



"ORGANIZATION OF FOOTBALL PROGNOSTICS S.A."

**THE 12th EXTRAORDINARY GENERAL MEETING DATED DECEMBER 13th, 2019
OF THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE NAME
"ORGANIZATION OF FOOTBALL PROGNOSTICS S.A." (the "Company")
G.E.MI. 3823201000 (FORMER AR.M.A.E. 46329/06/B/00/15)**

**EXPLANATORY REPORT – DRAFT RESOLUTIONS- RECOMMENDATION OF OPAP S.A.'s BOARD OF
DIRECTORS TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS REGARDING THE
ITEMS ON THE DAILY AGENDA**

**Item 1st: Extension of the Company's purpose and amendment of article 2 (Purpose) of Company's
Articles of Association**

Required quorum: half (1/2) of the share capital	Majority: two thirds (2/3) of the votes represented
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The Board of Directors informs the General Meeting of the Shareholders that by its decisions dated 11.11.2019 (Items 1 and 2) decided the commencement of the procedure for the merger through absorption of its 100% subsidiary companies "OPAP SERVICES S.A." and "HORSE RACES S.A." respectively. Following the above mentioned, the Board of Directors by its decisions dated 12.11.2019 (Items 1 and 2 respectively) approved the draft merger agreements between the Company and OPAP SERVICES S.A. on the one hand and HORSE RACES S.A. on the other hand according to which the Company shall merge with the mentioned above 100% subsidiary companies via their absorption. Both mergers shall take place in accordance with the provisions of articles 7 to 21 and 30 to 38 of L. 4601/2019 and of article 54 of L. 4172/2013. The draft merger agreements with OPAP SERVICES S.A. and HORSE RACES S.A. have been registered in the General Commercial Registry (GEMI) on the 18th of November 2019. It is hereby clarified that for the approval of the mergers, a decision of the General Meeting is not required, given that the Company holds 100% of the shares of the absorbed companies and the conditions of paragraph 2 of article 35 of L. 4601/2019 are met. Therefore, both above mergers shall be approved by the Board of Directors of the Company.



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However, in view of the mergers there is a need to extend the purpose of the Company in order to include activities of OPAP SERVICES S.A. which although complementary to Company's scope of business were not included in its statutory purpose as well as the activities of HORSE RACES S.A. which are relevant to the exercise of the exclusive right to organize and conduct mutual horse racing betting in Greece and to organize and conduct horse races.

In view of the above, the Board of Directors unanimously propose to the General Meeting of the Shareholders the amendment of the purpose of the Company in order to include the relevant additional activities and operations of OPAP SERVICES S.A. and HORSE RACES S.A. and, subsequently, a) the addition of new indents under letters b, i, j, and from n to z and respectively the renumbering of existing indents in paragraph 1. of article 2 of the Articles of Association of the Company, b) the addition of new indents under letters a, f and g and respectively the renumbering of existing indents in paragraph 2 of article 2 of the Articles of Association of the Company and c) the amendment of the renumbered indents under letter e (up to date letter d) and under letter k (up to date letter h) of paragraph 2 of article 2 of the Articles of Association of the Company, which is amended as follows:

"Article 2

Purpose

1. The purpose of the Company shall be:

- a. To organise, operate and conduct the games of 'PROPO', 'LOTTO', 'PROTO', 'PROPOGOAL', 'JOKER', 'BINGO LOTTO', 'KINO', 'SUPER 3', 'SUPER 4', 'NUMBER LOTTERY 5 of 35', fixed or non-fixed odds betting on individual or team games of any nature as well as events, the nature of which lend themselves to betting, as well as any other game of chance, knowledge or technical game, or game based on any combination of the above, which the Company may in the future be allowed and appointed to organise, operate and conduct throughout Greece and abroad. The Company shall adopt all necessary measures to ensure the transparency and impartiality as well as the normal, unobstructed and safe conduct of its games.*
- b. the exercise of the exclusive right of the organization and conduct of mutual horse racing betting in Greece, as described under article 13, paragraph 7 of Law 4111/2013 (GG A' 18/25.01.2013), according to the terms and conditions of the Concession Agreement for the Grant of the Exclusive Right of the Organization and Conduct of Mutual Horse Racing Betting in Greece that has been established on 24.04.2015 with*



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the société anonyme under the name "Hellenic Republic Asset Development Fund SA", as in force (hereinafter: "the Concession Agreement"), the general legislative and regulatory framework, as well as the more specific regulatory framework (hereinafter: "the Right"). Specifically:

