



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

**INVITATION**

TO THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER  
THE BUSINESS NAME

**" ORGANIZATION OF FOOTBALL PROGNOSTICS S.A."**  
**(the "Company")**

G.E.MI. REGISTRATION NUMBER 3823201000

(FORMER A.P.M.A.E. REGISTRATION NUMBER 46329/06/B/00/15)

TO THE SEVENTEENTH (17<sup>th</sup>) ORDINARY GENERAL MEETING  
(FISCAL YEAR 01/01/2016 – 31/12/2016)

In accordance with the Law, the Company's Articles of Association and the resolution of the 3<sup>rd</sup> (without meeting)/28.03.2017 decision (Item 2<sup>nd</sup>), the Board of Directors of the "ORGANISATION OF FOOTBALL PROGNOSTICS S.A." ("OPAP S.A.") invites the Shareholders of the Company to the seventeenth (17<sup>th</sup>) Ordinary General Meeting which will be held on **Thursday, the 27<sup>th</sup> of April, 2017, at 14:00** at the Company's offices which are situated at the Company's statutory seat in Athens, Attica, at 112, Athinon Ave., in order to discuss and decide upon the following issues of the Daily Agenda:

**ITEMS ON THE DAILY AGENDA – A.G.M. 27.04.2017**

**Item 1<sup>st</sup>:** Submission and approval of the Company's Financial Statements and of the consolidated Financial Statements for the seventeenth (17<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2016 to the 31<sup>st</sup> of December 2016) and of the relevant Directors' Report and Auditors' Report.

**Item 2<sup>nd</sup>:** Approval of the distribution of earnings for the seventeenth (17<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2016 to 31<sup>st</sup> of December 2016).

**Item 3<sup>rd</sup>:** 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 seventeenth (17<sup>th</sup>) fiscal year (from



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the 1<sup>st</sup> of January 2016 to the 31<sup>st</sup> of December 2016), and approval of management and representation actions of the Board of Directors of the Company.

**Item 4<sup>th</sup>:** Approval of compensation and remuneration to the Members of the Board of Directors for the seventeenth (17<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2016 to the 31<sup>st</sup> of December 2016) pursuant to Article 24 of Codified Law 2190/1920, as in force.

**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 eighteenth (18<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2017 to the 31<sup>st</sup> of December 2017) pursuant to Article 24 of Codified Law 2190/1920, as in force.

**Item 6<sup>th</sup>:** Selection of certified Auditors for the audit of the financial statements of the Company for the current eighteenth (18<sup>th</sup>) fiscal year (from the 1<sup>st</sup> of January 2017 to the 31<sup>st</sup> of December 2017) and the issuance of the annual tax report.

**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 Directors or in the management of the Group’s subsidiaries and affiliates.

**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.

**Item 9<sup>th</sup>:** Approval of the replacement of a member of the Company’s Board of Directors.

**Item 10<sup>th</sup>:** Addition to the Company’s purpose and amendment of article 2 (Purpose) of the Company’s Articles of Association

**Item 11<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.



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**Item 12<sup>th</sup>:** Approval of the distribution of part of the Net Profits of the financial year 2016 of the Company to Executive Members of the Board of Directors and other Key Management Personnel of the Company.

**Item 13<sup>th</sup>:** Approval of a Long Term Incentive Scheme with distribution of part of the Net Profits of the Company to Executive Members of the Board of Directors and other Key Management Personnel of the Company.

In the event that the required decision quorum is not met, the **1<sup>st</sup> Repeat Ordinary General Meeting** of the Shareholders will be convened on **Monday, the 8<sup>th</sup> of May, 2017, at 14:00** at the Company's offices and headquarters, at 112, Athinon Ave., Athens, Attica. In case the quorum is still not met, **the 2<sup>nd</sup> Repeat Ordinary General Meeting** of the Shareholders will be convened on **Friday, the 19<sup>th</sup> of May, 2017 , at 14:00** at the Company's offices and headquarters, at 112, Athinon Ave., Athens, Attica.

In the case of a Repeat Ordinary General Meeting, a new invitation will not be published.

