



“GREEK ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.”

INVITATION

TO THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER
THE BUSINESS NAME

“GREEK ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.” (OPAP S.A.)

G.E.MI. REGISTRATION NUMBER 3823201000

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

TO THE FOURTEENTH (14th) ANNUAL ORDINARY GENERAL MEETING
(FISCAL YEAR 01/01/2013 – 31/12/2013)

In accordance with the Law, the Company's Articles of Association and the resolution of the 4th/17.04.2014 decision (Item 8th), the Board of Directors of the “GREEK ORGANISATION OF FOOTBALL PROGNOSTICS S.A.” (“OPAP S.A.”) invites the Shareholders to the fourteenth (14th) Annual Ordinary General Meeting which will be held on **Thursday, the 22nd of May, at 14:00** at the Company's offices and headquarters at No. 62 Kifissou Ave., Peristeri, Attica, in order to discuss and decide upon the following issues pertaining to the Daily Agenda:

ITEMS OF THE DAILY AGENDA – A.G.M. 22.05.2014

Item 1: Approval of the restated separate and consolidated Financial Statements for the thirteenth (13rd) fiscal year (January 1st, 2012 until December 31st, 2012).

Item 2: Submission and approval of both the Board of Directors' Report and Auditors' Report for the Annual Financial Statements for the fourteenth (14th) fiscal year (1st of January 2013 to the 31st of December 2013).

Item 3: Submission and approval of the separate and consolidated Financial Statements for the fourteenth (14th) fiscal year (January 1st, 2013 until December 31st, 2013).

Item 4: Approval of earnings distribution for the fourteenth (14th) fiscal year (1st of January 2013 to 31st of December 2013).

Item 5: Discharge of the Members of Board of Directors and the Statutory Auditors from any liability for compensation for the realized (management) for the fourteenth (14th) fiscal year



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(January 1st, 2013 until December 31st, 2013), and approval of management and representation actions of the Board of Directors of the Company.

Item 6: Approval of the Members of the Board of Directors' compensation and remuneration for their participation in the Board of Directors for the fourteenth (14th) fiscal year (January 1st, 2013 until December 31st, 2013).

Item 7: Approval of compensation and remuneration to the Executive Members of the Board of Directors pursuant to Article 24, paragraph 2 of Codified Law 2190/1920 as in force.

Item 8: Pre-approval of the remuneration and compensation of the Members of the Company's Board of Directors for the current fifteenth (15th) fiscal year (commencing on January 1st, 2014 until December 31st, 2014).

Item 9: Appointment of statutory and substitute certified Auditors for the audit of the financial statements for the current fifteenth (15th) fiscal year (January 1st, 2014 until December 31st, 2014), the issuance of the annual tax certificate and determination of their fees.

Item 10: Articles of Association issues: (a) deletion of articles 9, 19, 21, 23, 28, 29, 36, 39, 40, 43, 48, 49 and 50, amendment of the articles 1, 2, 3, 4, 5, 7, 12, 13, 15, 16, 17, 18, 20, 22, 24, 25, 27, 31, 35, 37, 38, 41 and 44 and renumbering of the articles 10, 11, 12, 13, 14, 15, 16, 17, 18, 20, 22, 24, 25, 26, 27, 30, 31, 32, 33, 34, 35, 37, 38, 41, 42, 44, 45, 46 and 47 and (b) configuration of the Articles of Association in a single text.

Item 11: Provision of permission pursuant to Article 23, paragraph 1 of Codified law 2190/1920, to the BoD 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, as defined in Article 42, paragraph 5 of Codified law 2190/1920.

In the event that the required decision quorum is not met, the **1st Repeat Annual General Meeting** of the Shareholders will be convened on **Tuesday, the 3rd of June, at 14:00** at the Company's offices and headquarters, No. 62 Kifissou Ave., Peristeri, Attica. In case the quorum is still not met, **the 2nd Repeat Annual General Meeting** of the Shareholders will be



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convened on **Monday, the 16th of June, 2014**, at **14:00** at the Company's offices and headquarters, No. 62 Kifissou Ave., Peristeri, Attica.

In the case of a Repeat Annual General Meeting, a new invitation will not be published.

In accordance with Codified Law 2190/1920, as currently in force, the Company informs shareholders on the following:

A. RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING

The right to participate or vote at the Annual Ordinary General Meeting is held by anyone who appears as a Shareholder in the dematerialized securities system files which HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE S.A. (HELEX) manages, where the Company's securities are kept, on the **17th of May 2014** or five (5) days prior to the Annual General Meeting (record date). Proof of Shareholder status is evidenced either through written confirmation from HELEX or, alternatively through the Company's electronic connection with HELEX's files. The relevant written or electronic confirmation regarding shareholding capacity must reach the Company no later than the third (3rd) day prior to the Annual General Meeting.