- i. The non-exclusive right of the organization and conduct of horse races in Greece;*
 - ii. The exclusive right of the organization and conduct of mutual horse racing betting in Greece, lotteries (or not) inside and outside the horse racing venue;*
 - iii. The exclusive right to undertake activities relevant to horse racing betting on a national and international level, including the organization, conduct and exploitation of mutual horse racing betting in foreign horse races or to participate in the organization, conduct and exploitation of foreign mutual horse racing betting;*
 - iv. The exclusive right to organize and conduct additional mutual horse racing betting (sweepstake); and*
 - v. The exclusive right to organize and conduct mutual horse racing betting online.*
- c. To manage games, which are currently or are intended to be conducted by the Company in the future, exercised by the Company in accordance with applicable provisions including such provisions as regulate the exclusivity of its rights.*
- d. To conduct economic, feasibility, technical and commercial studies on games of chance, technical games, games of knowledge, or games consisting of any combination of the above for Greek and foreign bodies, both public and private.*
- e. To provide technological support for games organised and operated by the Company through the development, installation, operation, management and utilisation of new high-tech services such as data transfer, live images and integrated audio visual information more generally to locations where Company games are conducted, including the utilisation of all technological developments especially in informatics, telecommunications and telematics.*
- f. To promote games conducted by the Company in a socially responsible manner as well as to adopt sponsorship and economic support schemes that serve social or other purposes and are associated with the promotion of the Company.*
- g. To print in general coupons for its games and of other types.*
- h. To use the Company's products, facilities, infrastructure and agencies' network for the purpose of providing goods and services.*
- i. To create a consolidated corporate image for Company's retail network with the proper technological equipment and to improve the overall infrastructure of its shops.*



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- j. To exploit its existing and future infrastructure as well as agencies and sales points for products and services, with the aim of advertising and promoting products, of selling sports goods and other related products, and also to provide financial and other services.*
- k. To organise, operate and conduct the Company's Greek games or any other games in foreign countries, provided this is permitted by the legislation of the country of conduct or provided the aforementioned organisation, operation and conduct is assigned to the Company by the competent public or private body of the country of conduct. In such case, the Company shall adopt all measures required to ensure the transparency, impartiality and the normal, unhampered operation of the games so assigned to the Company so that the games are conducted safely and the Company's reputation and prestige in the area of games of chance are not damaged. Furthermore, the Company shall strictly comply with all applicable provisions in the country where the Company undertakes to organise, operate and/or conduct any game.*
- l. To adopt consistent and systematic measures for the application of state policy on restricting games of chance and any potential related addiction.*
- m. To co-operate with the competent authorities in order to effectively prevent and repress offences directly or indirectly related to betting.*
- n. To organise sport and cultural actions, conferences and exhibitions within the scope of activity of the Company and to provide services related to them.*
- o. To provide services for and to organise sport and cultural actions, including tourist actions and events for such purpose, as well as to provide consultancy services related to athletic tourism issues, technical and other development projects and to provide relevant services.*
- p. To research, promote and generally utilise and exploit the subject matter of the sports market, and to conduct all types of financial, techno-economic, technical and commercial studies.*
- q. To exploit, manage and trade the rights of sports SA's, associations and institutions and to generally capitalise on them by any available means.*
- r. To provide educational-training services and to participate in human resources development actions that promote athletic and cultural skills.*
- s. To purchase, import and trade live-stock horses and other types of equine animals.*
- t. To import and trade medicine specifically intended for veterinary use.*



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- u. *To import and trade feeding stuff in general and in particular to import and trade straw and hay (fodder) as well as to import and trade feeding stuff especially produced for farm animals.*
 - v. *To organise cultural and other leisure activities and events.*
 - w. *To develop, build and exploit any type of sport facilities and infrastructure.*
 - x. *To undertake the construction, repair, restoration and maintenance of all built constructions aimed at furthering the Company's purpose and to supervise all the work performed for the realisation of those projects.*
 - y. *To participate in programmes and initiatives funded by national and/or community resources.*
 - z. *To design, develop and implement integrated promotional and publicity programmes with the use of printed and digital means.*
2. *In pursuit of its purpose, the Company may, either on its own or in conjunction with third parties:*
- a. *Hold activities related to the aforementioned Right or/and to the aforementioned Concession Agreement and without prejudice to the governing Laws, including indicatively:*
 - i. *perform betting and games of chance, including the right to install equipment for the participation to mutual horse racing betting;*
 - ii. *transmit horse races;*
 - iii. *construct and operate Race Courses in Greece;*
 - iv. *operate entertainment facilities and games of chance facilities as well as facilities with VLTs in the race course, as well as organize entertainment events;*
 - v. *construct or lease or sub-lease and operate a veterinary clinic;*
 - vi. *construct and operate in the facilities of the horseracing activity, car racing track(s) and motorbikes' racing track(s);*
 - vii. *construct and operate in the facilities of the horseracing activity of sport facilities;*
 - viii. *construct and operate in the facilities of the horseracing activity of food catering premises and of refectory premises;*
 - ix. *construct and operate in the facilities of the horseracing activity of children's summer camps;*
 - x. *construct and operate a horse riding club with horse riding activities and horse riding routes.*
 - xi. *construct and operate tourist accommodations, facilities of specific tourism infrastructure and other businesses associated with tourism.*



