



17th Ordinary General Meeting

DOCUMENT FOR APPOINTING A REPRESENTATIVE

To
ORGANIZATION OF FOOTBALL PROGNOSTICS S.A. (O.P.A.P. S.A.)
Investor Relations Division
112, Athinon Avenue,
104 42 Athens
Tel. : 210 5798930
FAX: 210 5798931
Email: ir@opap.gr

**DOCUMENT FOR THE APPOINTMENT OF A REPRESENTATIVE
TO PARTICIPATE AT THE SHAREHOLDERS ORDINARY GENERAL MEETING
OF THE SOCIÉTÉ ANONYME
ORGANIZATION OF FOOTBALL PROGNOSTICS S.A. (hereinafter "O.P.A.P. S.A.")**

**Reg. Number G.E.MH. 3823201000
(Reg. Number AP.M.A.E. 46329/06/B/00/15)**

The undersigned shareholder / legal representative of the legal person that is O.P.A.P. S.A.'s shareholder:

NAME

FATHER'S NAME:

NAME OF LEGAL PERSON

ADDRESS / HEADQUARTERS:

ID NUMBER/ Reg. Number at the Company's Register G.E.M.I.

TELEPHONE NUMBER: _____

NUMBER OF SHARES: _____ / or total number of shares owned for which I have the right to vote on the corresponding Record Date

INVESTOR ACCOUNT (DSS ACCOUNT):

SECURITIES ACCOUNT:



17th Ordinary General Meeting

I have taken note of the Invitation of the Ordinary General Meeting of O.P.A.P. S.A., that will take place on Thursday, the 27th of April, 2017, at 14:00, at the headquarters of the Company, 112, Athinon Avenue, Athens, and I hereby notify to you my intention to participate in the Ordinary General Meeting of O.P.A.P. S.A. and to exercise my voting rights arising from the above mentioned shares or from the total number of shares owned, for which I will have the right to vote, on the corresponding Record Date, by law, through my representative(s). Therefore, I authorize OPAP's representative:

☐ **Mr. Nikos P. Polymenakos, O.P.A.P S.A.'s Investor Relations Director,**

or

☐ to be filled in if you wish to appoint other proxies of your likeness:

1. (name of representative) _____, of
(father's name) _____, resident of _____,
street _____, street number _____, with ID/Passport Number
_____, issued on _____ by _____.

2. (name of representative) _____, of
(father's name) _____, resident of _____,
street _____, street number _____, with ID/Passport Number
_____, issued on _____ by _____.

3. (name of representative) _____, of
(father's name) _____, resident of _____,
street _____, street number _____, with ID/Passport Number
_____, issued on _____ by _____.

by giving the order, the power and the right, acting jointly or each one of the above mentioned individually (erase in an appropriate manner), to represent me in the abovementioned Ordinary General Meeting of O.P.A.P S.A., so as to participate in the relevant discussion of the items on the daily agenda, to vote on such items on the daily agenda at his/her/their discretion, to exercise all my legal rights at the Ordinary General Meeting of O.P.A.P. S.A. and, in general, to act in whatever necessary for my legal participation in the abovementioned Ordinary General Meeting.

I hereby approve every action of the above person(s) that will take place within the scope of the present authorization, as legal, valid and binding.

In case I decide to attend the abovementioned Ordinary General Meeting of O.P.A.P. S.A. in person, this authorization shall be deemed invalid provided however that I have notified the Company in writing of such revocation of the present authorization at least three (3) days prior to the corresponding date of the Ordinary General Meeting.

The present authorization is valid ☐ / is not valid ☐ and at any other Repeat Ordinary General Meeting or after a recess or postponement, etc. Meeting, in particular the 1st Repeat Ordinary General Meeting that will take place on Monday, the 8th of May, 2017, at 14:00 at the headquarters of the Company at the above defined place (in accordance with the provisions of the Ordinary General Meeting), as well as



17th Ordinary General Meeting

for the 2nd Repeat Ordinary General Meeting that will take place on Friday, the 19th of May, 2017, at 14:00 at the headquarters of the Company at the above defined place (in accordance with the provisions of the Ordinary General Meeting).

AGM Agenda (Outline description)

	FOR	AGAINST	ABSTAIN
FOR ALL THE ITEMS ON THE DAILY AGENDA			

VOTING

Please mark the corresponding column with an "X"

ITEM 1	FOR	AGAINST	ABSTAIN
Submission and approval of the Company's Financial Statements and of the consolidated Financial Statements for the seventeenth (17 th) fiscal year (from the 1 st of January 2016 to the 31 st of December 2016) and of the relevant Directors' Report and Auditors' Report.			
ITEM 2	FOR	AGAINST	ABSTAIN
Approval of the distribution of earnings for the seventeenth (17 th) fiscal year (from the 1 st of January 2016 to 31 st of December 2016).			
ITEM 3	FOR	AGAINST	ABSTAIN
Discharge of the Members of the Board of Directors and the Statutory Auditors of the Company from any liability for compensation for the realized (management) for the seventeenth (17 th) fiscal year (from the 1 st of January 2016 to the 31 st of December 2016), and approval of management and representation actions of the Board of Directors of the Company.			



