



“ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.”

DRAFT RESOLUTIONS FOR THE SIXTEENTH (16th) ANNUAL ORDINARY GENERAL MEETING OF “ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.” (“OPAPS.A.”) OF APRIL 25th, 2015

Item 1st: Submission and approval of the Company’s Financial Statements and of the consolidated Financial Statements for the sixteenth (16th) fiscal year (from the 1st of January 2015 to the 31st of December 2015) and of the relevant Directors’ Report and Auditors’ Report.

On the first (1st) item on the Agenda, present and voting Shareholders, representingCompany 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 sixteenth (16th) fiscal year (from the 1st January 2015 to the 31st of December 2015), as well as the relevant Directors’ Report and Auditors’ Report.

Item 2: Approval of the distribution of earnings for the sixteenth (16th) fiscal year (from the 1st of January 2015 to 31st of December 2015).

On the second (2nd) item on the Agenda, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, approved by majority the distribution of part of the Company’s earnings for the sixteenth (16th) fiscal year (from the 1st of January 2015 to the 31st of December 2015) 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 €127.437.383,20 which amounts to €0,23 per Company’s share.

It is clarified that the amount €0,23 per share that will be given as dividend is over and above the amount of €0,17 per share (subject to 10% withholding tax where applicable, according to article 18 of Law 3697/2008) that has already been distributed to the Shareholders of the Company as interim dividend pursuant to the resolution of the Company’s Board of Directors dated 24/8/2015.



Furthermore, the General Meeting of the Company designated:

- a. 04.05.2016, 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),
- b. 05.05.2016, 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. 11.05.2016, 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 3rd : 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 (16th) fiscal year (from the 1st of January 2015 to the 31st of December 2015), and approval of management and representation actions of the Board of Directors of the Company.

On the third (3rd) 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 sixteenth (16th) fiscal year (from the 1st of January 2015 to the 31st of December 2015) and approved the managerial and representation actions of the Board of Directors.

Item 4th: Approval of compensation and remuneration to the Members of the Board of Directors for the sixteenth (16th) fiscal year (from the 1st of January 2015 to the



31st of December 2015) pursuant to Article 24 of Codified Law 2190/1920, as in force.

On the fourth (4th) item on the Agenda, present and voting Shareholders, representingCompany 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 three hundred twenty thousand four hundred (€320.400).

It is hereby noted that the 15th Ordinary General Meeting of the Company that was held on the 20th of April 2015 had pre-approved as remuneration and compensation for the Board of Directors for the sixteenth (16th) fiscal year (from the 1st of January 2015 until the 31st of December 2015) the total amount of Euros four hundred twenty thousand and four hundred (€ 420.400), out of which only the amount of Euros three hundred twenty thousand four hundred (€320.400) was paid out as remuneration or/and compensation to the Company's Board of Directors.

Item 5th : Pre-approval of the compensation and remuneration of the Members of the Company's Board of Directors for the current seventeenth (17th) fiscal year (from the 1st of January 2016 to the 31st of December 2016) pursuant to Article 24 of Codified Law 2190/1920, as in force.

On the fifth (5th) item on the Agenda, present and voting Shareholders, representingCompany 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 seventeenth (17th) fiscal year (from the 1st of January 2016 to 31st of December 2016), for a total gross amount of up to Euro three hundred twenty thousand four hundred (€320.400).

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.



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Item 6th: Selection of certified Auditors for the audit of the financial statements of the Company for the current seventeenth (17th) fiscal year (from the 1st of January 2016 to the 31st of December 2016) and the issuance of the annual tax report.

On the sixth (6th) item on the Agenda, present and voting Shareholders, representingCompany 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 seventeenth (17th) fiscal year (from the 1st of January 2016 until the 31st of December 2016), and in particular the auditing company (société anonyme) under the name “KPMG Chartered Accountants S.A.” (SOEL Reg. no. 114).

The remuneration of the above auditing firm for the Statutory Audit for the current seventeenth (17th) fiscal year (from the 1st of January 2016 until the 31st of December 2016) 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.

It is noted that for the fiscal year 2015 the fees that “KPMG Chartered Accountants S.A.” received from the Company for non-auditing services (non-auditing fees) were less than the remuneration received by the same auditing firm for auditing fees and for the issuance of the annual tax certificate, according to the below specific mentioned:

Type of Fees	Total Amount in Euros	Percentage of Total Fees
Auditing Fees	268.613,55	69%
Fees for non-audit services	118.237,44	31%
Total Sum	386.850,99	

Item 7th: 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



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On the seventh (7th) item on the Agenda, present and voting Shareholders, representingCompany 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 8th: Provision of specific permission for the conclusion of contracts pursuant to article 23a of Codified law 2190/1920, as in force.

On the eighth (8th) item on the Agenda, present and voting Shareholders, representingCompany 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:

A. Executed Contracts with Related Parties

I. Trademark License Agreement between OPAP S.A. and Hellenic Lotteries S.A.

Signature date:	17/12/2015
Scope:	License Agreement regarding the trademark "Black Jack in an instant"
Term:	2 years (from 25-02-2015 to 25-02-2017)
Fees in aggregate:	€2.400

II. Trademark License Agreement between OPAP S.A. and Hellenic Lotteries S.A.

Signature date:	17/12/2015
Scope:	License Agreement regarding the trademark "Ace and King"
Term:	2 years (from 03-10-2014 to 03-10-2016)
Fees in aggregate:	€2.400

B. Corporate Guarantees Provided to Third Parties in Favor of Related Parties

Furthermore, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, approved by majority the provision of the following mentioned guarantees provided by the Company to third parties in favour of related parties according to the provisions of Article 23a of Codified Law 2190/1920, as in force:



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I. Corporate Guarantee in favor of Hellenic Lotteries S.A. Bond Loan amounting to €50.000.000

Signature date:	05/02/2016
Term:	01/03/2016 – 01/03/2018
Related party in favour of which the guarantee was provided:	Hellenic Lotteries S.A.
Party to which guarantee was provided:	Alpha Bank
Amount of guarantee:	€33.500.000

II. Corporate Guarantee in favor of Horse Races S.A. Bond Loan amounting to €5.000.000

Signature date:	07/12/2015
Term:	07/12/2015 – 07/12/2020
Related party in favour of which the guarantee was provided:	Horse Races S.A.
Party to which guarantee was provided:	Eurobank
Amount of guarantee:	€5.000.000

III. Letter of Guarantee in favor of Hellenic Lotteries S.A.

Signature date:	22/12/2015
Term:	01/01/2016 – 31/12/2016
Related party in favour of which the guarantee was provided:	Hellenic Lotteries S.A.
Party to which guarantee was provided:	Hellenic Republic / Ministry of Finance
Party by which guarantee was issued:	Piraeus Bank
Amount of guarantee:	€16.750.000



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IV. Letter of Guarantee in favor of Hellenic Lotteries S.A.

Signature date:	30/12/2015
Term:	01/01/2016 – 31/12/2016
Related party in favour of which the guarantee was provided:	Hellenic Lotteries S.A.
Party to which guarantee was provided:	Hellenic Republic / Ministry of Finance
Party by which guarantee was issued:	Alpha Bank
Amount of guarantee:	€16.750.000

V. Letter of Guarantee with cash collateral in favor of Horse Races S.A.

Signature date:	21/12/2015
Term:	08/01/2016 – 09/01/2017
Related party in favour of which the guarantee was provided:	Horse Races S.A.
Party to which guarantee was provided:	GBI RACING LTD
Party by which guarantee was issued:	PPF BANKA
Amount of guarantee:	£100.000

VI. Letter of Guarantee in favor of Horse Races S.A.

Signature date:	08/01/2016
Term:	08/01/2016 – 09/01/2017
Related party in favour of which the guarantee was provided:	Horse Races S.A.
Party to which guarantee was provided:	Hellenic Republic Asset Development Fund
Party by which guarantee was issued:	Eurobank



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Amount of guarantee:	€2.000.000
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VII. Letter of Guarantee in favor of Horse Races S.A.

Signature date:	08/01/2016
Term:	08/01/2016 – 09/01/2017
Related party in favour of which the guarantee was provided:	Horse Races S.A.
Party to which guarantee was provided:	ODIE
Party by which guarantee was issued:	Eurobank
Amount of guarantee:	€632.499

VIII. Letter of Guarantee in favor of Horse Races S.A.

Signature date:	08/01/2016
Term:	19/01/2016 – 19/01/2021
Related party in favour of which the guarantee was provided:	Horse Races S.A.
Party to which guarantee was provided:	Ernst & Young
Party by which guarantee was issued:	Eurobank
Amount of guarantee:	Up to €2.000.000

Item 9th: Approval of a Long Term Incentive Scheme Providing for a Gratis Transfer of the 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.

On the ninth (9th) item on the Agenda, present and voting Shareholders, representing Company shares, out of a total of 319,000,000 shares, approved by majority pursuant to paragraph 2 of article 2 of the Presidential Decree 30 /21.01.88 in conjunction



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with paragraph 3 of article 16 of Law 2190/1920 the enactment of a long term incentive scheme for the Company's Executive Directors and Key Management Personnel (herein after the "Long Term Incentive Scheme") and the relevant provision of Company's shares gratis to the above mentioned persons under the following terms and conditions, which have been approved by the relative decision of the Company's Board of Directors on the 25th of June 2015 following a relevant recommendation by the Company's Remuneration Committee:

- Term of the Appraisal Period for the Assessment of Targets: 3 years commencing on the first of January 2014 until the 31st of December 2016
- Payment Date: shall be decided by the Company's Board of Directors following the publication of audited Financial Statements of 2016 that is expected around March/April 2017
- Targets relate to a) the profitability of the Company from the year 2014 to the year 2016 and b) the price of the Company's share in the Athens Exchange until the year 2016 with reference date 31.12.2013.
 - If both targets are fulfilled, a 100 % of target bonus shall be achieved
 - If one of the targets is fulfilled, a 50% of target bonus shall be achieved
 - If none of the targets is fulfilled, a 0% of target bonus shall be achieved
 - Eligible persons: The final list of eligible Directors and Key Management Personnel will be approved by the Remuneration Committee and the Company's Board of Directors based on the proposal of the CEO of the Company within the scope of the Long Incentive Term Scheme.
- Number of Company's Shares to be given as Bonus: Up to 406.542 shares
- Estimated Total Pool: up to 5.000.000 Euro
- Target bonus amount:
 - For the category of CEO and CEO-1 executives it will amount to 50% of the basic salary
 - For the category of CEO-2 executives it will amount to 25% of the basic salary

Consequently, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, approved by majority that authorization is provided to the Company's Board of Directors to specify further the terms and conditions of the Long Term Incentive Scheme at its own discretion, as well as to do and perform any relative action(s) and make any relevant decision(s) regarding the Long Term Incentive Scheme within the boundaries of the applicable legislation and within the scope of the abovementioned terms and conditions and always following the relevant recommendations of the Remuneration Committee.



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Finally, present and voting Shareholders, representingCompany shares, out of a total of 319,000,000 shares, gave their prior approval to any relevant actions of the Board of Directors and the Company according to the provisions of Article 23a of Codified Law 2190/1920, as in force.