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- b. Enter into agreements with bodies from the public or private sector on providing services to such bodies, providing that any costs arising from such agreements are to be paid by the particular body to which it is agreed that such services are to be provided;*
- c. Participate in Greek, foreign, international or similar Organisations or bodies;*
- d. Establish branches or offices in Greece and abroad in accordance with the applicable legislation and following a decision by its Board of Directors, which shall also specify how such branches or offices are to be established, organised and operated;*
- e. Establish throughout Greece agencies and grant agency operating permits to natural or legal persons for one or more of its games, goods and services, including the agencies for the conduct of mutual betting and games of chance related to the horse betting activity of the Company, under the particular terms and conditions established;*
- f. Cooperate with any natural or legal person or consortium in Greece or abroad, with relevant or similar purposes;*
- g. Represent any domestic or foreign enterprise or company with a relevant or similar purpose;*
- h. Provide technical and consulting services in general to natural or legal persons, states or international organisations in Greece or abroad regarding games of chance, knowledge, technical games, or games consisting of any combination of the above;*
- i. Train salaried or non-salaried manpower for employment in the Company;*
- j. Take out loans, enter obligations, issue bills of exchange, bonds or debentures or other bills or securities on behalf of the Company;*
- k. Grant credit or loans to third parties with or without collateral security on movable or on immovable property of such third parties or with or without accepting personal guarantees as security for the Company's claims in the aforementioned transactions. The granting of loans or of other types of credit according to the above mentioned will not be exercised by the Company on a professional basis and will not concern the customers of the Company. Especially in the case of Company employees, the Company shall be entitled to grant credit or loans, meeting related claims also by withholding part or all of their remuneration;*
- l. Undertake any commercial or other activity and perform any act or legal act directly or indirectly related to the purpose of the Company;*
- m. Establish companies or joint ventures, manage or participate in companies or joint ventures and acquire shares or participations in such companies. The establishment*



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of companies or joint ventures, the management or participation in companies or joint ventures and the acquisition of shares or participations in such companies according to the above shall be in connection to and shall serve the purpose of the Company as specified in par.1 of article 2 of these Articles of Association.

n. Following a decision by its Board of Directors, establish branches and agencies that will provide (i) primarily games of chance, for the purposes of training the Company's agencies' staff and managers and conducting Responsible Gaming activities and studies relating to games of chance and (ii) the following goods and services in accordance with the applicable legislation: postal services, sales services of activated or pre-activated mobile telephony packages, pay-tv packages and supply of electricity packages; payment institution agent services and electronic money institution agent services; bill payment services, such as telephony, electricity and any relative services, ticketing sales services for shows and any kind of events and for mass transportation means and any relative services, and delivery of parcels; services of ready meals, beverages, soft-drinks, juices and alcoholic drinks (not higher than 15% vol.), as well as any other relevant to the food and beverage venues services.

3. The Company may provide or make available manual, scientific and qualified technical or other personnel to third parties on the condition that the staff expenses are borne by such third party and the smooth and safe operation of the Company is not compromised."

The entire new text of the Articles of Association, as amended following the aforementioned proposed amendments, is available for further review by the Company's Shareholders on the Company's website (www.opap.gr).

The Board of Directors also recommends to the General Meeting of the Shareholders to grant a mandate and authorization to the Executive Chairman of the Board of Directors, Mr. Kamil Ziegler, and 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 mandate; and (ii) engage in any and all necessary actions that are in any way related and necessary for the above mentioned purpose.



