



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

THE 10<sup>th</sup> EXTRA-ORDINARY GENERAL MEETING DATED JUNE 21<sup>st</sup>, 2016  
FOR THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE BUSINESS 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**

#### **1<sup>st</sup> Item: Change of the Company's Registered Office and Amendment of Article 3 (Central Office) of the Company's Articles of Association**

<b>Required quorum:</b> 34% of the share capital	<b>Majority:</b> 50% + 1 of the votes represented
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The Company's Board of Directors, following the acquisition by the Company of a complex of offices' building located in Athens, at 112 Athinon Avenue and the subsequent construction works that have taken place in the said building by the Company in order to transform it into an innovative and practical central office building, recommends to the Shareholders' General Meeting that the change of the Company's registered office from 62 Kifissou Avenue, Peristeri Attica to the mentioned above address of the new building, is approved.

Furthermore the Company's Board of Director recommends to the Company's Shareholders that article 3 of the Articles of Association that currently refers to the Company's Central Office is amended as follows:

#### **"Article 3**

##### **Legal Seat**

1. The Company's legal seat is in the Municipality of Athens. For any dispute arising with third parties, the Company shall be subject to the Courts of Athens, unless otherwise stipulated



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by the law or unless other legitimate grounds necessitate the prorogation of local jurisdiction.

2. The Company may establish branches, agencies and offices outside the area of the legal seat of the Company by a resolution of the Board of Directors."

The Board of Directors informs the Extra-Ordinary General Meeting of the Company that article 3 of the Articles of Association is currently in force as follows:

### **"Article 3**

#### **Central Office**

The Company's Seat is specified as the Municipality of Peristeri, Attica. For any dispute arising with third parties, the Company shall be subject to the Courts of Athens, unless otherwise stipulated by law or where a legitimate reason exists for extending the regional jurisdiction."

The full text of the draft Articles of Association, as such will be formed following the above mentioned amendment is available for further review by the Shareholders' of the Company on the Company's webpage ([www.opap.gr](http://www.opap.gr)).

The Board of Directors makes also a recommendation to the General Meeting of the Shareholders to authorize the Chairman of the BoD and CEO Mr. Kamil Ziegler or the Vice-Chairman of the BoD Mr. Spyridon Fokas, each one of them acting individually to draft and to sign the new copy of the Articles of Association of the Company that will incorporate the above- mentioned amendment.

**Item 2<sup>nd</sup>: Increase of the number of the members of the Company's Board of Directors and election of one new member**

<b>Required quorum:</b> 34% of the share capital	<b>Majority:</b> 50% + 1 of the votes represented
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In line with previous commitment to split the roles of Chairman and CEO in the Company following the successful completion of its large scale internal restructuring and in order to reinforce the Company's senior management team, the Company's Board of Directors recommends to the Company's Extra-Ordinary General Meeting to approve the increase of the number of the Company's members from 12 to 13 and to elect Mr. Damian Cope as the new member of the



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Company's Board of Directors for the remainder of the Board of Directors' term ending in 2017 according to article 11 par.4 of the Company's Articles of Association.

The rest of the Company's Board of Directors' members that were elected by virtue of the dated 7<sup>th</sup> of November 2013 No 8<sup>th</sup> Extra-Ordinary General Meeting of the Company remain the same and are as follows:

- Kamil Ziegler
- Spyridon Fokas
- Pavel Horak
- Michal Houst
- Giorgos Melissanidis
- Pavel Saroch
- Konstantin Yanakov
- Christos Kopelouzos
- Marco Sala
- Dimitrakis Potamitis
- Rudolf Jurcik
- Igor Rusek

The Board of Directors of the Company in accordance with the recommendations of the committee of the Code of Corporate Governance informs the Company's Shareholders that a) the composition of the Board of Directors of the Company shall continue to depict the Company's constant intention to maintain the number of independent directors in excess of Greek legislation's requirements and b) all other applicable measures shall continue to be taken in order to ensure transparency in the way the Company is managed.



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**Item 3<sup>rd</sup>: Provision of specific permission for the conclusion of contracts pursuant to article 23a of Codified law 2190/1920, as in force**

**Required quorum:** 34% of the share capital      **Majority:** 50% + 1 of the votes represented

provided that the negative votes do not exceed:

1/3 of the votes represented for the approval of the amendment of the contracts that shall be signed after the relevant approval by the EGM

The Company's Board of Directors, following recommendation of the Compensation Committee, unanimously proposes to the Shareholders' Extra-Ordinary General Meeting that permission is granted in accordance with the specific provisions of par. 3 of Article 23a of Codified Law 2190/1920, as in force so that the mentioned below amendments to the employment agreements and related parties as specified herein below are approved by the General Meeting:

### I. Amendment of the Employment Agreement between the Company and Mr. Kamil Ziegler

Signature Date	To be signed after the relevant approval of the Extra-Ordinary GM
Recommended Amendments	<ul style="list-style-type: none"><li>• Extension of the term of the employment agreement until the 31<sup>st</sup> of December 2016 with the option to be renewed for an additional year at the discretion of the Company's Board of Directors;</li><li>• The Role of Mr Ziegler as of the 1<sup>st</sup> of July of 2016 shall be amended to senior executive of the Company performing the duties of the Executive Chairman of the Company's Board of Directors;</li></ul>

### II. Amendment of the Employment Agreement between the Company and Mr. Michal Houst

Signature Date	To be signed after the relevant approval of the Extra-Ordinary GM
Recommended Amendment	Extension of the term of the employment agreement until the 31 <sup>st</sup> of December 2016 with the option to be renewed for an additional year at the discretion of the Company's Board of Directors



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**Item 4<sup>th</sup>:** Ratification of the execution of employment agreement

**Required quorum:** 34% of the share capital

**Majority:** 50% + 1 of the votes represented

The Company's Board of Directors, following recommendation of the Compensation Committee, unanimously proposes to the Shareholders' Extra-Ordinary General Meeting to ratify the employment agreement signed by the Company and Mr Damian Cope according to the below mentioned basic terms and conditions.

