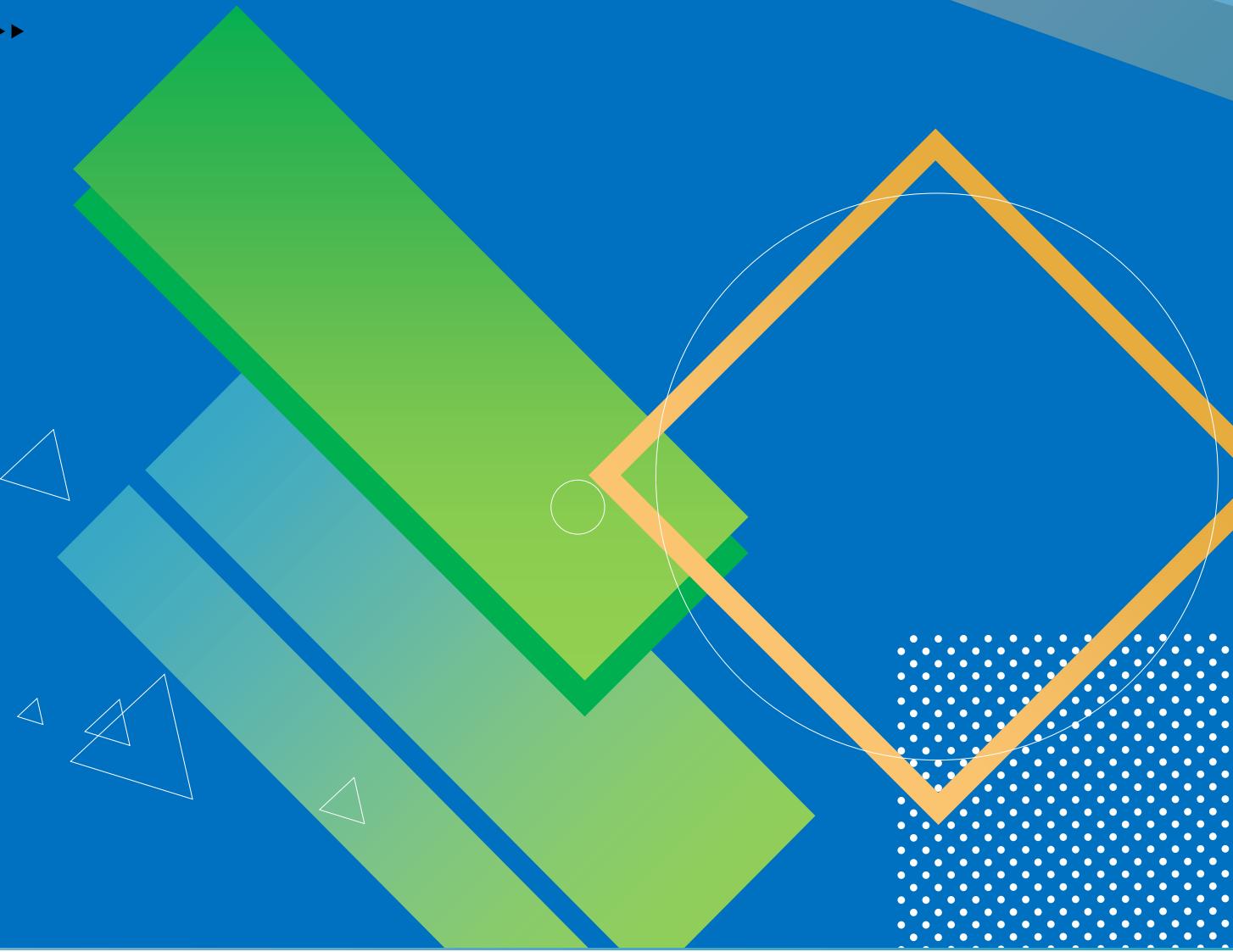


# REMUNERATION REPORT 2022

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## 1. Introduction

This annual Remuneration Report (hereinafter "the Report") has been prepared in accordance with the provisions of Law 4548/2018, Article 112, in line with the Commission's Guidelines (hereinafter "Guidelines") regarding the standardized presentation of the Remuneration Report under Directive 2007/36/EC, as amended by Directive (EU) 2017/828 as regards the encouragement of long-term shareholder engagement. It provides an overview of the remuneration model of "Greek Organization of Football Prognostics S.A." (hereinafter "OPAP" or "Company"), as it reflects the total remuneration of the members of the Board of Directors (hereinafter "BoD"), explaining how the Company's Remuneration Policy (hereinafter "the Policy"), as revised and currently in force, was applied in financial year 2022.