17th Ordinary General Meeting

ITEM 4	FOR	AGAINST	ABSTAIN
Approval of compensation and remuneration to the Members of the Board of Directors for the seventeenth (17 th) fiscal year (from the 1 st of January 2016 to the 31 st of December 2016) pursuant to Article 24 of Codified Law 2190/1920, as in force.			
ITEM 5	FOR	AGAINST	ABSTAIN
Pre-approval of the compensation and remuneration of the Members of the Company's Board of Directors for the current eighteenth (18 th) fiscal year (from the 1 st of January 2017 to the 31 st of December 2017) pursuant to Article 24 of Codified Law 2190/1920, as in force.			
ITEM 6	FOR	AGAINST	ABSTAIN
Selection of certified Auditors for the audit of the financial statements of the Company for the current eighteenth (18 th) fiscal year (from the 1 st of January 2017 to the 31 st of December 2017) and the issuance of the annual tax report.			
ITEM 7	FOR	AGAINST	ABSTAIN
Provision of permission pursuant to article 23, paragraph 1 of Codified law 2190/1920, as in force, to the Board of Directors' Members and the officers of the Company's General Directorates and Divisions for their participation in the Boards of Directors or in the management of the Group's subsidiaries and affiliates.			
ITEM 8	FOR	AGAINST	ABSTAIN
Provision of specific permission for the conclusion of contracts pursuant to article 23a of Codified law 2190/1920, as in force.			



17th Ordinary General Meeting

A.1. FOR ALL CONTRACTS UNDER ITEM 8 A.1 Executed contracts of the Company with related parties			
I. Lease Agreement between the Company and HORSE RACES S.A. (for the use of part of the office building owned by the Company)			
II. Lease Agreement between the Company and OPAP SERVICES S.A. (for the use of part of the office building owned by the Company)			
III. Sublease agreement between the Company and TORA DIRECT S.A. (for the use of part of the office building leased by the Company)			
IV. Sublease agreement between the Company and TORA WALLET S.A. (for the use of part of the office building leased by the Company)			
V. Trademark license agreement between the Company and Horse Races S.A.			
VI. Trademark license agreement between the Company and Hellenic Lotteries S.A.			
FOR ALL GUARANTEES UNDER ITEM 8 A.2 A.2. For Corporate Guarantees provided to Third Parties on favor of Related Parties			
I. Corporate Guarantee in favor of Hellenic Lotteries S.A. in the context of a Bond Loan of an amount up to €50,000,000			
II. Corporate Guarantee in favor of Hellenic Lotteries S.A.			
III. Corporate Guarantee in favor of Horse Races S.A.			
IV. Corporate Guarantee in favor of Horse Races S.A.			
V. Corporate Guarantee in favor of Horse Races S.A.			



17th Ordinary General Meeting

VI. Corporate Guarantee in favor of Horse Races S.A.			
VII. Corporate Guarantee in favor OPAP Sports Ltd			
VIII. Corporate Guarantee in favor of TORA DIRECT S.A.			
IX. Corporate Guarantee in favor of Neurosoft S.A.			
B. For contracts that have been negotiated with related parties but have not yet been signed pending the approval of the General Meeting	FOR	AGAINST	ABSTAIN
I. Agreement for the provision of consulting services with Emerging Markets Capital, a.s. (company associated with Mr Jiří Šmejč)			
II. Agreement with Emerging Markets Capital, a.s. (company associated with Mr Jiří Šmejč) for services			
ITEM 9	FOR	AGAINST	ABSTAIN
Approval of the replacement of a member of the Company's Board of Directors.			
ITEM 10	FOR	AGAINST	ABSTAIN
Addition to the Company's purpose and amendment of article 2 (Purpose) of the Company's Articles of Association.			
ITEM 11	FOR	AGAINST	ABSTAIN
Provision of approval for the acquisition of the Company's own shares pursuant to article 16 of Codified law 2190/1920, as in force.			
ITEM 12	FOR	AGAINST	ABSTAIN
Approval of the distribution of part of the Net Profits of the financial year 2016 of the Company to Executive Members of the Board of Directors and other Key Management Personnel of the Company.			



17th Ordinary General Meeting

ITEM 13	FOR	AGAINST	ABSTAIN
Approval of 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			

_____, ____/____/2017

The Undersigned Shareholder/The Legal Representative of Legal Person

Signature & Name

Seal of the Legal Person (if applicable)

Please either fax the above to OPAP Investor Relations Division at fax no.: +30 210 5798 931 or send by post at the company's headquarters: OPAP, 112, Kifissou Avenue, 104 42 Athens, Greece.