



## **"ORGANIZATION OF FOOTBALL PROGNOSTICS S.A."**

### **RESOLUTIONS OF THE 17<sup>th</sup> ORDINARY GENERAL MEETING**

#### **OF OPAP S.A. OF 27.04.2017**

The seventeenth (17<sup>th</sup>) Ordinary General Meeting of the shareholders of Organization of Football Prognostics S.A. (OPAP S.A.) took place on Thursday, the 27<sup>th</sup> of April, 2017 at its headquarters, at 112, Athinon Ave., Athens, Attica. 581 shareholders of the Company representing 227,016,804 shares, out of a total of 319,000,000 shares (total voting rights with the exception of the Company's own shares 317,817,499), i.e. 71.43% of the Company's share capital, were present or represented and voted at the Meeting.

The Annual General Meeting decided as follows:

**Item 1<sup>st</sup>:** Approved the Company's Annual Financial Statements and the consolidated Annual Financial Statements for the seventeenth (17<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2016 until the 31<sup>st</sup> of December 2016) as well as the relevant Company's Management Report of the Board of Directors and Certified Auditors' Report (approval of 99.81%).

**Item 2<sup>nd</sup>:** Approved the proposed by the Board of Directors distribution of earnings of a total gross amount of two hundred twenty-eight million nine hundred twenty-one thousand seven hundred fourteen euro and thirty-six cents (euro 228,921,714.36), and decided the distribution of a total gross dividend of 0.72 euro per share prior to the tax withhold for the fiscal year 2016. Since the amount of 0.12 euro per share has already been distributed to the shareholders as interim dividend pursuant to the dated 30.08.2016 decision of the Company's Board of Directors, the remaining dividend for the fiscal year 2016 amounts to 0.60 euro per share prior to the relevant tax withhold. Eligible to receive the dividend are OPAP's registered shareholders on Wednesday, 03.05.2017 (record-date). The Ex-dividend date for the fiscal year 2016 will be Tuesday, 02.05.2017. The payment of the remaining dividend will commence on Tuesday, 09.05.2017 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 3<sup>rd</sup>:** Discharged the Members of the Board of Directors as well as the Auditors from any liability for compensation regarding the seventeenth (17<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2016 until the 31<sup>st</sup> of December 2016) and approved any and all management and representation actions made by the Company's Board of Directors (approval of 99.71%).

**Item 4<sup>th</sup>:** 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 seventeenth (17<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2016 until the 31<sup>st</sup> of December 2016) (approval of 99.68%).

**Item 5<sup>th</sup>:** Pre-approved the remuneration and compensation of the Members of the Company's Board of Directors for their services for the current eighteenth (18<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2017 to the 31<sup>st</sup> of December 2017) (approval of 99.68%).

**Item 6<sup>th</sup>:** Appointed the Certified Auditing Company "KPMG Chartered Accountants S.A."



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(SOEL Reg. no. 114) for the statutory audit of the Company's and the Group's financial statements for the eighteenth (18<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2017 to the 31<sup>st</sup> of December 2017) as well as the issuance of the annual tax certificate (approval of 99.50%).

**Item 7<sup>th</sup>:** 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 98.63%).

**Item 8<sup>th</sup>: 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 93.98%, with the exception of item A2iv that was approved with 93.53%).

**B.** Approved the grant of permission for the execution of Agreements for the provision of consulting services with Emerging Markets Capital, a.s. in accordance with the specific provisions of par. 3 of article 23a of Codified Law 2190/1920, as in force (approval of 67.15%).

**Item 9<sup>th</sup>:** Approved the replacement of the resigning member of the Company's Board of Directors, Mr. Konstantin Yanakov, by Mr. Robert Chvátal (approval of 74.64%).

**Item 10<sup>th</sup>:** Approved the Addition to the Company's purpose, according to the content proposed by the Board of Directors and the relevant amendment of the Company's Articles of Association, with the addition of a new section under the letter k to paragraph 2 of article 2 (Purpose), in order to reflect that amendment (approval of 99.99%).

**Item 11<sup>th</sup>:** Approved the acquisition of the Company's own shares pursuant to article 16 of Codified law 2190/1920, as in force, in accordance with the specific terms proposed by the Company's Board of Directors and granted special authorization to the Company's Board of Directors in order (a) to engage in any and all necessary actions for the fulfillment of the acquisition of the own shares or/and (b) to further delegate such authorization to third parties for these actions at its discretion (approval of 99.21%).

**Item 12<sup>th</sup>:** Approved the distribution of part of the Net Profits of the financial year 2016 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 specify further the terms and conditions of the Reward Plan, at its own discretion. Furthermore, approved the Reward Plan in accordance with article 23a, paragraph 2 of article 24 and article 45 of Law 2190/1920 (approval of 76.41%).

**Item 13<sup>th</sup>:** Approved a 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 (2017- 2019), according to the terms and conditions proposed by the Board of Directors and approved further the grant of special authorization to the Board of Directors of the Company in order to specify the terms and conditions of the Long Term Incentive Scheme at its own discretion. Furthermore, approved the Long Term Incentive Scheme in accordance with the specific provisions of article 23a and par. 2 of article 24 of Codified Law 2190/1920, as in force (approval of 80.21%).



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

[http://investors.opap.gr/~media/Files/O/Opap-IR/Voting%20Results%2017th%20AGM\\_27042017-eng.pdf](http://investors.opap.gr/~media/Files/O/Opap-IR/Voting%20Results%2017th%20AGM_27042017-eng.pdf)

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

**OPAP S.A. BOARD OF DIRECTORS**

**ATHENS 28.04.2017**