The revised Policy was designed by the Remuneration & Nomination Committee (hereinafter "the RNC") and approved initially by the BoD, from which, the Executive BoD Members abstained from the voting. Then the revised Policy was approved by the 21<sup>st</sup> General Assembly of the Company's Shareholders (hereinafter "GA"), which took place on 17.06.2021.

During the financial year 2022, the Company, which is the leading gaming operator in Greece, reported Revenue (GGR) of € 1,333.2m (+35.3% versus 2021) while the consolidated GGR of OPAP and its subsidiaries (together, the "Group") amounted to € 1.939.0m (+26.0% versus 2021), derived from Lottery, Betting, VLTs, Instant & Passives and online Casino. The Company's Net Profit amounted to € 363.6m (+37.2% versus 2021) while the Group's amounted to € 592.3m (+128.3% versus 2021). The Company and the Group reported a strong financial position with Net Debt at € 530.3m and € 60.3m, respectively.

For FY 2022 the total shareholders distribution proposal to the Annual General Meeting ("AGM") stands at € 1.45 per share from which € 1.00 per share relates to dividend distribution (€ 0.30 already paid in November 2022) and € 0.45 per share relates to a capital return.

No event occurred during the year in the Company's business environment significantly affecting the directors' remuneration.

No derogation from the Policy occurred during financial year 2022.

### **Changes in the composition of the Board of Directors in 2022**

The BoD tenure ended on 09.06.2022. The GA that convened on 09.06.2022 elected the new BoD comprising the following members: Messrs. Kamil Ziegler, Jan Karas, Pavel Šaroch, Pavel Mucha, Robert Chvátal, Igor Rusek, Theodore Panagos, Georgios Mantakas and Mses. Katarina Kohlmayer, Nicole Conrad-Forker, Cherrie Mae Chiomento-Ferreria, Mr. Pavel Saroch was appointed Vice-Chairman of the Board of Directors on 09.06.2022 (he was B' Vice-Chairman until then).

The term of office of Messrs. Spyridon Fokas, Christos Kopelouzos, Stylianos Kostopoulos, Rudolf Jurcik, Nikolaos Iatrou and Mrs. Vasiliki Karagianni ended on 09.06.2022.

The BoD elected on 09.06.2022 as members of the Remuneration and Nomination Committee (Messrs. Igor Rusek and Theodore Panagos (positions held until then by Messrs. Pavel Saroch and Nikolaos Iatrou) and Mrs. Nicole Conrad-Forker.

Finally, the BoD elected on 09.06.2022 as members of the Audit Committee (hereinafter “AC”) Mses. Cherrie Mae Chiomento-Ferreria and Mr. Georgios Mantakas (positions held until then by Mrs. Vasiliki Karagianni and Mr. Rudolf Jurcik) and Dr Nicole Conrad Forker. The AC appointed on 09.06.2022 Mrs. Cherrie Mae Chiomento-Ferreria as the AC’s Chairperson, position held until then by Mrs. Nicole Conrad Forker.

In alignment with the provisions of the Greek Corporate Governance Code as well as international best practices, both Audit and RNC Committees are either majority independent with independent Chair or fully independent.

The Report is available at OPAP’s corporate website (<https://www.opap.gr/en/>) for a period of ten (10) years following the GA. The Company may keep the Report available at its website for a period longer than ten (10) years, provided that it no longer contains the personal data of the BoD members and without prejudice to the provisions of the EU General Data Protection Framework.

## 2. Results of the Shareholders’ Meeting and Responsiveness

As far as the requirement of article 112, par. 3, L.4548/2018 is concerned, it is mentioned that the Remuneration Report for the year 2021 was voted in favor by the vast majority of shareholders who participated at the Company’s AGM dated 09.06.2022 or 98.0% indicating Shareholders’ overall approval on Remuneration issues.

## 3. Total remuneration of BoD members

Tables 1.a and 1.b. below, were compiled in order to provide a clear and comprehensive presentation of all remuneration granted or paid to OPAP’s BoD members, as well as of any kind of remuneration from any other legal entity belonging to the Group.

Table 1.a shows the total remuneration of the BoD members for the financial years 2022 and 2021, from all the companies of the Group, while table 1.b shows the total remuneration from the other companies (except the parent company) of the Group.

When elected to Boards of OPAP’s affiliates and subsidiaries, BoD members may receive a separate compensation by these affiliates. In this case, the annual remuneration per company should not exceed the amount of annual remuneration received from OPAP.

