



## **“ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.”**

### **DRAFT RESOLUTIONS FOR THE FIFTEENTH (15<sup>th</sup>) ANNUAL ORDINARY GENERAL MEETING OF “ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.” (“OPAPS.A.”) OF April 20<sup>th</sup>, 2015**

**Item 1<sup>st</sup>: Submission and Approval of the Company’s Financial Statements and of the consolidated Financial Statements for the fifteenth (15<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2014 to the 31<sup>st</sup> of December 2014) and of the relevant Directors’ Report and Auditors’ Report.**

On the first (1<sup>st</sup>) item on the Agenda, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, approved by majority the Company’s Financial Statements and the consolidated Financial Statements for the fifteenth (15<sup>th</sup>) fiscal year (from the 1<sup>st</sup> January 2014 to the 31<sup>st</sup> of December 2014), as well as the relevant Directors’ Report and Auditors’ Report.

**Item 2: Approval of the distribution of earnings for the fifteenth (15<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2014 to the 31<sup>st</sup> of December 2014).**

On the second (2<sup>nd</sup>) item on the Agenda, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, approved by majority the distribution of part of the Company’s earnings for the fifteenth (15<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2014 to the 31<sup>st</sup> of December 2014) in accordance with the recommendation of the Board of Directors, which proposed to the General Meeting to distribute as dividend a gross total amount of €144.092.300 which amounts to €0,4517 per Company’s share.

The amount of €0,2017 per share has already been distributed to the Shareholders as preliminary dividend pursuant to decision no 11 of the Board of Directors’ Meeting of the Company dated 20.11.2014.

Furthermore, the General Meeting of the Company designated:

- a. Wednesday, the 22<sup>nd</sup> of April 2015, 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 the remaining dividend),



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- b. Thursday, the 23<sup>rd</sup> of April 2015, as the payment beneficiaries record date (namely the date on which beneficiaries of the remaining dividend shall be all the registered shareholders in the files of the Company's Dematerialized Securities System), and
- c. Wednesday, the 29<sup>th</sup> of April 2015, as the Payment Date (on which the remaining dividend payment shall commence).

The payment of the remaining dividend will be conducted in accordance with the procedures set out in the Regulations of the Athens Exchange through the operators of the Shareholders' 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 Piraeus Bank.

**Item 3<sup>rd</sup> : Discharge of the Members of Board of Directors and the Statutory Auditors of the Company from any liability for compensation for the realized (management) for the fifteenth (15<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2014 to the 31<sup>st</sup> of December 2014), and approval of management and representation actions of the Board of Directors of the Company.**

On the third (3<sup>rd</sup>) item on the Agenda, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, approved by majority of the Board of Directors as well as the Auditors from any liability for damages with respect to their managerial actions during the fifteenth (15<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2014 to the 31<sup>st</sup> of December 2014) and approved the managerial and representation actions of the Board of Directors.

**Item 4<sup>th</sup>: Approval of compensation and remuneration to the Members of the Board of Directors for the fifteenth (15<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2014 until the 31<sup>st</sup> of December 2014) pursuant to Article 24 of Codified Law 2190/1920, as in force.**

On the fourth (4<sup>th</sup>) item on the Agenda, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, approved by majority the provision of compensation and remuneration to the Members of the Board of Directors, pursuant to Article 24 of Codified Law 2190/1920, as in force and more specifically, approved the payment of a gross amount of Euro 393.888,05.



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**Item 5<sup>th</sup> : Pre-Approval of the compensation and remuneration of the Members of the Company's Board of Directors for the current sixteenth (16<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2014 until the 31<sup>st</sup> of December 2014) pursuant to Article 24 of Codified Law 2190/1920, as in force.**

On the fifth (5<sup>th</sup>) item on the Agenda, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, gave by majority their prior approval for the remuneration and compensation for their services as members of the board of directors pursuant to Article 24 of Codified Law 2190/1920, as in force for the current sixteenth (16<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2015 to 31<sup>st</sup> of December 2015), for a total gross amount of up to €420.400.

It is clarified that the above mentioned amount includes a monthly compensation for each member of the Board of Directors for participation in the meetings of the Board of Directors amounting to €1.600,00 and that such monthly compensation remains unchanged since 2013.

**Item 6<sup>th</sup>: Selection of certified Auditors for the audit of the financial statements for the current sixteenth (16<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2015 until the 31<sup>st</sup> of December 2015) and the issuance of the annual tax certificate.**

On the sixth (6<sup>th</sup>) item on the Agenda, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, approved by majority the appointment as auditor of the auditing firm proposed by the BoD for the Statutory Audit of the Company's financial statements and of the consolidated financial statements (Statutory Auditor and Substitute Statutory Auditor) for the current sixteenth (16<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2015 until the 31<sup>st</sup> of December 2015), and in particular the auditing company (société anonyme) under the name "KPMG Chartered Accountants S.A.".

