



“ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.”

RESOLUTIONS OF THE 18th ORDINARY GENERAL MEETING OF

“ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.” (“OPAP S.A.”) OF

25th OF APRIL, 2018

The eighteenth (18th) Ordinary Shareholders General Meeting of OPAP S.A. took place on Wednesday, 25th of April, 2018 at 14:00, at its headquarters, at 112 Athinon Ave., Athens, Attica. 594 shareholders of the Company representing 238,331,522 shares, out of a total of 319,000,000 shares, i.e. 74.71% of the Company's share capital, were present or represented and voted at the Meeting.

The Annual General Meeting decided as follows:

Item 1st: Approved the Company's Annual Financial Statements and the consolidated Annual Financial Statements for the eighteenth (18th) fiscal year (from the 1st of January 2017 until the 31st of December 2017) as well as the relevant Company's Management Report of the Board of Directors and Certified Auditors' Report (approval of 99.72%).

Item 2nd: Approved the proposed by the Board of Directors distribution of earnings of a total gross amount of one hundred twenty-seven million one hundred twenty-six thousand nine hundred ninety nine euro and sixty cents (euro 127,126,999.60), and decided the distribution of a total gross dividend of 0.40 euro per share prior to the tax withhold for the fiscal year 2017. Since the amount of 0.10 euro per share has already been distributed to the shareholders as interim dividend pursuant to the dated 11.09.2017 decision of the Company's Board of Directors, the remaining dividend for the fiscal year 2017 amounts to 0.30 euro per share prior to the relevant tax withhold. Eligible to receive the dividend are OPAP's registered shareholders on Tuesday, 08.05.2018 (record-date). The Ex-dividend date for the remaining dividend of the fiscal year 2017 will be Monday, 07.05.2018. The payment of the remaining dividend will commence on Monday, 14.05.2018 and will be processed via the entitled shareholder's Dematerialized Security System's Operators and via the network of Piraeus Bank (approval of 100.00%).

Item 3rd: Approved the distribution of part of the Net Profits of the financial year 2017 of the Company to Executive Members of the Board Directors and other Key Management Personnel of the Company, in accordance with the terms and conditions of the Reward Plan proposed by the Company's Board of Directors after relevant recommendation of the Remuneration and Nomination Committee. Moreover, granted special authorization to the Company's Board of Directors to administer and implement the Reward Plan 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. Furthermore granted specific approvals regarding the Reward Plan in accordance with article 23a, article 24 and article 45 of Codified Law 2190/1920, as in force (approval of 80.07%).

Item 4th: Discharged the Members of the Board of Directors as well as the Auditors from any



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liability for compensation regarding the eighteenth (18th) fiscal year (from the 1st of January 2017 until the 31st of December 2017) and approved any and all management and representation actions made by the Company's Board of Directors (approval of 99.61%).

Item 5th: Approved the remuneration and compensation paid to the Members of the Company's Board of Directors for their participation in the meetings of the Board of Directors during the eighteenth (18th) fiscal year (from the 1st of January 2017 until the 31st of December 2017) (approval of 99.51%).

Item 6th: Pre-approved the remuneration and compensation of the Members of the Company's Board of Directors for the current nineteenth (19th) fiscal year (from the 1st of January 2018 to the 31st of December 2018) (approval of 99.49%).

Item 7th: Appointed the Certified Auditing Company “KPMG Chartered Accountants S.A.” (SOEL Reg. no. 114) for the statutory audit of the Company's and the Group's financial statements for the nineteenth (19th) fiscal year (from the 1st of January 2018 to the 31st of December 2018) as well as the issuance of the annual tax certificate (approval of 99.59%).

Item 8th: Approved the provision of permission, pursuant to article 23, paragraph 1 of Codified Law 2190/1920, as in force, to the Members of the Company's Board of Directors and to the executives of the General Directorates and Company Directorates, to participate in the Boards of Directors or in the management of the Group's subsidiaries and affiliates (approval of 98.70%).

Item 9th:

A. Approved contracts executed with related parties in accordance with the specific provisions of par. 4 of article 23a of Codified Law 2190/1920, as in force (approval of 99.99%).

B. Approved corporate guarantees provided to third parties in favor of related parties & subscription agreements in relation to bond loans issued by related parties in accordance with the specific provisions of par. 4 of article 23a of Codified Law 2190/1920, as in force (approval of 99.99%).

Item 10th: Elected a new Board of Directors consisting of 13 members, as follows:

1. **Kamil Ziegler**, father's name Karel (approval of 80.42%)
2. **Damian Cope** father's name David (approval of 98.62%)
3. **Spyridon Fokas** father's name Panagiotis (approval of 64.74%)
4. **Pavel Saroch** father's name Miroslav (approval of 72.20%)
5. **Michal Houst** father's name Miroslav (approval of 80.39%)
6. **Pavel Horak** father's name Pavel (approval of 64.74%)
7. **Robert Chvátal** father's name Ladislav (approval of 77.93%)
8. **Christos Kopedouzos** father's name Dimitrios (approval of 77.93%)
9. **Marco Sala** father's name Gaetano (approval of 77.05%)
10. **Igor Rusek** father's name Milos (approval of 99.83%)
11. **Rudolf Jurcik** father's name Rudolf (approval of 99.83%)
12. **Dimitrakis Potamitis** father's name Ioannis (approval of 99.83%)
13. **Stylianos Kostopoulos** father's name Georgios (approval of 72.65%)



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Appointed as Independent Members of the Board of Directors in accordance with Law 3016/2002, as in force:

1. Igor Rusek, father's name Milos,
2. Rudolf Jurcik, father's name Rudolf,
3. Dimitrakis Potamitis, father's name Ioannis

The term of office of the aforementioned Members of the Board of Directors is four years and be extended ipso jure until the election of a new Board of Directors by the next Ordinary General Meeting of Shareholders.

Item 11th: Elected the Audit Committee, (approval of 99.01%), as follows:

1. **Mr. Dimitrakis Potamitis**, Independent Non Executive Member of the BoD, as Chairman of the Audit Committee
2. **Mr. Igor Rusek**, Independent Non Executive Member of the BoD, as Member of the Audit Committee
3. **Mr. Rudolf Jurcik**, Independent Non Executive Member of the BoD, as Member of the Audit Committee

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

http://investors.opap.gr/~media/Files/O/Opap-IR/10042018/Voting%20Results%2018th%20AGM_eng.pdf

in accordance with article 32, paragraph 1 of C.L. 2190/1920, as in force.

OPAP S.A. BOARD OF DIRECTORS

ATHENS 26.04.2018