All remuneration is presented in gross amounts. It is noted that, based on the Policy, Executive BoD Members, permanently domiciled outside of Greece, receive their remuneration at NET to ensure that they are not affected by the country's fluctuations of mandatory withholdings. NET remuneration is derived by deducting legally required social security contributions, income tax and a Special Tax Levy (STL) depending on STL scales mandatory withholdings.

It is noted that the Executive Directors’ Gross base salaries were marginally decreased in 2022 vs 2021, while Net amounts remained unchanged, on the back of further decrease of social contribution rates applied in Greece since June 2022.

**Table 1.a - Remuneration of BoD members for financial years 2022 and 2021, from all the companies of the Group (Gross amounts in €)**

Name of Director, Position	Year	1 Fixed Remuneration			2 Variable Remuneration		3 Extraordinary items	4 Pension expense	5 Total remuneration	6 Proportion of fixed and variable remuneration
		Base salary	Fees	Fringe Benefits	One - year variable	Multi - year variable				
Kamil ZIEGLER Chairman-Executive BoD Member	2022	789,421.29	83,600.00	63,861.56	689,593.00				<b>1,626,475.86</b>	58% 42%
	2021	789,713.73	75,200.00	54,449.62	628,023.00				<b>1,547,386.35</b>	59% 41%
Jan KARAS CEO-Executive BoD Member	2022	480,548.81	66,600.00	125,517.08	423,136.00				<b>1,095,801.89</b>	61% 39%
	2021	543,466.24	49,200.00	113,395.62	338,902.00				<b>1,044,963.86</b>	68% 32%
Spyridon FOKAS A' Vice Chairman-Non Executive BoD Member up to 09.06.2022	2022		48,266.67						<b>48,266.67</b>	100%
	2021		85,200.00						<b>85,200.00</b>	100%
Pavel SAROCH B' Vice Chairman-Non Executive BoD Member up to 09.06.2022, Vice Chairman-Non Executive BoD Member from 09.06.2022 & Remuneration and Nomination Committee	2022		30,000.00						<b>30,000.00</b>	100%
	2021		21,600.00						<b>21,600.00</b>	100%
Pavel MUCHA CFO-Executive BoD Member	2022	397,680.56	75,600.00	118,122.27	200,226.00				<b>791,628.83</b>	75% 25%
	2021	397,973.03	81,328.97	111,695.35	149,235.00				<b>740,232.35</b>	80% 20%
Katarina KOHLMAYER DUBIELOVA Non-Executive BoD Member	2022		30,000.00						<b>30,000.00</b>	100%
	2021		21,600.00						<b>21,600.00</b>	100%
Robert CHVATAL Non-Executive BoD Member	2022		30,000.00						<b>30,000.00</b>	100%
	2021		21,600.00						<b>21,600.00</b>	100%
Christos KOPELOUZOS Non-Executive BoD Member up to 09.06.2022	2022		13,166.67						<b>13,166.67</b>	100%
	2021		21,600.00						<b>21,600.00</b>	100%
Stylianos KOSTOPOULOS Non-Executive BoD Member up to 09.06.2022	2022		13,166.67						<b>13,166.67</b>	100%
	2021		21,600.00						<b>21,600.00</b>	100%
Nikolaos IATROU Independent Non-Executive BoD Member up to 09.06.2022 & Remuneration and Nomination Committee Member up to 09.06.2022	2022		13,166.67						<b>13,166.67</b>	100%
	2021		21,600.00						<b>21,600.00</b>	100%
Igor RUSEK Independent Non-Executive BoD Member up to 09.06.2022, Non-Executive BoD Member from 09.06.2022 & Remuneration and Nomination Committee Member from 09.06.2022	2022		16,833.33						<b>16,833.33</b>	100%
	2021		21,026.67						<b>21,026.67</b>	100%
Rudolf JURCIK Independent Non-Executive BoD Member & Audit Committee Member up to 09.06.2022	2022		23,700.00						<b>23,700.00</b>	100%
	2021		45,600.00						<b>45,600.00</b>	100%
Dimitrakis POTAMITIS Independent Non-Executive BoD Member & Audit Committee Chairman up to 17.06.2021	2022									
	2021		29,326.67						<b>29,326.67</b>	100%
Dr. Nicole CONRAD - FORKER Independent Non-Executive BoD Member, Remuneration and Nomination Committee Chairperson, Audit Committee Member & Audit Committee Chairperson up to 09.06.2022	2022		56,633.33						<b>56,633.33</b>	100%
	2021		27,806.67						<b>27,806.67</b>	100%
Vassiliki KARAGIANNI Independent Non-Executive BoD Member & Audit Committee Member up to 09.06.2022	2022		23,700.00						<b>23,700.00</b>	100%
	2021		24,573.33						<b>24,573.33</b>	100%
Cherie Mae CHIOMENTO-FERRERIA Independent Non-Executive BoD Member from 09.06.2022 & Audit Committee Chairperson from 09.06.2022	2022		33,666.67						<b>33,666.67</b>	100%
	2021									
Theodore PANAGOS Independent Non-Executive BoD Member from 09.06.2022 & Remuneration and Nomination Committee Member from 09.06.2022	2022		16,833.33						<b>16,833.33</b>	100%
	2021									
Georgios MANTAKAS Independent Non-Executive BoD Member from 09.06.2022 & Audit Committee Member from 09.06.2022	2022		30,300.00						<b>30,300.00</b>	100%
	2021									

