



## 17<sup>th</sup> 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](mailto: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

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FATHER'S NAME:

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NAME OF LEGAL PERSON

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ADDRESS / HEADQUARTERS:

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

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TELEPHONE NUMBER:

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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):

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SECURITIES ACCOUNT:

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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 1<sup>st</sup> 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



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for the 2<sup>nd</sup> 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
<b>FOR ALL THE ITEMS ON THE DAILY AGENDA</b>			

### 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 <sup>th</sup> ) fiscal year (from the 1 <sup>st</sup> of January 2016 to the 31 <sup>st</sup> 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 <sup>th</sup> ) fiscal year (from the 1 <sup>st</sup> of January 2016 to 31 <sup>st</sup> 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 <sup>th</sup> ) fiscal year (from the 1 <sup>st</sup> of January 2016 to the 31 <sup>st</sup> of December 2016), and approval of management and representation actions of the Board of Directors of the Company.			



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ITEM 4	FOR	AGAINST	ABSTAIN
Approval of compensation and remuneration to the Members of the Board of Directors for the seventeenth (17 <sup>th</sup> ) fiscal year (from the 1 <sup>st</sup> of January 2016 to the 31 <sup>st</sup> 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 <sup>th</sup> ) fiscal year (from the 1 <sup>st</sup> of January 2017 to the 31 <sup>st</sup> 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 <sup>th</sup> ) fiscal year (from the 1 <sup>st</sup> of January 2017 to the 31 <sup>st</sup> 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.			



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<b>A.1. FOR ALL CONTRACTS UNDER ITEM 8 A.1</b> 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.			
<b>FOR ALL GUARANTEES UNDER ITEM 8 A.2</b> <b>A.2. For Corporate Guarantees provided to Third Parties on favor of Related Parties</b>			
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.			



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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>B. For contracts that have been negotiated with related parties but have not yet been signed pending the approval of the General Meeting</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
I. Agreement for the provision of consulting services with Emerging Markets Capital, a.s. (company associated with Mr Jiří Šmejc)			
II. Agreement with Emerging Markets Capital, a.s. (company associated with Mr Jiří Šmejc) for services			
<b>ITEM 9</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Approval of the replacement of a member of the Company's Board of Directors.			
<b>ITEM 10</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Addition to the Company's purpose and amendment of article 2 (Purpose) of the Company's Articles of Association.			
<b>ITEM 11</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Provision of approval for the acquisition of the Company's own shares pursuant to article 16 of Codified law 2190/1920, as in force.			
<b>ITEM 12</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
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.			



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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.