



"ORGANIZATION OF FOOTBALL PROGNOSTICS S.A."

RESOLUTIONS OF THE 20th ORDINARY GENERAL MEETING OF

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

25th OF JUNE, 2020

The twentieth (20th) Ordinary Shareholders' General Meeting of OPAP S.A. took place on Thursday, 25th of June, 2020 at 14:00 p.m., at its headquarters in Athens, at 112 Athinon Ave. 627 Shareholders of the Company representing 257,753,872 shares, out of a total of 334,707,816¹ shares, i.e. 77.43% of the Company's share capital, were present or represented and voted at the Meeting.

The Ordinary Shareholders' General Meeting decided as follows:

Item 1st: Approved the Company's Annual Financial Statements and the consolidated Annual Financial Statements for the twentieth (20th) fiscal year (from the 1st of January 2019 until the 31st of December 2019) as well as the relevant Directors' Report and Auditors' Report. **(approval of 99.84%);**

Item 2nd: 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 twentieth (20th) fiscal year (from the 1st of January 2019 to the 31st of December 2019) **(approval of 98.61%);**

Item 3rd: 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 twenty-first (21st) fiscal year (from the 1st of January 2020 to the 31st of December 2020) and for the issuance of the annual tax report **(approval of 99.08%);**

Item 4th: 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 99.40%);**

Item 5th: Voted on the Company's Remuneration Report of the Board of Directors for the year 2019 as per article 112 par. 3 of Law 4548/2018, which includes a comprehensive overview of all remuneration received by the members of the Board of Directors within the fiscal year 2019 and is line with the Company's Remuneration

¹ 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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Policy approved by the Ordinary Shareholders' General Meeting dated May 22nd 2019 (**approval 98.21%**);

Note: The vote of the shareholders on the remuneration report is advisory. The Board of Directors shall explain in the next Remuneration Report how the result of the vote by the Ordinary Shareholders' General Meeting has been taken into account.

Item 6th: Approved the amendments to articles 2, 12, 18, 19, 23 and 34 of the Company's Articles of Association in order to facilitate the operations of the Company in a more effective and flexible manner and also so as to correct typos and clarify certain content, pursuant to the Company's Board of Directors' proposal to the Ordinary Shareholders' General Meeting, and granted a mandate and authorization to the Executive Chairman of the Board of Directors, Mr. Kamil Ziegler or/and to the 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 finalize all necessary relevant documents with regard to the proposed amendment of the Articles of Association of the Company in order for their publication to the Companies' Registry (G.E.M.I.), including to draft and execute a 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 completion of his mandate; and (ii) to engage in any and all necessary actions that are in any way related and necessary for the above mentioned purpose (**approval of 99.34%**).

Item 7th: Approved the proposed by the Board of Directors distribution of earnings of a total gross amount of Euros ninety nine million eight hundred sixty three thousand four hundred fifty seven and sixty cents (€99,863,457.60), and decided the distribution of a total gross dividend of Euro thirty cents (€ 0.30) per share prior to the tax withhold for the fiscal year 2019. Eligible to receive the dividend are OPAP's registered shareholders on Wednesday, 22.07.2020 (record-date). The Ex-dividend date for the dividend of the fiscal year 2019 will be Tuesday, 21.07.2020 (cut-off date). The payment of the dividend and the trading of new shares for those shareholders that will elect to reinvest the approved as per the present dividend, in accordance with the specific terms to be determined by the Board of Directors of the Company (following the granting of authorization by the Ordinary Shareholders' General Meeting of 22nd May 2019 to the Board of Directors for the extra-ordinary share capital increase of the Company in the context of the five-year scrip dividend program (2019 -2023) and the determination of the special terms of the relevant program), will commence on Tuesday, 11.08.2020 and will be processed via the entitled shareholder's Dematerialized Security System's Operators and via the network of Piraeus Bank (**approval of 99.94%**);