**Table 1.b - Remuneration of BoD members for financial year 2022 and 2021, from all the companies of the Group (except the parent company)****(Gross amounts in €)**

Name of Director, Position	Year	1 Fixed Remuneration			2 Variable Remuneration		3 Extraordinary items	4 Pension expense	5 Total remuneration	6 Proportion of fixed and variable remuneration
		Base salary	Fees	Fringe Benefits	One - year variable	Multi - year variable				
Kamil ZIEGLER (1) Chairman-Executive BoD Member	2022		53,600.00						53,600.00	100%
	2021		53,600.00						53,600.00	100%
Jan KARAS (2) CEO-Executive BoD Member	2022		36,600.00						36,600.00	100%
	2021		27,600.00						27,600.00	100%
Spyridon FOKAS (3) A' Vice Chairman-Non Executive BoD Member up to 09.06.2022	2022		35,100.00						35,100.00	100%
	2021		63,600.00						63,600.00	100%
Pavel MUCHA (4) CFO-Executive BoD Member	2022		45,600.00						45,600.00	100%
	2021		59,728.97						59,728.97	100%

(1) Remuneration of financial year 2022, relates to subsidiaries Hellenic Lotteries S.A. (9,600), Opap Investment Ltd (18,000), Opap Cyprus Ltd (18,000) and Neurosoft S.A. (8,000).  
 Remuneration of financial year 2021, relates to subsidiaries Hellenic Lotteries S.A. (9,600), Opap Investment Ltd (18,000), Opap Cyprus Ltd (18,000) and Neurosoft S.A. (8,000).

(2) Remuneration of financial year 2022, relates to subsidiaries Hellenic Lotteries S.A. (9,600), Opap Investment Ltd (9,000), and Opap Cyprus Ltd (18,000).  
 Remuneration of financial year 2021, relates to subsidiaries Hellenic Lotteries S.A. (9,600) and Opap Cyprus Ltd (18,000).

(3) Remuneration of financial year 2022, relates to subsidiary Hellenic Lotteries S.A. (9,600) and Opap Investment Ltd (9,000), Opap Cyprus Ltd (7,500) and Opap Sports Ltd (9,000).  
 Remuneration of financial year 2021, relates to subsidiaries Hellenic Lotteries S.A. (9,600), Opap Investment Ltd (18,000), Opap Cyprus Ltd (18,000) and Opap Sports Ltd (18,000).

(4) Remuneration of financial year 2022, relates to subsidiaries Hellenic Lotteries S.A. (9,600), Opap Investment Ltd (18,000) and Opap Sports Ltd (18,000).  
 Remuneration of financial year 2021, relates to subsidiaries Hellenic Lotteries S.A. (9,600), Opap Investment Ltd (18,000), Opap Sports Ltd (18,000), Opap Cyprus Ltd (14,128).

## 4. Remuneration in shares and/or options

The Company did not grant to the BoD members any remuneration in stock options and stock awards during the financial year 2022.

## 5. Use of the right to reclaim

No reclaim right was exercised during financial year 2022. Based on the approved Policy, awarded variable remuneration cannot be reclaimed by the Company.

## 6. Compliance with Remuneration Policy and application of performance criteria

### 6.1. Remuneration Policy

The Company's Policy applies to the remuneration of all BoD members and is designed to reflect fairness in the context of pay conditions to all employees and align Board remuneration with the interests of OPAP's shareholders. The objective of the Policy is to meet market practice, to serve the strategic vision of the Company, its shareholders, its clients and wider stakeholders. With this in mind, the Policy is based on the following principles:

- Transparency,
- Alignment of interests between shareholders and management,
- Alignment of interests between employees and management,
- Attraction and retention of the right people,
- Performance – based remuneration.

