



15th Annual General Meeting

DOCUMENT FOR APPOINTING A REPRESENTATIVE

To
OPAP S.A. (ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.)
Investor Relations Department
62, Kifissou Ave.,
121 32 Peristeri
Tel. : 210 5798930 & 210 5798929
FAX: 210 5798931
Email: ir@opap.gr

**DOCUMENT FOR APPOINTING A REPRESENTATIVE
TO PARTICIPATE AT THE SHAREHOLDERS ORDINARY GENERAL MEETING
OF THE SOCIÉTÉ ANONYME
“ORGANIZATION OF FOOTBALL PROGNOSTICS S.A. (OPAP 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 an “OPAP S.A.” shareholder (hereinafter referred to as the Company):

NAME/ COMPANY NAME:

FATHER'S NAME:

ADDRESS / HEADQUARTERS:

ID NUMBER/ Reg. Number AP.M.A.E.:

TELEPHONE NUMBER: _____

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):

SECURITIES ACCOUNT:



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I have taken note of the Invitation to the ANNUAL GENERAL MEETING of the Company, that will take place on Monday, April 20th 2015, at 14:00 pm, at the headquarters of the Company, 62, Kifissou Ave., Peristeri, Attica, and I notify my intention to participate in it and to exercise my voting right 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 Polymenakos, OPAP S.A. Head of Investor Relations Division,**

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 separately, to represent me in the abovementioned Annual General Meeting of OPAP S.A., to participate in the discussion, to vote on the items of the daily agenda at his/her/their discretion, to exercise all my legal rights at the General Meeting and, in general, to act in whatever necessary for my legal participation in the Extraordinary General Meeting.

I hereby approve every action of the above person(s) that will take place in the framework of the present authorization, as legal, valid and binding.

The present authorization is not valid in case I am physically present at the abovementioned Ordinary General Meeting and on condition that I have promptly notified the Company by written revocation of the present authorization, at least three (3) days before the corresponding date of the Ordinary General Meeting.

The present authorization is valid ☐ / is not valid ☐ and at any other repetitive or after a recess or postponement, etc. Meeting, in particular the 1st Repetitive Annual General Meeting on Monday, May 4th, 2015, at 14:00 pm at the headquarters of the Company at the above defined place (in accordance with the provisions of the Ordinary Annual General Meeting), as well as for the 2nd Repetitive Annual General Meeting on Friday, May 15th, 2015, at 14:00 pm at the headquarters of the Company at the above defined place (in accordance with the provisions of the Ordinary Annual General Meeting).



15th Annual General Meeting

AGM Agenda (Outline description)

	FOR	AGAINST	ABSTAIN
FOR ALL THE ITEMS ON THE DAILY AGENDA			

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 fifteenth (15 th) fiscal year (from the 1 st of January 2014 to the 31 st of December 2014) and of the relevant Directors' Report and Auditors' Report.			
ITEM 2	FOR	AGAINST	ABSTAIN
Approval of the distribution of earnings for the fifteenth (15 th) fiscal year (from the 1 st of January 2014 to 31 st of December 2014).			
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 fifteenth (15 th) fiscal year (from the 1 st of January 2014 to the 31 st of December 2014), and approval of management and representation actions of the Board of Directors of the Company.			
ITEM 4	FOR	AGAINST	ABSTAIN
Approval of compensation and remuneration to the Members of the Board of Directors for the fifteenth (15 th) fiscal year (from the 1 st of January 2014 to the 31 st of December 2014) 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 sixteenth (16 th) fiscal year (from the 1 st of January 2015 to the 31 st of December 2015) 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 sixteenth (16 th) fiscal year (from the 1 st of January 2015 to the 31 st of December 2015) and the issuance of the annual tax report.			
ITEM 7	FOR	AGAINST	ABSTAIN



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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, as defined in Article 42, paragraph 5 of Codified law 2190/1920.			
ITEM 8			
Provision of specific permission for the conclusion of contracts pursuant to article 23a of Codified law 2190/1920, as in force.	FOR	AGAINST	ABSTAIN
A. For executed contracts of the Company with related parties according to the provisions of par. 4 of Article 23a of Codified Law 2190/1920, as in force			
B. For contracts that have been negotiated with related parties but have not yet been signed pending the approval of the General Meeting	FOR	AGAINST	ABSTAIN
I. Frame Services Agreement with Neurosoft S.A.			
II. Agreement for the provision of consulting services with Emerging Markets Capital, a.s. (a company associated with Mr. Jiří Šmejč)			
ITEM 9	FOR	AGAINST	ABSTAIN
Provision of approval for the acquisition of the Company's own shares, pursuant to article 16 of Codified law 2190/1920, as in force.			

_____, ____/____/2015

The Undersigned Shareholder

Signature & Name

Seal for a legal entity

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, 62, Kifissou Ave., 121 32 Peristeri, Athens, Greece.