Item 8th: Approved the distribution of an amount up to Euros three million nine hundred twenty five thousand (3,925,000 €) from the Net Profits of the Company for the financial year 2019 to Executive Members of the Board Directors and other Key Management Personnel of the Company, due to target performance, following the



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recommendation of the Company's Remuneration and Nomination Committee, based on the evaluation of their work and according to certain pre-determined performance criteria, in accordance with the approved Remuneration Policy of the Company. Moreover, the Ordinary Shareholders' General Meeting authorized **a)** the Company's Remuneration and Nomination Committee to decide upon the final individual allocation of amount to each eligible person (Executive Member of the Board Directors or/and Key Management Personnel) taking into consideration the relevant approved by the Ordinary Shareholders' General amount to be distributed as reward, the list of eligible persons and respective evaluation of their work according to certain performance criteria and always acting within the boundaries of the applicable legislation and within the scope of the terms and conditions mentioned at the Ordinary Shareholders' General Meeting; and **b)** the Company's Board of Directors to administer and implement the distribution of Part of the Company's Net Profits of the fiscal year 2019 within the boundaries of the applicable legislation and following the relevant recommendations of the Remuneration and Nomination Committee **(approval of 95.43%)**;

Item 9th: Approved the distribution of an amount up to Euros two million eight hundred thousand (2,800,000 €) from the Net Profits of the Company for the financial year 2019 to a maximum number of twenty (20) Executive Members of the Board of Directors and other Key Management Personnel of the Company (eligible persons) following the completion of the Long Term Incentive Scheme 2017-2019 program and based on the recommendation of the Remuneration and Nomination Committee suggested in the relevant meeting held on June 3rd, 2020. The distribution of the amount of up to Euros two million eight hundred thousand (2,800,000 €) to the eligible persons of the Long Term Incentive Scheme for the period 2017-2019 represents 75% satisfaction of the criteria set under the relevant Long Term Incentive Scheme. The Ordinary Shareholders' General Meeting further authorized **a)** the Remuneration and Nomination Committee to decide upon the final individual allocation of amount to each eligible Executive Member of the Board Directors and Key Management of the Company out of the approved total amount of Euros two million eight hundred thousand (2,800,000 €) allocated for such purpose within the boundaries of the applicable legislation and within the scope of the terms and conditions mentioned at the Ordinary Shareholders' General Meeting; and **b)** the Board of Directors of the Company to administer and implement the distribution of the aforementioned amount to the eligible Executive Members of the Board of Directors and Key Management Personnel of the Company in accordance with the relevant individual allocation recommendations of the Company's Remuneration and Nomination Committee **(approval of 94.30%)**.

Item 10th: Approved a new Long Term Incentive Scheme with distribution of part of the Net Profits of the Company to Executive Members of the Board of Directors and other Key Management Personnel of the Company, for a three-year period (2020-



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2022), in accordance with article 109 of Law 4548/2018, as in force and the Remuneration Policy which was approved by the Ordinary Shareholders' General Meeting dated 22.05.2019 and under the terms and conditions proposed by the Board of Directors. The Ordinary Shareholders' General Meeting further authorized **a)** the Company's Remuneration and Nomination Committee in order to specify the exact percentage of compounded growth within the range mentioned at the Ordinary Shareholders' General Meeting; and **b)** the Company's Board of Directors to specify further the terms and conditions of the new Long Term Incentive Scheme for the years 2020 to 2022 at its own discretion, as well as to do and perform any relative action(s) and make any relevant decision(s) regarding the Long Term Incentive Scheme within the boundaries of the applicable legislation and within the scope of the terms and conditions presented by the Board of Directors to the Ordinary Shareholders' General Meeting and following the relevant recommendations of the Remuneration and Nomination Committee (**approval of 97.51%**).

The voting breakdown for each resolution is available on the Company's website: https://investors.opap.gr/~media/Files/O/Opap-IR/25062020/Voting%20Results%2020th%20AGM_eng.pdf in accordance with article 133, paragraph 2 of Law 4548/2018, as in force.

OPAP S.A.

ATHENS, 25.06.2020