



“ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.”

INVITATION

TO THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER
THE BUSINESS NAME

"ORGANIZATION OF FOOTBALL PROGNOSTICS S.A." (the “Company”)

G.E.MI. REGISTRATION NUMBER 3823201000

(FORMER A.P.M.A.E. REGISTRATION NUMBER 46329/06/B/00/15)

TO THE **NINETEENTH (19th) ORDINARY GENERAL MEETING**

(FISCAL YEAR 01/01/2018 – 31/12/2018)

In accordance with the Law, the Company’s Articles of Association and the resolution dated 30.04.2019, of the Board of Directors of the “ORGANISATION OF FOOTBALL PROGNOSTICS S.A.” (“OPAP S.A.”), the Board of Directors of the Company invites the Shareholders of the Company to the nineteenth (19th) Ordinary General Meeting which will be held on **Wednesday, the 22th of May, 2019, at 14:00** at the Company's offices which are situated at the Company’s statutory seat in Athens, Attica, at 112, Athinon Ave., in order to discuss and decide upon the following items of the Daily Agenda:

ITEMS ON THE DAILY AGENDA – A.G.M. 22.05.2019

Item 1st: Submission and approval of the Company’s Financial Statements and of the Consolidated Financial Statements for the nineteenth (19th) fiscal year (from the 1st of January 2018 to the 31st of December 2018) and of the relevant Directors’ Report and Auditors’ Report.

Item 2nd: Approval of the distribution of earnings for the nineteenth (19th) fiscal year (from the 1st of January 2018 to the 31st of December 2018).

Item 3rd: Approval of five-year scrip dividend program (2019 – 2023).

Item 4th: Granting of authorization to the Board of Directors of the Company for the extra-ordinary share capital increase of the Company relevant to the 3rd item here above.



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Item 5th: 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.

Item 6th: 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 (19th) fiscal year (from the 1st of January 2018 to the 31st of December 2018).

Item 7th: Approval of 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.

Item 8th: Approval of the Company's Remuneration Policy as per article 110 par. 2 of Law 4548/2018, as in force.

Item 9th: Pre-approval of 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.

Item 10th: Selection of certified Auditors for the audit of the financial statements of the Company for the current twentieth (20th) fiscal year (from the 1st of January 2019 to the 31st of December 2019) and for the issuance of the annual tax report.

Item 11th: 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.

Item 12th: Provision of specific permission for contracts executed by the Company with related parties until the 31st of December 2018 pursuant to Article 23a of Codified law 2190/1920.

Item 13th: 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.



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Item 14th: 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 the event that the required decision quorum is not met, the **Repeat Ordinary General Meeting** of the Shareholders will be convened on **Monday, the 3rd of June, 2019, at 14:00** at the Company’s offices and headquarters, at 112, Athinon Ave., Athens, Attica.

In the case of a Repeat Ordinary General Meeting, a new invitation will not be published.

In accordance with Law 4548/2018 as in force, as currently in force, the Company informs its shareholders on the following:

A. RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING

The right to participate or vote at the Ordinary General Meeting and/or at Repeat Ordinary General Meeting is held by anyone who appears as a Shareholder in the dematerialized securities system files which HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE S.A. (HELEX) manages, where the Company’s securities are kept, on the **17th of May, 2019** or at the beginning of the fifth (5th) day prior to the Ordinary General Meeting (record date). Proof of Shareholder status is evidenced either through written confirmation from HELEX or, alternatively through the Company’s electronic connection with HELEX’s files.

Those entitled to vote and participate at the Ordinary General Meeting are only individuals who qualify as Shareholders on the relevant Record Date. Note that the exercise of participation and voting rights does not presuppose the blocking of neither the beneficiary’s shares nor the adherence to another similar procedure, which restricts the possibility of the sale and transfer of such shares during the period between the Record Date and the Ordinary General Meeting or the Repeat Ordinary General Meeting.



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B. PROCESS FOR THE EXERCISING OF THE RIGHT TO VOTE THROUGH A REPRESENTATIVE

Each Shareholder may take part and vote either in person or by proxy by submitting the relevant authorization to the Company according to the below mentioned and can appoint up to three (3) representatives. If a Shareholder holds shares of the Company which appear in more than one securities account, the Shareholder may appoint different proxies with regard to the General Meeting for the shares appearing in each Account.

The appointment or/and the revocation or/and the replacement of a proxy takes place in writing which is then submitted to the Company at its headquarters or sent via fax, to (+30)210-5798931 or via e-mail at ir@opap.gr **at least forty eight (48) hours** prior to the date of the General Meeting. The representation form is available on the Company's website (www.opap.gr). In the case of non-compliance with the above deadline Shareholders may participate in the General Meeting unless the General Meeting refuses their participation for significant cause justifying its refusal.

A representative acting on behalf of several Shareholders may cast votes differently for each Shareholder.

The representative votes in accordance with the instructions of the Shareholder, as long as they exist, and must file the voting instructions for at least one (1) year from the date of the Ordinary General Meeting or the Repeat General Meeting in which he used his proxy.