The remuneration of the above auditing firm for the Statutory Audit for the current sixteenth (16<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2015 until the 31<sup>st</sup> of December 2015) and the issuance of the Annual Tax Certificate as provided for in par. 5 of article 82 of Law 2238/1994 shall be decided following a proposal from "KPMG Chartered Accountants S.A." according to article 18 of Law 2231/1994.

**Item 7<sup>th</sup>: 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**



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**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 seventh (7<sup>th</sup>) item on the Agenda, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, granted by 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.

**Item 8<sup>th</sup>: Provision of specific permission for the conclusion of contracts pursuant to article 23a of Codified law 2190/1920, as in force.**

On the eighth (8<sup>th</sup>) item on the Agenda, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, approved by majority the following executed agreements with related parties, as referred to the General Meeting for approval, in accordance with Article 23a of Codified Law 2190/1920, as in force:

- I. Frame Services Contract P/1/2015 with Neurosoft S.A. signed on 09/01/2015;
- II. BOLT/ Qualytor On-Site Support Agreement P3 with Neurosoft S.A. signed on 24/06/2014;
- III. Software Development Agreement P1 with Neurosoft S.A. signed on 12/03/2014;
- IV. Contract for the Grant of License and Provision of Support Services with Neurosoft S.A. signed on 08/04/2014;
- V. A Contract Extension of an Agreement for the “Expansion of BOLT application with market’s data for better payout management with Neurosoft S.A. signed on 02/05/2014;
- VI . Software Development Agreement P2 with Neurosoft S.A. signed on 29/05/2014;
- VII. Extension of the BOLT Maintenance Contract with Neurosoft S.A signed on 24/06/2014;
- VIII. ICT Contract with Neurosoft S.A. signed on 09/01/2015;



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IX. Contract for the provision and acceptance of with OPAP SERVICES S.A. signed on 22.06.2009;

X. Contract for the provision of network sales' development services for the state lotteries' disposal to the Greek market with HELLENIC LOTTERIES S.A. signed on 26.07.2013 and its amendment signed on 18.06.2014;

XI. Contract for the license of use of OPAP Agencies' network for the State Lotteries' disposal as well as the provision of use of technological equipment with HELLENIC LOTTERIES S.A. signed on 26.07.2013 and its amendment signed on 18.06.2014;

XII. Contract for the provision of technology infrastructure hosting, as well as accounting and legal services with HELLENIC LOTTERIES S.A. signed on 26.07.2013 and its amendment signed on 18.06.2014;

XII. Contract for the provision of the following services: a) facilities services (security and cleaning), b) press office and public relation services, c) thermal paper supply of the operation of the network equipment, d) infrastructure hosting facilities, e) financial services support and support on banking issues, f) IT support services and management of corporate services, h) Marketing support services and i) draws support services with HELLENIC LOTTERIES S.A. signed on 01.06.2014;

Furthermore, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, gave by majority their approval for the conclusion of the following mentioned agreements that have been negotiated with related parties but have not been signed yet pending the approval of the General Meeting according to the provisions of Article 23a of Codified Law 2190/1920, as in force:

- I. Frame Services Agreement with Neurosoft S.A. for the provision of logistics services and of services for the roll out of VLTs and of maintenance services for the VLTs;
- II. Agreement for the provision of Consulting Services of 2 year duration with a company associated with Mr. Jiří Šmejč.

**Item 9<sup>th</sup>: Provision of approval for the acquisition of the Company's own shares, pursuant to article 16 of Codified law 2190/1920, as in force.**

On the ninth (9<sup>th</sup>) item on the Agenda, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, gave by majority their



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approval in order for the Company to be capable to acquire its own shares for the scopes and uses allowed by the law, in accordance with the specific stipulations of Article 16 of Codified Law 2190/1920, as in force today, and in connection to the provisions of number 2773/2003 Regulation of the Commission of European Communities as well as for the takeover of companies.

More specific, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, approved by majority that the Company shall have the right, within the time limit of 24 months provisioned by the law, i.e. from 20.04.2015 until 19.04.2017 to acquire, either directly or indirectly, own shares of the Company up to a maximum nominal amount that corresponds to 5 % of the Company's share capital, provided that the above mentioned acquisitions are considered to be at the Company's own benefit, preferential to other available investment possibilities and that the Company's cash flow allows for such acquisitions. The maximum purchase price of the Company's own shares shall be thirteen Euro (13€) per share and that the minimum purchase price of the Company's own shares shall be equivalent to the nominal value of such share, i.e. thirty cents of a Euro (0,30€) per share.

Furthermore, present and voting Shareholders, representing .....Company shares, out of a total of 319,000,000 shares, specially authorized by majority the Board of Directors of the Company in order at its discretion either a) to engage in any and all necessary actions for the fulfillment of the above mentioned or/and b) to further delegate such authorization to third parties.