All remuneration was subject to social security, tax and stamp duty withholdings.

### 6.2. Executive BoD Member remuneration

During financial year 2022 and in line with the Company's approved Policy regarding the remuneration of the Executive BoD Members:

- The Executive Members held the positions of Executive Chairman, Chief Executive Officer and Chief Financial Officer.
- The RNC reviewed the performance of Executive BoD Members and proposed executive pay outcomes to the BoD accordingly. Executive BoD Members did not vote (abstained) in the final Board decision on pay outcomes.
- Executive remuneration consisted of an annual base salary, benefits in kind and variable pay consisting of an annual bonus and a Long-term profit-sharing scheme. Subject to the approval by the GA, variable pay components may be paid in cash as a profit-sharing distribution. The final allocation to each eligible person of the above-mentioned remuneration and benefits will be made according to the recommendations of the RNC.

### 6.2.1. Fixed Remuneration

#### 6.2.1.1 Base Salary

The fixed annual salary of Executive BoD Members was divided in 14 installments. Fixed remuneration reflected the level of responsibility, experience and expertise of the Executive BoD Members. During the financial year 2022, fixed remuneration was competitive with respect to comparable entities (in Greece and Europe) and appropriate considering the financial situation of the Company.

#### 6.2.1.2 Fees from participation in BoD meetings and Committees

Each BoD member received a fixed annual fee as depicted in the relevant table (below the cap of € 36,000 provided in the Remuneration Policy). To receive 100% of Board fees, full meeting attendance is required. For attendance below 70%, Board fees were reduced proportionally. No such case occurred during 2022. Expenses such as travel and accommodation in relation to Board and Committee meetings, as well as relevant expenses, are reimbursed.

#### 6.2.1.3 Fringe Benefits

The Executive BoD Members are entitled to benefits in kind and corporate tools, including use of corporate car, mobile phone, private health insurance (including coverage of spouses and dependent children), group health & life insurance, fuel card, corporate credit card, laptop, and parking.

Executive BoD members permanently domiciled outside of Greece had access to the following benefits:

- House Lease – size and monthly rent depending on family size,
- Defined number and category of air tickets to home country,
- Support in order to meet tax filing obligations in host country, by Company's designated tax advisor,
- Tuition fees payment for children until end of secondary school education,
- International medical coverage with plus eventual extra coverage for travel insurance (eventual also for family members).

The above supplementary benefits are approved by the BoD following respective recommendation of the RNC based on the Company's "International Assignments Policy".

Benefit payments are capped at 40% of fixed salary per year and individual.

### 6.2.2. Variable Remuneration

#### 6.2.2.1 One-year variable (annual bonus)

Performance criteria of the annual bonus were aligned with the Company's short-term objectives, as determined by the Company's strategic priorities.

The annual bonus of the Executive BoD Members reflects the personal results from financial year 2022, as well as the overall Company's performance, taking into account key profitability metrics. Key performance indicators ("KPIs") were split between i) financial group results (minimum of 50%), i.e. Revenue, EBITDA, Online EBITDA and Online active players, and ii) non-financial, personal performance as well as qualitative and business operational criteria (up to 50%).

Performance targets for each KPI were set by the RNC at the beginning of the performance period. At the end of financial year 2022, the RNC assessed executive performance against these pre-set -and wherever necessary adjusted for the prevailing financial conditions- targets to determine individual quantitative and qualitative achievement and made respective proposals to the BoD.

The 2022 assessment indicated the following:

- a) Company's performance criteria: EBITDA (50% weight), Gross Gaming Revenue (GGR) (25% weight), Online active players (12.5% weight) and online EBITDA (12.5%)
- b) Final target fulfillment: 99.6%
- c) Final bonus payout: 97.1%

For the financial year 2022 and in line with the approved Policy of the Company regarding the annual bonus of the Executive Members of the BoD of the Company, whose performance is associated with specific target(s) set by the Company following respective recommendation of the RNC, amounts to € 1,312,955. Such amount is to be paid in cash as a profit-sharing distribution from the Net Profits of the financial year 2022 of the Company and is subject to the approval of the GM 2023, which will be held on 27.04.2023.

The final amounts approved by the GM will be documented in the Report of the next financial year.