The Company's Board of Directors would also like to provide to the Company's Shareholders brief CV details of Mr Damian Cope for their information: Mr Cope has over 18 years' experience in the gambling industry. His most recent position has been the one of the Managing Director of Ladbrokes Plc International in which he was responsible for all non-UK, betting & gaming activities, across both retail and digital channels. His prior position included regulated businesses in Spain, Belgium, Denmark, Ireland and Australia. Mr Cope has also served as a Board Director of Sportium Apuestas Deportivas, the sportsbetting JV with Cirsa Group. Prior to the above mentioned Mr Cope had served as the Group Chief Information and E-commerce Officer and Managing Director, for the Gala Coral Group and he had previously also held senior management positions at Blue Square and Rank Group Plc. Mr Cope has a law degree from Bristol University, England.

<b>BASIC TERMS &amp; CONDITIONS</b>	
Term of the Agreement	Four years
Role	Senior Executive performing the role of CEO
Monthly Remuneration	Monthly remuneration – monthly salary (X14 months per year) in the amount of 28.570 EUR net, subject to annual increase of 5% (if relevant KPIs are fulfilled at 100% or more). Signing bonus of EUR 150,000 net



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Other Benefits	Benefits occasionally provisioned for the executives of the Company (housing, car, mobile, medical coverage) at market standards rate to be determined by the Board of Directors
Bonus	<p>(a) a cash bonus scheme on annual basis. The annual cash bonus will be equal to 100% of annual net salary, if KPIs are fulfilled at 100% and will be further adjusted in case of overachievement (up to 160% of KPIs) or in case of low achievement of KPIs (up to 70% of KPIs). No cash bonus will be paid if KPIs are not fulfilled to a threshold of minimum 70% of such, and</p> <p>(b) participation in a Long Term Incentive Plan for provision of bonus to be awarded upon the end of term of the employment agreement being conditional upon fulfillment of KPIs relating to EBITDA and share price.</p>
Severance Compensation	<ul style="list-style-type: none"> <li>- In case of termination of the Employment Agreement by the Company within the first two years from its commencement, Mr Cope shall be entitled to receive the total of remuneration that he would have received by the Company until the end of the second year of employment.</li> <li>- After the second year of employment and up to four years of employment, the severance payment in case of termination of the contract by the Company is fixed at the level of a sum equivalent to 6 monthly salaries, that shall incorporate any severance compensation applicable under the current relevant legislation.</li> </ul>
Non-Compete Clause	Applicable in connection to the territory of Greece and Cyprus and for 2 years following the termination of the employment agreement for any reason whatsoever



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### **Item 5<sup>th</sup>: Distribution of Past Years' Undistributed Earnings to the Company's Shareholders**

**Required quorum:** 34 % of the share capital  
represented

**Majority:** 50% + 1 of the votes

The Board of Directors informs the Shareholders of the Company that it has accumulated an amount of undistributed earnings of past financial years. After taking into account the Company's current profitability, prospects, investment plans and strategic planning, the Company's Board of Directors, recommends to the General Meeting of shareholders, as per the specific stipulations of articles 44a and 46a of Codified Law 2190/1920, as in force today, that part of the undistributed earnings of past years until the year ending on 31.12.2014 are distributed to the Company's Shareholders.

Specifically, the Board of Directors proposes to the Shareholders' General Meeting to approve the distribution as dividend per Company's share of an amount of €0,57 (subject to 10% withholding tax where applicable, according to article 18 of Law 3697/2008) and in total the distribution of the gross amount of Euros one hundred eighty one million five hundred ninety eight thousand two hundred seventy one and 6 cents (€ 181,598.271,06).

Furthermore, the Board of Directors proposes to the Extra-Ordinary General Meeting of the Shareholders to set:

- a. 23.06.2016, as the Cut-off date (namely the date from which the Company's shares are traded on the Athens Exchange without the right to receive dividend),
- b. 24.06.2016, as the payment beneficiaries Record date (namely the date on which beneficiaries of the dividend to be distributed shall be all the registered shareholders in the files of the Company's Dematerialized Securities System), and



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- c. 29.06.2016, as the Payment Date (on which the payment of the dividend to be distributed shall commence).

Finally, the Board of Directors proposes to the Extra-Ordinary General Meeting of the Shareholders to nominate Piraeus Bank as the paying bank and to authorize accordingly the Company's Board of Directors in order to implement the necessary process for the payment of the dividend to be distributed according to the above mentioned.

END OF EXPLANATORY REPORT – RECOMMENDATIONS OF THE BOARD OF DIRECTORS

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