In accordance with Codified Law 2190/1920, as currently in force, the Company informs its shareholders on the following:

### **A. RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING**

The right to participate or vote at the Ordinary General Meeting is held by anyone who appears as a Shareholder in the dematerialized securities system files which HELLENIC EXCHANGES - ATHENS STOCK EXCHANGE S.A. (HELEX) manages, where the Company's securities are kept, on the **22<sup>th</sup> of April 2017** or five (5) days prior to the Ordinary General Meeting (record date). Proof of Shareholder status is evidenced either through written confirmation from HELEX or, alternatively through the Company's electronic connection with HELEX's files. The relevant written or electronic confirmation regarding shareholding capacity must reach the Company no



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later than the 24<sup>nd</sup> of April 2017, ie. the third (3<sup>rd</sup>) day prior to the Ordinary General Meeting.

For the 1<sup>st</sup> Repeat Ordinary General Meeting, Shareholder status must exist on the **4<sup>th</sup> of May, 2017** (record date), namely at the beginning of the fourth (4<sup>th</sup>) day before the date of the 1<sup>st</sup> Repeat Ordinary General Meeting, while the relevant written confirmation or electronic verification of Shareholder status must be received by the Company no later than the 5<sup>th</sup> of May 2017, ie. the third (3rd) day before the meeting of the above Repeat Ordinary General Meeting, at the latest. As for a 2<sup>nd</sup> Repeat Ordinary General Meeting, Shareholder status must exist on the **15<sup>th</sup> of May, 2017** (record date), namely at the beginning of the fourth (4<sup>th</sup>) day before the date of the 2<sup>nd</sup> Repeat Ordinary General Meeting, while the relevant written confirmation or electronic verification of Shareholder status must be received by the Company no later than the 16<sup>th</sup> of May 2017, ie. on the third (3<sup>rd</sup>) day before the meeting of the above Repeat Ordinary General Meeting, at the latest.

Those entitled to vote and participate at the Ordinary General Meeting are only individuals who qualify as Shareholders on the relevant record dates above mentioned. In the case of non-compliance with the provisions of article 28a of Codified Law 2190/1920, Shareholders may participate in the General Meeting only after its permission. Note that the exercise of participation and voting rights does not presuppose the blocking of neither the beneficiary's shares nor the adherence to another similar procedure, which restricts the possibility of the sale and transfer of such shares during the period between the Record Date and the Ordinary General Meeting.

### **B. PROCESS FOR THE EXERCISING OF THE RIGHT TO VOTE THROUGH A REPRESENTATIVE**

Each Shareholder may take part and vote either in person or by proxy by signing the relevant authorization and can nominate up to three (3) representatives. Legal persons may participate in the General Meeting by



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appointing up to three (3) persons. If a Shareholder holds shares of the Company which appear in more than one securities account, the Shareholder may appoint different proxies with regard to the General Meeting for the shares appearing in each Account.

The appointment as well as the revocation of a proxy takes place in writing which is then submitted to the Company at its headquarters or sent via fax, to 210-5798931, at least three (3) days before the date of the General Meeting. The representation form is available on the Company's website ([www.opap.gr](http://www.opap.gr)).

A representative acting on behalf of several Shareholders may cast votes differently for each Shareholder.

The representative votes in accordance with the instructions of the Shareholder, as long as they exist, and must file the voting instructions for at least one (1) year from the submission of the minutes for the General Meeting with the competent authority or, if the decision is subjected to publicity, from its registration in the Companies Register.

The share representative is obliged to notify the Company, before the start of the Ordinary General Meeting, of any specific fact, which may be useful to Shareholders in ascertaining whether there is a risk that the representative may serve other interests, besides the interests of the Shareholder. In the context of the present paragraph, a conflict of interests may arise particularly if the representative is: (a) a shareholder that exercises control over the Company, or other legal person or entity that is controlled by such a shareholder, (b) a member of the Board of Directors or the management of the Company in general, or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control over the Company, (c) an employee or a certified auditor of the Company or of a controlling shareholder of the Company or of another legal person or entity that is controlled by a controlling shareholder, and (d) a spouse or a



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first-degree relative with any one of the physical persons that are mentioned in cases a) to c).