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Item 2nd: Announcement of election of new members of the Board of Directors in replacement of resigned members

FOR INFORMATION PURPOSES

The Board of Directors announces to the General Meeting of the Shareholders according to article 82 paragraph 1 of L. 4548/2018 and article 13 paragraph 1 of the Articles of Association that:

- a) By its decision dated 26.06.2019 it has elected Mr. Nikolaos Iatrou, father's name Michael as new Non-Executive member of the Board of Directors in replacement of the resigned Non-Executive member Mr. Marco Sala with term of office equal to the remaining term of office of the departing member;
- b) By its decision dated 26.09.2019 it has elected Mr. Pavel Mucha, father's name Petr as new Executive member of the Board of Directors in replacement of the resigned Executive member Mr. Michal Houst with term of office equal to the remaining term of office of the departing member; and
- c) By its decision dated 27.11.2019 it has elected Mrs. Katarina Kohlmayer, father's name Viliam as new Non-Executive member of the Board of Directors in replacement of the resigned Non-Executive member Mr. Pavel Horak with term of office equal to the remaining term of office of the departing member.

Please see below brief biographical details and information of the new members of the Board of Directors:

(A) Nikolaos Iatrou

Non-Executive BoD Member:

Mr. Iatrou with studies in Management & Organizational Behavior has extensive experience in financial services. In 1991 he co-founded Hellenic Securities S.A. that 11 years later was acquired by Marfin S.A. Up until 2005 he was holding the positions of Chairman and Managing Director of Marfin Hellenic Securities S.A. as well as several other managerial positions within MARFIN BANK. In 2007 he founded SILK Capital Partners, a boutique Corporate Finance firm, mainly active in debt restructuring as well as in M&A and business development. Since 2015 he is BoD member and was



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also a member of the investment committee of NBG PANGAEA REIC. He is a member of the Hellenic Olympic Committee and Mentor in ENDEAVOR Greece.

(B) Pavel Mucha

CFO, Executive Bod Member

Mr. Mucha held the position of Chief Financial Officer in Czech company Sazka, the national lottery operation of Czech Republic, which is a member of SAZKA Group. In total, he has 26 years of professional experience, holding finance roles, in consultancy (Price Waterhouse), pharmaceutical (Wyeth Whitehal) and FMCG companies (Rothmans/BAT and Stock Spirits Group). With Sazka he has four years of professional experience in the gaming market.

(C) Katarina Kohlmayer

Non-Executive BoD Member:

Mrs. Kohlmayer had been a senior investment banker with experience in corporate finance, reporting & accounting, international M&A, equity & debt capital markets and bank financing transactions. Her previous professional roles include managing director's positions in London & Moscow, at Morgan Stanley and VTB Capital. As of 2014, she serves as Board Director and CFO at KKCG, one of the largest Czech-led private investment group, active in 4 main investment areas: lotteries & gaming, oil & gas & chemicals, technology and real estate.

During her professional career, she has specialized in M&A transactions and their financing in Central and Eastern European countries, Russia and CIS. An alumna of the University of Economics in Bratislava, Mrs. Kohlmayer also holds an MBA from Harvard University.



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Item 3^d: Designation/Election of independent non-executive member of the Board of Directors

Required quorum: 34% of the share capital	Majority: 50% + 1 of the votes represented
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The Board of Directors, following related recommendation of the Remuneration and Nomination Committee and having ascertained that Mr. Nikolaos Iatrou, father's name Michael, who was elected as a Board Member in replacement of the resigned Mr. Marco Sala by the Board's decision dated 26.06.2019, as described above, meets the requirements and the independence criteria, set out in the article 4 par. 1 of Law No. 3016/2002 and in Hellenic Corporate Governance Code, proposes to the General Meeting of the Shareholders to appoint/elect Mr. Nikolaos Iatrou, as an independent member of the Company's Board of Directors with term equal to the remaining term of the rest of the Board Members, as determined during their election by virtue of dated 25.04.2018 decision of the Shareholders' Ordinary General Meeting. It is noted that the proposed designation/election of a new independent Board Member will be supplementary to the existing three (3) independent members elected by virtue of dated 25.04.2018 decision of the Shareholders' Ordinary General Meeting. This recommendation aims at optimizing further the corporate governance practices of the Company by enhancing the number of independent members of the Company's Board of Directors, exceeding the minimum number required by the Greek legislation (according to which a minimum of two Independent Board members is required).

The Board of Directors is pleased to raise its independence to over 30%, strengthen its financial profile further as well as increase its diversity and international footprint with the new appointments.

Brief biographical details of Mr. Iatrou have been made available above.

END OF EXPLANATORY REPORT - DRAFT RESOLUTIONS – RECOMMENDATIONS OF THE BOARD OF DIRECTORS

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