

Invitation to the Annual Ordinary General Meeting

"OPAP S.A"

INVITATION

TO THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE BUSINESS NAME:

"GREEK ORGANIZATION OF FOOTBALL PROGNOSTICS S.A."

(REGISTRATION NUMBER A.P.M.A.E. 46329/06/B/00/15)

FOR THE 12th ANNUAL ORDINARY GENERAL MEETING

(FISCAL YEAR 01/01/2011 – 31/12/2011)

In accordance with the law and the Company's Articles of Association, and the resolution of its 9th Board of Directors' meeting dated April 11th, 2012 (Item 1st), the Company invites its shareholders to the twelfth (12th) Annual Ordinary General Meeting on Friday, June 1st, 2012, to be held at 12:00 pm at the Company's headquarters at No. 62 Kifissou Ave., Peristeri, Athens, Greece, in order to discuss and decide upon the following issues pertaining to the daily agenda:

1. Submission and approval of the Board of Director's Reports and Auditor's Reports for the Company's Annual Financial Statements for the twelfth (12th) fiscal year (commencing on January 1st, 2011 until December 31st, 2011), which are included in the Annual Financial Report for the corresponding period of January 1st, 2011 until December 31st, 2011, according to article 4 of the Law 3556/2007.
2. Submission and approval of the Company's corporate and consolidated financial statements for the twelfth (12th) fiscal year (commencing on January 1st, 2011 until December 31st, 2011), which are included in the Annual Financial Report for the corresponding period of January 1st, 2011 until December 31st, 2011, according to article 4 of the Law 3556/2007.
3. Approval of earnings distribution for the twelfth (12th) fiscal year (commencing on January 1st, 2011 until December 31st, 2011), which are included in the Annual Financial Report for the corresponding period of January 1st, 2011 until December 31st, 2011, according to article 4 of the Law 3556/2007.
4. Discharge of the members of the Board of Directors as well as the Auditors from any liability for indemnity with respect to the twelfth (12th) fiscal year (commencing on January 1st, 2011 until December 31st, 2011) and approval of the administrative and representation acts of the Board of Directors.
5. Approval of remuneration and compensation payments for the Board of Directors members for their attendance and participation on the Board of Directors, for the twelfth (12th) fiscal year (commencing on January 1st, 2011 until December 31st, 2011).

6. Preliminary approval of remuneration and compensation payments to the members of the Board of Directors of the Company for the current thirteenth (13th) fiscal year (commencing on January 1st, 2012 until December 31st, 2012).
7. Nomination of regular and substitute Certified Auditors-Accountants for the current thirteenth (13th) fiscal year (commencing on January 1st, 2012 until December 31st, 2012) and the determination of their fees.
8. Granting permission, pursuant to article 23a, paragraph 1 of the Codified Law 2190/1920, to members of the Board of Directors and Officers of the Company's Departments and Divisions for their participation and rendering of their services in the Boards of Directors or in the management of the Group's companies and associate companies for the purposes as set out in article 42e paragraph 5, of the Codified Law 2190/1920.

In the event that the required decision quorum is not met, the General Meeting will reconvene on Friday, June 15th, 2012, at 12:00 p.m. at the company's headquarters, No. 62 Kifissou Ave., Peristeri, Athens, Greece.

In accordance with Codified Law 2190/1920, as modified by the applicable Law 3884/2010, the Company informs shareholders on the following:

A. RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING

Any shareholder who is listed in the dematerialized securities system files, managed by HELLENIC EXCHANGES S.A. (HELEX) where the Company's shares are kept, is entitled to vote at and participate in the Annual General Meeting.

Proof of shareholder status is evidenced either through written confirmation from "HELEX" or, alternatively through the Company's electronic connection with "HELEX" files.

Shareholder capacity must be in force on the record date which is Sunday, May 27th, 2012, namely five days prior to the General Meeting date on Friday, June 1st, 2012 and the relevant electronic certification concerning shareholder capacity must have reached the Company no later than three days before the General Meeting. Further to the above, legal entities appearing as shareholders, shall submit all the documents necessary for its legalization, as laid down by law, within the same deadline as above.

Any shareholder fulfilling the same aforementioned requirements may participate in the A' Repeat General Meeting on Friday, June 15th, 2012. Shareholder capacity must be in force on Monday, June 11th, 2012 for the Repeat General Meeting, namely four days prior to the Repeat General Meeting (Registration Date of the Repeat General Meeting). As regards shareholder capacity and representation of legal entities

shareholders to the meeting, the above deadlines referring to the first meeting shall apply.

Any entity bearing shareholder capacity on the relevant Registration Date is entitled, vis-a-vis the Company, to participation and voting rights in the General Meeting. In case of non compliance with the provisions of article 28a of Codified Law 2190/1920, the shareholder in question will participate in the General Meeting only on the condition that permission is granted by the latter.