The Articles of Association of the Company do not stipulate participation in the General Meeting via electronic means without the physical presence of the shareholders in the place where it is convened or the possibility of distance participation of the shareholders in the voting process of the General Meeting.

### **C. SHAREHOLDERS' MINORITY RIGHTS**

According to Article 26, paragraph 2b subsection aa of Law 2190/1920, we inform Messrs. Shareholders that, *inter alia*, they possess the following rights under Article 39, paragraphs 2, 2a, 4 and 5 of Codified Law 2190/1920.

I. Shareholders, representing one twentieth (1/20) of the Company's paid up share capital, are entitled to request that the Company's Board of Directors includes additional agenda items in the General Meeting if the relevant application reaches the Board of Directors at least fifteen (15) days before the General Meeting. The application for the inclusion of additional items on the agenda for the General Meeting is accompanied by a justification or a draft decision to be approved at the Ordinary General Meeting. The revised agenda is then published, as in the case of the previous agenda, at thirteen (13) days before the Ordinary General Meeting date. At the same time, the revised agenda is made available to Shareholders through its being posted on the Company's website, together with the justification or the draft decision which the Shareholders have submitted, pursuant to article 27, par. 3 of Codified Law 2190/1920.

II. Shareholders, representing one twentieth (1/20) of the Company's paid up share capital are entitled to request that the Board of Directors, in line with article 27, par.3 of Codified Law 2190/1920, makes available to Shareholders, at least six (6) days prior to the General Meeting date, the draft decisions for items which have been included in the initial or possibly revised Daily Agenda, if the relevant application has reached the Board at least seven (7) days prior to the Ordinary General Meeting date.



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III. Following an application made by any Shareholder submitted to the Company at least five (5) full days before the Ordinary General Meeting, the Board of Directors is then bound to make the requested specific information available with respect to Company affairs, to the extent that the requested information is useful for the actual assessment of agenda items at the General Meeting. The Board of Directors may give a comprehensive reply to Shareholders' applications with the same content. Information disclosure liability does not exist, in the case that the relevant information is already available on the Company's webpage, particularly in the form of questions and answers. Also, at the request of Shareholders representing one twentieth (1/20) of the paid up share capital, the Board of Directors must notify the Ordinary General Meeting regarding the amounts that have been paid to each Member of the Board or the company's directors or any benefit to these persons from any cause or company contract with them, over the last two years. In all of the above cases, the Board of Directors may decline the provision of information for an adequate and substantial reason, mentioned in the minutes.

IV. Shareholders representing one fifth (1/5) of the paid up share capital may request the Board of Directors to provide information on the progress of corporate affairs and the information relevant to the Company's assets at the General Meeting. This request must be submitted to the Company at least five (5) full days before the General Meeting. The Board of Directors may decline to provide the requested information by adequately and substantially justifying such refusal in the minutes of the General Meeting.

Similar deadlines for the exercise of minority rights also apply in the case of Repeat General Meetings.

In all of the cases referred to above, requesting shareholders must prove their capacity as a shareholder during the exercise of such a right. Such proof can be an attestation from the organization where the securities are kept or verification of Shareholder status through direct electronic connection between the organization and the Company.



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#### **D. AVAILABLE DOCUMENTS AND INFORMATION**

The information of article 27 par. 3 of Law 2190/1920, as in force which includes the present invitation, the relevant explanatory report-recommendation of the Board on the items of the Daily Agenda, the representation forms as well as more precise information regarding the exercise of minority rights of paragraphs 2, 2a, 4 and 5 of article 39 of Law 2190/1920 are available in electronic format on the Company's website ([www.opap.gr](http://www.opap.gr)). Also, Messrs. Shareholders may obtain the above documents in hard copy from the Company's Investor Relations Office (112 Athinon Avenue, Athens, Attica, tel. 210-5798930).

ATHENS, 05.04.2017

THE BOARD OF DIRECTORS OF OPAP S.A.