



16th Ordinary General Meeting

DOCUMENT FOR APPOINTING A REPRESENTATIVE

To
ORGANIZATION OF FOOTBALL PROGNOSTICS S.A. (O.P.A.P. S.A.)
Investor Relations Division
62, Kifissou Avenue,
121 32 Peristeri, Attica
Tel. : 210 5798930 & 210 5798929
FAX: 210 5798931
Email: ir@opap.gr

**DOCUMENT FOR THE APPOINTMENT OF A REPRESENTATIVE
TO PARTICIPATE AT THE SHAREHOLDERS ORDINARY GENERAL MEETING
OF THE SOCIÉTÉ ANONYME
ORGANIZATION OF FOOTBALL PROGNOSTICS S.A. (hereinafter "O.P.A.P. 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 the legal person that is O.P.A.P. S.A.'s shareholder:

NAME

FATHER'S NAME:

NAME OF LEGAL PERSON

ADDRESS / HEADQUARTERS:

ID NUMBER/ Reg. Number at the Company's Register G.E.M.I.

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 of the Ordinary General Meeting of O.P.A.P. S.A., that will take place on Monday, the 25th of April, 2016, at 14:00, at the headquarters of the Company, 62, Kifissou Avenue, Peristeri, Attica, and I hereby notify to you my intention to participate in the Ordinary General Meeting of O.P.A.P. S.A. and to exercise my voting rights 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 P. Polymenakos, O.P.A.P S.A.'s Investor Relations Director,**

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 of the above mentioned individually (erase in an appropriate manner), to represent me in the abovementioned Ordinary General Meeting of O.P.A.P S.A., so as to participate in the relevant discussion of the items on the daily agenda, to vote on such items on the daily agenda at his/her/their discretion, to exercise all my legal rights at the Ordinary General Meeting of O.P.A.P. S.A. and, in general, to act in whatever necessary for my legal participation in the abovementioned Ordinary General Meeting.

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

In case I decide to attend the abovementioned Ordinary General Meeting of O.P.A.P. S.A. in person, this authorization shall be deemed invalid provided however that I have notified the Company in writing of such revocation of the present authorization at least three (3) days prior to the corresponding date of the Ordinary General Meeting.

The present authorization is valid ☐ / is not valid ☐ and at any other Repeat Ordinary General Meeting or after a recess or postponement, etc. Meeting, in particular the 1st Repeat Ordinary General Meeting that will take place on Monday, the 9th of May, 2016, at 14:00 at the headquarters of the Company at the above defined place (in accordance with the provisions of the Ordinary General Meeting), as well as for



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the 2nd Repeat Ordinary General Meeting that will take place on Monday, 23rd of May, 2016, at 14:00 at the headquarters of the Company at the above defined place (in accordance with the provisions of the Ordinary 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 sixteenth (16 th) fiscal year (from the 1 st of January 2015 to the 31 st of December 2015) and of the relevant Directors' Report and Auditors' Report.			
ITEM 2	FOR	AGAINST	ABSTAIN
Approval of the distribution of earnings for the sixteenth (16 th) fiscal year (from the 1 st of January 2015 to the 31 st of December 2015).			
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 sixteenth (16 th) fiscal year (from the 1 st of January 2015 to the 31 st of December 2015), 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 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 5	FOR	AGAINST	ABSTAIN
Pre-approval of the compensation and remuneration of the Members of the Company's Board of Directors for the current seventeenth (17 th) fiscal year (from the 1 st of January 2016 to the 31 st of December 2016) pursuant to Article 24 of Codified Law 2190/1920, as in force.			



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ITEM 6	FOR	AGAINST	ABSTAIN
Selection of certified Auditors for the audit of the financial statements of the Company for the current seventeenth (17 th) fiscal year (from the 1 st of January 2016 to the 31 st of December 2016) and the issuance of the annual tax report.			
ITEM 7	FOR	AGAINST	ABSTAIN
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 42e, paragraph 5, of Codified law 2190/1920, as in force.			
ITEM 8	FOR	AGAINST	ABSTAIN
Provision of specific permission for the conclusion of contracts pursuant to article 23a of Codified law 2190/1920, as in force.	FOR	AGAINST	ABSTAIN
FOR ALL CONTRACTS UNDER ITEM 8A			
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.			
I. Trademark License Agreement between OPAP S.A. and Hellenic Lotteries S.A. (Black Jack in an Instant)			
II. Trademark License Agreement between OPAP S.A. and Hellenic Lotteries S.A. (Ace as King)			
FOR ALL GUARANTEES UNDER ITEM 8B			
B. For guarantees provided by the Company to third parties in favor of related parties according to the provisions of par. 4 of Article 23a of Codified Law 2190/1920, as in force.			
I. Corporate Guarantee in favor of Hellenic Lotteries S.A.'s Bond Loan amounting to €50.000.000			
II. Corporate Guarantee in favor of Horse Races S.A.'s Bond Loan amounting to €5.000.000			



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III. Letter of Guarantee in favor of Hellenic Lotteries S.A.			
IV. Letter of Guarantee in favor of Hellenic Lotteries S.A.			
V. Letter of Guarantee with cash collateral in favor of Horse Races S.A.			
VI. Letter of Guarantee in favor of Horse Races S.A.			
VII. Letter of Guarantee in favor of Horse Races S.A.			
VIII. Letter of Guarantee in favor of Horse Races S.A.			
ITEM 9	FOR	AGAINST	ABSTAIN
Approval of a Long Term Incentive Scheme with Company's Own Shares to Executive Directors and other Key Management Personnel of the Company. Provision of relevant authorizations to the Company's Board of Directors.			

_____, ____/____/2016

The Undersigned Shareholder/The Legal Representative of Legal Person

Signature & Name

Seal of the Legal Person (if applicable)

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 Avenue, 121 32 Peristeri, Attica, Athens, Greece.