



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

### **RESOLUTIONS OF THE 16<sup>th</sup> ORDINARY GENERAL MEETING OF OPAP S.A. OF 25.04.2016**

The Sixteenth (16<sup>th</sup>) Ordinary General Meeting of the shareholders of Organization of Football Prognostics S.A. (OPAP S.A.) took place on Monday, the 25<sup>th</sup> of April, 2016 at its headquarters, at 62, Kifissou Street, Peristeri. Four hundred ninety one (491) shareholders of the Company representing 215,352,030 shares, out of a total of 319,000,000 shares (total voting rights with the exception of the Company's own shares 318.593.458), i.e. 67,59 % 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 as follows:

**Item 1<sup>st</sup>:** Approved of the Company's Financial Statements and of the consolidated Financial Statements for the sixteenth (16<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January until the 31<sup>st</sup> of December 2015), as well as of the relevant Board of Directors' and Auditors' Reports (approval of 99.85 %).

**Item 2<sup>nd</sup>:** Approved of the distribution of earnings and decided upon the distribution of a total gross dividend of 0.40 Euro per share for the fiscal year 2015. Since the amount of 0.17 euro per share has already been distributed to the shareholders as interim dividend pursuant to the dated 24.08.2015 decision of the Board of Directors' Meeting of the Company, the remaining dividend for the fiscal year 2015 amounts to 0.23 euro per share prior to the relevant tax withhold. Eligible to receive the dividend are OPAP's registered shareholders on Thursday, 05.05.2016 (record-date). The Ex-dividend date for the fiscal year 2015 will be Wednesday, 04.05.2016. The payment of the remaining dividend will commence on Wednesday, 11.05.2016 and will be processed via the entitled shareholder's Dematerialized Security System's Operators and via the network of Piraeus Bank (approval of 99.86 %).



**Item 3<sup>rd</sup>:** Discharged the Board of Directors' members as well as the Chartered Auditors from any liability for compensation regarding the sixteenth (16<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January until the 31<sup>st</sup> of December 2015) and approved the management and representation actions made by the Company's Board of Directors (approval of 98,00 %).

**Item 4<sup>th</sup>:** Approved the Members of the Board of Directors' compensation and remuneration for the 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 99.90 %).

**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 seventeenth (17<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January until the 31<sup>st</sup> of December 2016) (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 to issue the Annual Tax Certificate for the current sixteenth (17<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January until the 31<sup>st</sup> of December 2016) (approval of 99.56 %).

**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 99.94%).



**Item 8<sup>th</sup>:** 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 99.96 %).

**Item 9<sup>th</sup>:** Approved of a Long Term Incentive Scheme with the provision of Company's shares gratis to executive directors of the Company's Board of Directors and other key management personnel of the Company and approved further grant of special authorization to the Board of Directors of the Company in order to engage in any and all necessary relevant actions for the realization of the Long Term Incentive Scheme (approval of 83.67 %). Furthermore, approved the Long Term Incentive Scheme in accordance with the specific provisions of article 23a and par. 2 of article 24 of Codified Law 2190/1920, as in force (approval of 83.67 %)

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

[http://www.opap.gr/en/c/document\\_library/get\\_file?uuid=d918149f-ccf2-424a-b5b7-41c2a963a15c&groupId=11503](http://www.opap.gr/en/c/document_library/get_file?uuid=d918149f-ccf2-424a-b5b7-41c2a963a15c&groupId=11503)

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

OPAP S.A. BOARD OF DIRECTORS

ATHENS 25.04.2016