For the 1st Repeat Annual General Meeting, Shareholder status must exist on the **30th of May, 2014** (record date), namely at the beginning of the fourth (4th) day before the date of the 1st Repeat Annual General Meeting, while the relevant written confirmation or electronic verification of Shareholder status must be received by the Company on the third (3rd) day before the meeting of the above Repeat Annual General Meeting, at the latest. As for a 2nd Repeat Annual General Meeting, Shareholder status must exist on the **12th of June, 2014** (record date), namely at the beginning of the fourth (4th) day before the date of the 2nd Repeat Annual General Meeting, while the relevant written confirmation or electronic verification of Shareholder status must be received by the Company on the third (3rd) day before the meeting of the above Repeat Annual General Meeting, at the latest.

Those entitled to vote and participate at the Annual General Meeting are only individuals who qualify as Shareholders on the record date above. In the case of non compliance with the provisions of article 28a of Codified Law 2190/1920, Shareholders may participate in the General Meeting only after its permission. Note that the exercise of participation and voting rights does not presuppose the blocking of neither the beneficiary's shares nor the



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adherence to another similar procedure, which restricts the possibility of the sale and transfer of such shares during the period between the Record Date and the Annual Ordinary General Meeting.

B. PROCESS FOR THE EXERCISING OF THE RIGHT TO VOTE THROUGH A REPRESENTATIVE

Each Shareholder may take part and vote either in person or by proxy by signing the relevant authorization and can nominate up to three (3) representatives. Legal persons may participate in the General Meeting by appointing up to three (3) persons. If a Shareholder holds shares which appear in more than one securities account, the Shareholder may appoint different proxies for the shares appearing in each Account.

The appointment as well as the revocation of a proxy takes place in writing which is then submitted to the Company at its headquarters or sent via fax, to 210-5798931, at least three (3) days before the date of the General Meeting. The representation form is available on the Company's website (www.opap.gr).

A representative acting on behalf of several Shareholders may cast votes differently for each Shareholder.

The representative votes in accordance with the instructions of the Shareholder, as long as they exist, and must file the voting instructions for at least one (1) year from the submission of the minutes for the General Meeting with the competent authority or, if the decision is subjected to publicity, from its registration in the Companies Register.

The share 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. In the context of the present paragraph, a conflict of interests may arise particularly if 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 of a controlling shareholder of the Company or of another legal person or entity that is controlled by a controlling shareholder, and (a) a



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spouse or a first-degree relative with any one of the physical persons that are mentioned in cases a) to c).

C. SHAREHOLDERS' MINORITY RIGHTS

According to Article 26, paragraph 2b of Law 2190/1920, we inform Messrs. Shareholders that, inter alia, they possess the following rights under Article 39, paragraphs 2, 2a, 4 and 5 of Codified Law 2190/1920.

- I. 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 includes 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. The application for the inclusion of additional items on the agenda for the General Meeting is accompanied by a justification or a draft decision to be approved at the Annual General Meeting. The revised agenda is then published, as in the case of the previous agenda, at thirteen (13) days before the Annual General Meeting date. At the same time, the revised agenda is made available to Shareholders through its being posted on the Company's website, together with the justification or the draft decision which the Shareholders have submitted, pursuant to article 27, par. 3 of Codified Law 2190/1920.
- II. Shareholders, representing one twentieth (1/20) of the Company's paid up share capital are entitled to request that the Board of Directors, in line with article 27, par.3 of Codified Law 2190/1920, makes available to Shareholders, at least six (6) days prior to the General Meeting date, the draft decisions for items which have been included in the initial or possibly revised Daily Agenda, if the relevant application has reached the Board at least seven (7) days prior to the Annual General Meeting date.
- III. Following an application made by any Shareholder submitted to the Company at least five (5) full days before the Annual General Meeting, the Board of Directors is then bound to make the requested specific information available with respect to Company affairs, to the extent that the requested information is useful for the actual assessment of agenda items at the General Meeting. The Board of Directors may give a comprehensive reply to Shareholders' applications with the same content. Information disclosure liability does not exist, in the case that the relevant information is already available on the Company's



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webpage, particularly in the form of questions and answers. Also, at the request of Shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors must notify the Ordinary General Meeting regarding the amounts that have been paid to each Member of the Board or the company's directors or any benefit to these persons from any cause or company contract with them, over the last two years. In all of the above cases, the Board of Directors may decline the provision of information for an adequate and substantial reason, mentioned in the minutes.

IV. 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. The Board of Directors may decline to provide the requested information for an adequate and substantial reason, mentioned in the minutes.

Similar deadlines for the exercise of minority rights also apply in the case of Repeat General Meetings.

In all of the cases referred to above, requesting shareholders must prove their capacity as a shareholder during the exercise of such a right. Such proof can be an attestation from the organization where the securities are kept or verification of Shareholder status through direct electronic connection between the organisation and the Company.

D. AVAILABLE DOCUMENTS AND INFORMATION

The present invitation, the documents for submission to the General Meeting, draft decisions and the relevant recommendations of the Board on any item in the Daily Agenda, representation forms and other information required by article 27, paragraph 3 of Codified Law 2190/1920 are available in electronic format on the Company's website (www.opap.gr). Also, Messrs. Shareholders may obtain the above documents in hard copy from the Company's Investor Relations Office (Kifissou 62, Peristeri, tel. 210-5798930).

PERISTERI, 17.04.2014

THE BOARD OF DIRECTORS OF OPAP S.A.