#### **6.2.2.2 Multi-year variable (Long – Term Incentive Scheme)**

The Long-Term Incentive Scheme (hereinafter “LTIS”) program aligns pay outcomes with the long-term performance of the Company and contributes to the Company’s business strategy, long-term interests and sustainability by signaling to participants about the importance of long- term oriented behavior and financial outcomes and involves Executive BoD Members.

Following respective recommendation of the RNC, the 20<sup>th</sup> AGM dated 25.06.2020 approved a new LTIS with distribution of part of the Net Profits of the Company to Executive Members of the BoD and other Key Management Personnel of the Company, for a three-year period (2020 - 2022) under the terms and conditions proposed by the BoD. The Ordinary Shareholders’ GM further authorized a) the Company’s RNC in order to specify the exact percentage of compounded growth within the range mentioned at the Ordinary Shareholders’ GM; and b) the Company’s BoD to specify further the terms and conditions of the new LTIS 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 LTIS within the boundaries of the applicable legislation and within the scope of the terms and conditions presented by the BoD to the AGM and following the relevant recommendations of the RNC. The Company during the years 2020-2022 created a provision of € 5,195,636 for the multi-year variable remuneration to a maximum number of twenty (20) beneficiaries, Executive BoD members and other Key Management Personnel. Such amount is to be paid in cash as a profit-sharing distribution from the Net Profits of the financial year 2022 of the Company. The above amount had not been allocated until the date this Report was finalised, as such profit-sharing distribution option is subject to the approval of the GM 2023, which will be held on 27.04.2023 and also is based on the authorization of the Remuneration and Nomination Committee to finally decide upon the final individual allocation of amount to each eligible person.

The allocation of the LTIS including details of the actual performance, performance targets and relative achievement will be documented in the Report of the next financial year.

### 6.3. Non-Executive BoD Member Remuneration

During the financial year 2022 and in line with the Company's approved Policy regarding the remuneration of the Non-Executive BoD Members:

- BoD consisted of 8 Non-Executive Members and 3 Executive Members
- Non-Executive BoD Members received a fixed annual fee below the cap of € 36,000 provided in the Remuneration Policy
- In addition, Audit Committee members and the Chair of the Audit Committee were entitled to a supplementary annual compensation which did not exceed 3-fold the fixed annual fee for their role as ordinary BoD members
- Non-Executive BoD Members did not receive any variable compensation, pension contributions or loans.
- Travel and accommodation expenses of non-executive Board members were approved by the Chairman of the Board of Directors.
- Individual Non-executive BoD Members may be required to take on specific ad hoc tasks outside their normal duties, assigned by the Board of Directors, according to the related parties' transactions framework. In each such case, the Board of Directors shall determine a fixed fee for the work carried out related to those tasks. Fees for extraordinary assignments for non-executive BoD members cannot exceed € 36,000 per year per person. No such case occurred during the financial year 2022.

## 7. Derogations & deviations from the Remuneration Policy

No derogation from the Policy occurred during financial year 2022.

It should be noted that the Deputy CEO, Mr. Odysseas Christoforou, is not included in the present report since his portfolio of duties is very specific and, thus, he does not replace the CEO in his absence.

## 8. Comparative information on the change of remuneration and Company performance

Table 2 below, depicts the annual change of the last five financial years in the remuneration of BoD members, in the performance of the Company, as well as in the average remuneration of the Company's employees except the executive BoD members, in full – time equivalent.

