



"GREEK ORGANIZATION OF FOOTBALL PROGNOSTICS S.A."

DRAFT RESOLUTIONS

FOR THE OR THE FOURTEENTH (14th) ANNUAL ORDINARY GENERAL MEETING OF "GREEK ORGANIZATION OF FOOTBALL PROGNOSTICS S.A." ("OPAPS.A.") OF MAY 22nd, 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).

On the first (1st) item of the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, approved by a majority the reports of the Company's Board of Directors and the Statutory Auditors on the Annual Financial Statements for the thirteenth (13th) fiscal year (1st January 2012 to 31st December 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).

On the second (2nd) item of the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, approved by a majority the company and consolidated Annual Financial Statements for the fourteenth (14th) fiscal year (1st January 2013 to 31st 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).

On the third (3rd) item of the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, approved by a majority the submission and approval of the separate and consolidated Financial Statements for the fourteenth (14th) fiscal year (January 1st, 2013 until December 31st, 2013).



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

On the fourth (4th) item of the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, approved by a majority the distribution of part of the Company's earnings for the thirteenth (14th) fiscal year (1st January 2013 to 31st December 2013) in accordance with the recommendation of the Board of Directors and designated: May 27th, 2014, as the ex-dividend date, May 29th, 2014, as the date for the determination of eligible shareholders, and June 4th, 2014, as the day for the payment of the dividend (pursuant to the record date rule). The payment of the dividend to shareholders will commence on June 4th, 2014 and will be conducted in accordance with the procedures set out in the Regulations of the Athens Exchange through the operators of their accounts. For shareholders who have requested an exception from the operation of their accounts in the ASE Dematerialised Securities System (SAT) through an operator or who hold their shares through a special investor account, the dividend will be paid through the branch network of the National Bank of Greece.

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

On the fifth (5th) item of the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, approved by a majority of the Board of Directors as well as the Auditors from any liability for damages with respect to their managerial actions during the thirteenth (14th) fiscal year (1st January 2013 to 31st December 2013) and approved the managerial and representation actions of the Board of Directors.



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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).

On the sixth (6th) item of the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, gave by a majority their prior approval for the compensation of the BoD Members for the current fourteenth (14th) fiscal year (1st January 2013 to 31st December 2013), **amounting to a total of € 473.909,44 for remuneration and compensation from all sources and causes.**

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.

On the seventh (7th) item of the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, approved by a majority the compensation and remuneration of the Executive Members of the BoD, pursuant to Article 24, paragraph 2 of Codified Law 2190/1920, and more specifically, the payment of a bonus equal to 100% of the base salary for Mr. Kamil Ziegler and 50% of the base salary for Mr. Michal Houst, which adjusted to the actual months of their employment in the Company in 2013 amount to 110.000,00€ net and 16.000,00€ net respectively, based on targets relating to an increase of sales as well as gross and net profits of the Company. The payment of a total net amount of €65.000,00 was approved in order to cover their general expenses relocation cost.

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).

On the eighth (8th) item of the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, gave by a majority their prior approval for the compensation of Members of the BoD for the current fifteenth (15th) fiscal year (1st January 2014 to 31st December 2014).



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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.

On the ninth (9th) item of the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, approved by a majority:

The appointment of the auditing firm proposed by the BoD for the Statutory Audit of the separate and consolidated financial statements (Statutory Auditor and Substitute Statutory Auditor) for the fifteenth (15th) fiscal year (1st January 2014 to 31st December 2014), so that: the auditing company (société anonyme) under the name "KPMG", was appointed as auditor, for an annual fee amounting to €115,000.00 plus VAT. In particular, Mrs. Chrisoula Douka (SOEL reg. No. 37551) and Mr. Michael Kokkinos (SOEL reg. No. 12701) were elected as Statutory Auditors, Mr. Anastasios Panagides (SOEL Reg. No. 37581) and Mr. Filippos Kassos (SOEL Reg. No. 26311) were elected as Substitute Statutory Auditors.

The remuneration of the above auditing firm for the issuance of the Annual Tax Certificate as provided for in article 82, par. 5 of Law 2238/2011, amounts to €95,000.00 plus VAT.

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.

On the tenth (10th) item of the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, approved by a majority the amendment and the deletion of the Articles of Association which have mainly either become de facto obsolete or are essentially a restatement of the provisions of the Codified Law 2190/1920 as in force.

The final full configured text, of the Articles of Association incorporating all changes, as well as, a detailed table with itemized amended articles and provisions are available at the Company's website (www.opap.gr)



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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.

On the eleventh (11th) item of the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, granted by a majority, in accordance with Article 23, paragraph 1 of Codified Law 2190/1920, permission to the Members of the Board of Directors, as well as to the officers of the Company's General Directorates and Divisions, to participate in the Boards of Directors and the management of the Group's subsidiaries and affiliates, as defined in Article 42e, paragraph 5, of Codified Law 2190/1920.