It is noted that the exercise of such participation and voting rights does not presuppose the blocking of the beneficiary's shares nor the adherence to another similar procedure which restricts the possibility of the sale and transfer of such shares during the period between the Registration Date and the Annual Ordinary General Meeting.

B. PARTICIPATION PROCESS AND VOTING THROUGH A REPRESENTATIVE

Shareholders may participate in the Annual General Meeting and vote either in person or by proxy.

Each shareholder may appoint up to three (3) proxies and legal entities/shareholders may appoint up to three (3) natural persons as proxies. In cases where a shareholder owns shares of the Company that are held in more than one Investor's Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

A plenipotentiary document for appointing representatives will be available to shareholders:

- a) In hard copy at the Investor Relations Division of the Company (No. 62, Kifissou Ave., Peristeri, Athens, Greece), Tel.: +30 210 5798929, Fax: +30210 5798931, and
- b) In electronic form on the Company website (www.opap.gr).

The abovementioned document must be filled-in, signed and submitted to the Company, at the address mentioned in a) above, at least three (3) days before the date of the Annual/Repeat Annual General Meeting.

The representative is obliged to notify the Company, before the start of the Annual General Meeting, of any specific fact, which may be useful to shareholders in ascertaining whether there is a risk that the representative may serve other interests, besides the interests of the shareholder.

A conflict of interests may arise in particular when the representative is:

- a) A shareholder that exercises control over the Company, or other legal person or entity that is controlled by such a shareholder,
- b) A member of the Board of Directors or the management of the Company in general, or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control over the Company.
- c) An employee or a certified auditor of the Company or controlling shareholder of the Company or other legal person or entity that is controlled by a controlling shareholder.
- d) A spouse or a first-degree relative with any one of the physical persons that are mentioned in cases a) to c).

C. MINORITY RIGHTS OF THE SHAREHOLDERS

Shareholders, representing one twentieth (1/20) of the Company's paid up share capital, are entitled to request that the Company's Board of Directors include additional agenda items in the General Meeting if the relevant application reaches the Board of Directors at least fifteen (15) days before the General Meeting, namely by Thursday, May 17th, 2012. The application for the inclusion of additional items on the agenda is accompanied by a justification or a draft decision to be approved at the Annual General Meeting and the revised agenda is published, as in the case of the previous agenda, thirteen (13) days before the Annual General Meeting date, namely on Saturday, May 19th, 2012. At the same time, the revised agenda is made available to shareholders by being posted on the Company's website, together with the justification or the draft decision having been submitted by shareholders, pursuant to article 27, par. 3 of Codified Law 2190/1920.

Shareholders, representing one twentieth (1/20) of the Company's paid up share capital are entitled to request that the Board of Directors makes available to shareholders, in line with article 27 par.3 of Codified Law 2190/1920, at least six (6) days prior to the General Meeting date, namely the latest by Saturday, May 26th, 2012, the draft decisions of items which have been included in the initial or possibly revised agenda, if the relevant application has reached the Board at least seven (7) days prior to the Annual General Meeting date, namely by Friday, May 25th, 2012.

After an application by any shareholder for specific information, submitted to the Company at least five (5) full days before the Annual General Meeting, no later than Sunday, May 27th, 2012, the Board of Directors is bound to offer the requested specific information with respect to the Company affairs, to the extent that the requested information is useful for the actual assessment of agenda items at the General Meeting. The Board may give a comprehensive reply to shareholders'

applications with the same content. Information disclosure liability does not exist, in case the relevant information is already available on the Company's webpage, particularly in the form of questions and answers. The Board of Directors may decline provision of information for an adequate and substantial reason, mentioned in the minutes.

Shareholders representing one fifth (1/5) of the paid up share capital may request the Board to offer information on the progress of corporate affairs and the Company's assets at the General Meeting. This request must be submitted to the Company at least five (5) full days before the General Meeting, namely by Sunday, May 27th, 2012. The Board of Directors may decline provision of information for an adequate and substantial reason, mentioned in the minutes.

In all of the above cases, shareholders must prove their capacity as a shareholder during the exercise of such a right. Such evidence may be considered the submission of a certificate from by HELLENIC EXCHANGES S.A. or the certification of shareholder identity with direct electronic connection between HELLENIC EXCHANGES S.A. and our Company.

D. AVAILABLE DOCUMENTS AND INFORMATION

The information and documents foreseen in article 27 par. 3 of Codified Law 2190/1920, as applicable, will be available, on the Company's webpage www.opap.gr, as well as in hard copies at the Company's headquarters, at No. 62 Kifissou Avenue, Peristeri, Athens, Greece.

PERISTERI, 11.04.2012
THE BOARD OF DIRECTORS