**Table 2 - Comparative table over the remuneration and Company performance**

Annual change	2019 vs 2018		2020 vs 2019		2021 vs 2020		2022 vs 2021		Financial Year 2022 Amount (€)
	Amount (€)	Percentage (%)							
<b>Επιδόσεις του Ομίλου (Ποσά σε € '000)</b>									
Kamil ZIEGLER Chairman-Executive BoD Member	771,644.71	53.1%	-649,036.15	-29.2%	-28,342.95	-1.8%	79,089.51	5.1%	<b>1,626,475.86</b>
Jan KARAS CEO-Executive BoD Member			559,789.73		485,174.13	86.7%	50,838.03	4.9%	<b>1,095,801.89</b>
Spyridon FOKAS A'Vice Chairman-Non Executive BoD Member up to 09.06.2022			-14,400.00	-14.5%	-18,000.00	-21.1%	-36,933.33	-43.3%	<b>48,266.67</b>
Pavel SAROCH B'Vice Chairman-Non Executive BoD Member up to 09.06.2022, Vice Chairman-Non Executive BoD Member from 09.06.2022 & Remuneration and Nomination Committee Member up to 09.06.2022	-4,403.23	-11.1%	-13,596.77	-38.6%			8,400.00	38.9%	<b>30,000.00</b>
Pavel MUCHA CFO-Executive BoD Member	130,550.88		643,527.55	492.9%	-33,846.08	-4.4%	51,396.48	6.9%	<b>791,628.83</b>
Katarina KOHLMAYER DUBIELOVA Non-Executive BoD Member	2,040.00		19,560.00	958.8%			8,400.00	38.9%	<b>30,000.00</b>
Robert CHVATAL Non-Executive BoD Member							8,400.00	38.9%	<b>30,000.00</b>
Christos KOPELOUZOS Non-Executive BoD Member up to 09.06.2022							-8,433.33	-39.0%	<b>13,166.67</b>
Stylianos KOSTOPoulos Non-Executive BoD Member up to 09.06.2022	6,840.00	46.3%					-8,433.33	-39.0%	<b>13,166.67</b>
Nikolaos IATROU Independent Non-Executive BoD Member up to 09.06.2022 & Remuneration and Nomination Committee Member up to 09.06.2022	11,100.00		10,500.00	94.6%			-8,433.33	-39.0%	<b>13,166.67</b>
Igor RUSEK Independent Non-Executive BoD Member up to 09.06.2022, Non-Executive BoD Member from 09.06.2022 & Remuneration and Nomination Committee Member from 09.06.2022					-24,573.33	-53.9%	-4,193.34	-19.9%	<b>16,833.33</b>
Rudolf JURCIK Independent Non-Executive BoD Member & Audit Committee Member up to 09.06.2022							-21,900.00	-48.0%	<b>23,700.00</b>
Cherie Mae CHIMENTO-FERRERIA Independent Non-Executive BoD Member from 09.06.2022 & Audit Committee Chairperson from 09.06.2022							33,666.67		<b>33,666.67</b>
Dr. Nicola CONRAD - FORKER Independent Non-Executive BoD Member, Remuneration and Nomination Committee Chairperson, Audit Committee Member & Audit Committee Chairperson up to 09.06.2022					27,806.67		28,826.66	103.7%	<b>56,633.33</b>
Theodore PANAGOS Independent Non-Executive BoD Member from 09.06.2022 & Remuneration and Nomination Committee Member from 09.06.2022							16,833.33		<b>16,833.33</b>
Georgios MANTAKAS Independent Non-Executive BoD Member from 09.06.2022 & Audit Committee Member from 09.06.2022							30,300.00		<b>30,300.00</b>
Vassiliki KARAGIANNI Independent Non-Executive BoD Member & Audit Committee Member up to 09.06.2022					24,573.33		-873.33	-3.6%	<b>23,700.00</b>
<b>Group performance (Amounts in € '000)</b>									
Financial Metric A_GGR (Revenue)	72,881	4.7%	-490,113	-30.3%	409,060	36.2%	400,142	26.0%	<b>1,938,985</b>
Financial Metric B_EBITDA	58,890	16.7%	-151,864	-36.8%	289,581	111.1%	185,689	33.7%	<b>735,985</b>
Financial Metric C_NET INCOME	56,797	39.1%	-2,991	-1.5%	61,764	31.0%	335,164	128.5%	<b>596,036</b>
<b>Company performance (Amounts in € '000)</b>									
Financial Metric A_GGR (Revenue)	75,826	5.9%	-439,704	-32.1%	55,108	5.9%	347,883	35.3%	<b>1,333,210</b>
Financial Metric B_EBITDA	76,090	26.3%	-118,091	-32.4%	233,018	94.4%	118,395	24.7%	<b>598,354</b>
Financial Metric C_NET INCOME	70,422	52.1%	-104,242	-50.7%	163,590	161.4%	98,683	37.2%	<b>363,644</b>
<b>Average remuneration on a full - time equivalent basis of employees (Amounts in € '000)</b>									
Employees of the Group	0.6	1.2%	1.2	2.5%	-5.0	-9.8%	3.1	6.7%	<b>48.7</b>
Employees of the Company	-0.4	-0.7%	-0.4	-0.7%	-0.8	-1.4%	2.1	4.0%	<b>54.9</b>



**This report and the Remuneration Report that are referred to herein have been translated for the original documents prepared in the Greek language. The report has been issued with respect to the Greek language Remuneration Report and in the event that differences exist between the translated Remuneration Report and the original Greek language Remuneration Report, the Greek language Remuneration Report will prevail.**

## **Report of the statutory auditor on the remuneration report in accordance with article 112 of Law 4548/2018**

To the Board of Directors  
of ORGANISATION OF FOOTBALL PROGNOSTICS S.A.  
112, Athinon Avenue,  
104 42 Athens

We performed our procedures described in the "Scope of Work" section below, based on our engagement letter dated 21/3/2023, and in accordance with the requirements of paragraph 4 of article 112 of Law 4548/2018, in order to determine if and to what extent the Remuneration Report (Annex A), that has been prepared by ORGANISATION OF FOOTBALL PROGNOSTICS S.A. (the Company) for the year ended 31 December 2022, provides the information referred to in article 112 of Law 4548/2018.