The share representative is obliged to notify the Company, before the start of the Ordinary General Meeting, of any specific fact, which may be useful to Shareholders in ascertaining whether there is a risk that the representative may serve other interests, besides the interests of the Shareholder. In the context of the present paragraph, a conflict of interests may arise particularly if the representative is: (a) a shareholder that exercises control over the Company, or other legal person or entity that is controlled by such a shareholder, (b) a member of the Board of Directors or the management of the Company in general, or of a shareholder that exercises control of



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the Company, or of other legal person or entity that is controlled by that shareholder, which exercises control over the Company, (c) an employee or a certified auditor of the Company or of a controlling shareholder of the Company or of another legal person or entity that is controlled by a controlling shareholder, and (d) a spouse or a first-degree relative with any one of the physical persons that are mentioned in cases a) to c).

The Articles of Association of the Company do not stipulate the possibility of participation in the General Meeting via electronic means without the physical presence of the shareholders in the place where it is convened nor the possibility of distance participation of the shareholders in the voting process of the General Meeting.

C. SHAREHOLDERS' MINORITY RIGHTS

According to Article 121, paragraph 4 of Law 4548/2018, we inform Messrs. Shareholders that, inter alia, they possess the following rights under Article 141, paragraphs 2, 3, 6 and 7 of Law 4548/2018.

I. Shareholders, representing one twentieth (1/20) of the Company's paid up share capital, are entitled to request that the Company's Board of Directors includes additional agenda items in the General Meeting if the relevant application reaches the Board of Directors at least fifteen (15) days before the General Meeting. The application for the inclusion of additional items on the agenda for the General Meeting is accompanied by a justification or a draft decision to be approved at the Ordinary General Meeting. The revised agenda is then published, as in the case of the previous agenda, at thirteen (13) days before the Ordinary General Meeting date. At the same time, the revised agenda is made available to Shareholders through its being posted on the Company's website, together with the justification or the draft decision which the Shareholders have submitted, pursuant to Article 123, par. 4 of of Law 4548/2018. If these items are not published, the requesting shareholders have the right to request the postponement of the general meeting according to paragraph 5 of Article 141 of



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Law 4548/2018, and to proceed themselves to the publication, according to the provisions of the second indent of paragraph 2 of Article 141 of Law 4548/2018, at the expense of the company.

II. Shareholders, representing one twentieth (1/20) of the Company's paid up share capital are entitled to request that the Board of Directors, in line with Article 123, par.3 of of Law 4548/2018, makes available to Shareholders, at least six (6) days prior to the General Meeting date, the draft decisions submitted by such Shareholders in connection to items which have been included in the initial or possibly revised Daily Agenda, if the relevant application has reached the Board at least seven (7) days prior to the Ordinary General Meeting date.

III. Following an application made by any Shareholder submitted to the Company at least five (5) full days before the Ordinary General Meeting, the Board of Directors is then bound to make the requested specific information available with respect to Company affairs, to the extent that the requested information is relevant to the agenda items at the General Meeting. The Board of Directors may give a comprehensive reply to Shareholders' applications with the same content. Information disclosure liability does not exist, in the case that the relevant information is already available on the Company's webpage, particularly in the form of questions and answers. Also, at the request of Shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors must notify the Ordinary General Meeting regarding the amounts that have been paid to each Member of the Board or the company's directors or any benefit to these persons from any cause or company contract with them, over the last two years. In all of the above cases, the Board of Directors may decline the provision of information for an adequate and substantial reason, mentioned in the minutes.

IV. Shareholders representing one fifth (1/10) of the paid up share capital may request the Board of Directors to provide information on the progress of corporate affairs and the information relevant to the Company's assets at the General Meeting. This request must be submitted to the Company at least five (5) full days before the General



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Meeting. The Board of Directors may decline to provide the requested information by adequately and substantially justifying such refusal in the minutes of the General Meeting.

Similar deadlines for the exercise of minority rights also apply in the case of Repeat General Meetings.

In all of the cases referred to above, requesting shareholders must prove their capacity as a shareholder and, with the exception of the case of the above paragraph III, the number of shares that they own during the exercise of such a right. Such proof can be an attestation from the organization where the securities are kept or verification of Shareholder status through direct electronic connection between the organization and the Company.

D. AVAILABLE DOCUMENTS AND INFORMATION

The information of Article 123 par. 3 and 4 of Law 4548/2018, as in force which includes the present invitation, the relevant explanatory report-recommendation of the Board on the items of the Daily Agenda, the documents that will be submitted at the general assembly meeting, draft decision for every item of the suggested agenda, the representation forms as well as more precise information regarding the exercise of the above mentioned minority rights stipulated in Law 4548/2018 and the total number of shares and of the voting rights that the shares are available in electronic format on the Company's website (www.opap.gr). Also, Messrs. Shareholders may obtain the above documents in hard copy from the Company's Investor Relations Office [112 Athinon Avenue, Athens, Attica, tel. (+30)210-5798930].

ATHENS, 30.04.2019

THE BOARD OF DIRECTORS OF OPAP S.A.