8**

#### **Increase in Share Capital and Pre-emption rights-Granting option to acquire shares-Reducing and Amortising Share Capital**

...

**2. a.** It is explicitly stated that, by decision of the General Meeting (which is subject to the publication formalities of Article 13 of Law 4548/2018 as it is in force), the Board of Directors may be granted such power as to increase, by means of a decision taken by at least a two-thirds (2/3) majority of all the members of the Board, the share capital, in part or in whole, by issuing new shares up to an amount not exceeding three times the share capital paid-up on the date such powers were granted to the Board of Directors.

a. Such powers granted to the Board of Directors may be renewed by the General Meeting for a time period of no longer than five (5) years for each renewal and which shall commence on the date the previous five-year period expires. Such decision by the General Meeting shall be subject to the publication formalities of Article 13 of Law 4548/2018 as it is in force”.

**Please be provided with the following clarifications:**

- a) The possibility proposed under paragraph 2 of article 8 of the Articles of Association that the Board of Directors of the Company may be authorised to decide upon the share capital increase of the Company by a decision of the General Meeting of the Company taken with increased majority is not something proposed by the new company law 4548/2018. It existed in the previous company law and as such the exact wording is depicted in the Articles of Association of the Company that are currently in force.**
- b) The only amendments proposed in connection to this paragraph are i) the deletion of the first phrase because it refers to a paragraph of the article that no longer exists in the law, b) the amount of such share capital increase with the issuance of new shares which according to paragraph 1.b of article 24 of the new company law 4548/2018 may not exceed three times the share capital already paid up on the date of such authorisation whereas in the previous company law the amount of such share capital increase could not exceed the amount of the paid up share capital and ii) the references to articles of the old company law were replaced with the references to the corresponding articles of the new company law.**



For the avoidance of doubt, please find below the text of the relevant paragraph of article 8 of the currently in force Articles of Association of the Company:

“2.a. Without prejudice to Para. 4 to this article, it is explicitly stated that, by decision of the General Meeting (which is subject to the publication formalities of Article 7b of Codified Law 2190/1920 as it is in force), the Board of Directors may be granted such power as to increase, by means of a decision taken by at least a two-thirds (2/3) majority of all the members of the Board, the share capital, in part or in whole, by issuing new shares up to an amount not exceeding the share capital paid-up on the date such powers were granted to the Board of Directors.

b. Such powers granted to the Board of Directors may be renewed by the General Meeting for a time period of no longer than five (5) years for each renewal and which shall commence on the date the previous five-year period expires. Such decision by the General Meeting shall be subject to the publication formalities of Article 7b of Codified Law 2190/1920 as it is in force”.

c) Please note this is solely a possibility and can only be exercised provided that a decision of the General Meeting to grant such authorisation to the Board of Directors is reached with increased majority and even in that case the decision of the General Meeting may specify the amount of the share capital increase, which in any case cannot be exceed three times the paid up share capital at the day that such decision is reached.

## Summary

- Any potential future share capital increase requires a prior Shareholder General Meeting with increased qualified majority (2/3 approval and at least 67% quorum).
- The precise terms (i.e. the exact amount of a potential future share capital increase and the exact timing that such share capital increase shall take place) as well as the rationale behind any share capital increase will be subject to the prior approval of the shareholders.
- Any such corporate action would only be proposed in exceptional circumstances and only if the Board determines it is in the long-term interest of Shareholders.