



## **"ORGANIZATION OF FOOTBALL PROGNOSTICS S.A."**

### **RESOLUTIONS OF THE 15<sup>th</sup> ANNUAL ORDINARY GENERAL MEETING OF OPAP S.A. OF 20.04.2015**

The Fifteenth (15<sup>th</sup>) Annual Ordinary General Meeting of the shareholders of Organization of Football Prognostics S.A. (OPAP S.A.) took place on Monday, the 20<sup>th</sup> of April, 2015 at its headquarters, at 62, Kifissou Street, Peristeri. Five hundred ninety four (594) shareholders of the Company representing 234,662,960 shares, out of a total of 319,000,000 shares, i.e. 73,56% of the Company's share capital, were present or represented and voted at the Meeting.

The following items of the Agenda were discussed and accordingly the AGM decided to:

**Item 1<sup>st</sup>:** Approved 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 until the 31<sup>st</sup> of December 2014), as well as of the relevant Board of Directors' and Auditors' Reports (approval of 99.84%).

**Item 2<sup>nd</sup>:** Approved of the distribution of earnings and decided upon the distribution of a total gross dividend of 0.7017 Euro per share for the fiscal year 2014. Since the amount of 0.2017 euro per share has already been distributed to the shareholders as interim dividend pursuant to decision no 11 of the Board of Directors' Meeting of the Company dated 20.11.2014, the remaining dividend for the fiscal year 2014 amounts to 0.50 euro per share prior to the relevant tax withhold. Eligible to receive the dividend are OPAP's registered shareholders on Thursday, 23.04.2015 (record-date). The Ex-dividend date for the fiscal year 2014 will be Wednesday, 22.04.2015. The payment of the remaining dividend will commence on Wednesday, 29.04.2015 and will be processed via the entitled shareholder's Dematerialized Security System's Operators and via the network of Piraeus Bank (approval of 100.00%).



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**Item 3<sup>rd</sup>:** Discharged the Board of Directors' members as well as the Chartered Auditors from any liability for compensation regarding the fifteenth (15<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January until the 31<sup>st</sup> of December 2014) and approved the management and representation actions made by the Company's Board of Directors (approval of 92.84%).

**Item 4<sup>th</sup>:** Approved the Members of the Board of Directors' compensation and remuneration for the fifteenth (15<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January until the 31<sup>st</sup> of December 2014) (approval of 99.91%).

**Item 5<sup>th</sup>:** Pre-approved of the compensation and the 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 until the 31<sup>st</sup> of December 2015) (approval of 99.89%).

**Item 6<sup>th</sup>:** Appointed the Audit Firm "KPMG" as Certified Auditors to audit the Group's financial statements and issue the Annual Tax Certificate for the current sixteenth (16<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January until the 31<sup>st</sup> of December 2015) (approval of 85.78%).

**Item 7<sup>th</sup>:** Approved the 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 Board of Directors or in the management of the Group's subsidiaries and affiliates, as defined in article 42e paragraph 5, of Codified Law 2190/1920, as in force (approval of 99.96%).



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**Item 8<sup>th</sup>:** A. Approved contracts executed with related parties in accordance with the specific provisions of par. 4 of article 23a of Codified Law 2190/1920, as in force (approval of 99.97%).

B. I. Approved the grant of permission for the execution of the Frame Services Agreement with Neurosoft S.A. in accordance with the specific provisions of par. 3 of article 23a of Codified Law 2190/1920, as in force (approval of 99.97%).

II. Approved the grant of permission for the execution of the Agreement for the provision of consulting services with Emerging Markets Capital, a.s. in accordance with the specific provisions of par. 3 of article 23a of Codified Law 2190/1920, as in force (approval of 77.17%).

**Item 9<sup>th</sup>:** Approved the acquisition by the Company of its own shares pursuant to article 16 of Codified Law 2190/1920, as in force according to the specific terms that were proposed by the Company's Board of Directors and approved further grant of special authorization to the Board of Directors of the Company in order at its discretion either a) to engage in any and all necessary relevant actions or/and b) to further delegate such authorization to third parties (approval of 92.70%).

The voting breakdown for each resolution is available on the Company's website:

[http://www.opap.gr/en/c/document\\_library/get\\_file?uuid=fca5fbb4-a712-4f3c-8a76-462e0161dae1&groupId=11503](http://www.opap.gr/en/c/document_library/get_file?uuid=fca5fbb4-a712-4f3c-8a76-462e0161dae1&groupId=11503)

in accordance with article 32, paragraph 1 of C.L. 2190/1920, as in force.

OPAP S.A. BOARD OF DIRECTORS

ATHENS 20.04.2015