### **Regulatory Framework**

According to the provisions of article 112 of Law 4548/2018, entities with shares listed on a regulated market are obligated to prepare a clear and understandable Remuneration Report, that provides a comprehensive overview of the total remuneration described in the remuneration policy of the entity, as provided in article 110 of that law. The Remuneration Report is submitted for discussion at the annual general meeting as a separate agenda item. Following the discussion at the annual general meeting, the Remuneration Report is published in accordance with paragraph 4 of article 112 of Law 4548/2018 and is available for a period of ten (10) years. In the same paragraph it is also stated that the entity's auditors should examine if and to what extent the Remuneration Report provides the information required by article 112 of Law 4548/2018.

### **Responsibility of the Management of the Company**

The Management of the Company is responsible for the correct preparation of the Remuneration Report in accordance with article 112 of Law 4548/2018. In this context, the Management of the Company is obligated to prepare a clear and understandable Remuneration Report, which provides a comprehensive overview of the total remuneration described in the remuneration policy of the Company, in accordance with article 110 of Law 4548/2018.

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**Ioannina:** 2 Plateia Pargis (or 23 Pyrsinella), 1st floor, 45332

**Patra:** 2A 28is Oktovriou & Othonos Amalias, 26223

Furthermore, the Management of the Company has the responsibility for the implementation of all necessary internal controls to ensure that the Company is in compliance with the provisions of articles 110, 111 and 112 of Law 4548/2018, as in force.

### **Auditor's Responsibility**

Our responsibility is limited to the issuance of this Report, based on the procedures we have performed to ascertain if and to what extent the Remuneration Report (Annex A), that has been prepared by the Company for the year ended 31 December 2022, provides the information referred to in article 112 of Law 4548/2018.

Our work was performed in accordance with the International Standard on Assurance Engagements 3000, "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and is limited to the procedures described in the "Scope of Work" section below.

### **Scope of Work**

Our work was performed to ascertain if the Remuneration Report contains, as a minimum, the following information regarding the remuneration of each individual member of the Company's board of directors and of the chief executive officer.

- (a) the total remuneration granted or paid, including analysis of each remuneration component, the relative proportion of fixed and variable remuneration, including the remuneration described in paragraph 2 of article 109, and explanation of how performance criteria are applied and how total remuneration complies with the approved remuneration policy,
- (b) the annual change of remuneration of the members of the board of directors, of the chief executive officer and his deputy, the performance of the Company and the average remuneration on a full-time equivalent basis of the employees of the Company, other than the executives, over at least the five (5) most recent financial years, presented in a manner which permits comparison by the shareholders,
- (c) any remuneration of any kind received from any company belonging to the same group, as defined in article 32 of Law 4308/2014,
- (d) the number of shares and share options granted or offered to the members of the board of directors and the main conditions for the exercise of the rights, including the exercise price and the exercise date and any change thereof,
- (e) any share options exercised by the board of directors under the Company's share-based remuneration plans,
- (f) information on the use of the ability to recover variable remuneration,
- (g) information on any deviations from the implementation of the remuneration policy in accordance with paragraph 7 of article 110, including an explanation of the exceptional nature of the circumstances that led to the deviation and the indication of the specific elements of the remuneration policy that have been deviated from.



## **Conclusion**

Based on the procedures performed and the evidence obtained, nothing has come to our attention that causes us to believe that the Remuneration Report of ORGANISATION OF FOOTBALL PROGNOSTICS S.A., that has been prepared for the year ended 31 December 2022, does not contain the information required by article 112 of Law 4548/2018.

## **Restriction of Use**

Our Report has been prepared solely for the purpose stated in its first paragraph hereof and is addressed exclusively to the Board of Directors of the Company, in order for it to be considered by the shareholders at the annual general meeting of the Company, and shall not be used for any other purposes.



Athens, 6 April 2023

The Certified Auditor Accountant

PricewaterhouseCoopers S.A.  
Certified Auditors – Accountants  
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152 32 Halandri  
SOEL Reg. 113

Socrates Leptos –Bourgi  
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