"GREEK ORGANIZATION OF FOOTBALL PROGNOSTICS S.A."

DRAFT RESOLUTIONS

FOR THE OR THE THIRTEENTH (13th) ANNUAL ORDINARY GENERAL MEETING OF

"GREEK ORGANIZATION OF FOOTBALL PROGNOSTICS S.A." ("OPAP S.A.")

OF JUNE 21st, 2013

Item 1: **Submission and approval of the Board of Directors' Report and Auditors' Report on the Company's Annual Financial Statements for the thirteenth (13th) fiscal year (1st January 2012 to 31st December 2012).**

On the first (1st) item of the Agenda, present and voting Shareholders, representing .... Company shares, out of a total of .... shares, approved by a majority the reports of the Company's Board of Directors and the Statutory Auditors on the Annual Financial Statements for the thirteenth (13th) fiscal year (1st January 2012 to 31st December 2012).

Item 2: **Submission and approval of the company and consolidated Financial Statements for the thirteenth (13th) fiscal year (1st January 2012 to 31st December 2012).**

On the second (2nd) item of the Agenda, present and voting Shareholders, representing .... Company shares, out of a total of .... shares, approved by a majority the company and consolidated Annual Financial Statements for the thirteenth (13th) fiscal year (1st January 2012 to 31st December 2012).

Item 3: **Approval of earnings' distribution for the thirteenth (13th) fiscal year (1st January 2012 to 31st December 2012).**

On the third (3rd) item of the Agenda, present and voting Shareholders, representing .... Company shares, out of a total of .... shares, approved by a majority the distribution of part of the Company's earnings for the thirteenth (13th) fiscal year (1st January 2012 to 31st December 2012) in accordance with the recommendation of the Board of Directors and designated: June 28th, 2013, as the ex-dividend date; July 2nd, 2013, as the date for the determination of eligible shareholders; and July 8th, 2013, as the day for the payment of the dividend (pursuant to the record date rule). The payment of the dividend to shareholders will commence on July 8th, 2013 and will be conducted in accordance with the procedures set out in the Regulations of the Athens Stock Exchange through the operators of their 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 National Bank of Greece.

__Item 4:__ **Discharge of the Members of the Board of Directors as well as the Auditors from any liability for damages with respect to their managerial actions during the thirteenth (13th) fiscal year (1st January 2012 to 31st December 2012) and approval of the managerial and representation actions of the Board of Directors.**

On the fourth (4th) item of the Agenda, present and voting Shareholders, representing .... Company shares, out of a total of .... shares, approved by a majority the discharge of the Members of the Board of Directors as well as the Auditors from any liability for damages with respect to their managerial actions during the thirteenth (13th) fiscal year (1st January 2012 to 31st December 2012) and approved the managerial and representation actions of the Board of Directors.

__Item 5:__ **Approval of the BoD Members' remuneration and compensation for their participation on the Company's Board of Directors during the thirteenth (13th) fiscal year (1st January 2012 to 31st December 2012).**

On the fifth (5th) item of the Agenda, present and voting Shareholders, representing .... Company shares, out of a total of .... shares, approved by a majority the Board of Directors' remuneration and compensation for the thirteenth (13th) fiscal year (1st January 2012 to 31st December 2012) in accordance to Codified Law 2190/1920, as amended; specifically they approved:

(a) a total amount of €212,693.34 as compensation for the attendance by Members of the BoD's meetings;

(b) a total amount of €29,000.00 as compensation for BoD Members' participation in a committee;

(c) a total amount of €9,600.00 as compensation to the Secretary of the BoD;

(d) a total amount of €11,220.00 for BoD Members' travel expenses;

(e) a total amount of €175,086.65 for contract-based remuneration;

that is, a **total amount of €437,599.99 for remuneration and compensation from all sources and causes**.

It should be noted that all of the amounts approved are calculated on a gross basis and are subject to taxes and statutory deductions.

<u>Item 6:</u> Prior approval of the BoD Members' remuneration and compensation for their participation on the Company's Board of Directors during the current fourteenth (14th) fiscal year (1st January 2013 to 31st December 2013).

On the sixth (6th) item of the Agenda, present and voting Shareholders, representing .... Company shares, out of a total of .... shares, gave by a majority their prior approval for the compensation of Members of the BoD for the current fourteenth (14th) fiscal year (1st January 2013 to 31st December 2013), as follows:

(a) a total amount of €216,000.00 as compensation for the attendance by Members of the BoD's meetings;

(b) a total amount of €90,000.00 as compensation for BoD Members' participation in a committee;

(c) a total amount of €9,600.00 as compensation to the Secretary of the BoD;

(d) a total amount of €12,000.00 for BoD Members' travel expenses;

(e) a total amount of €174,375.00 for contract-based remuneration;

that is, a **total amount of €501,975.00 for remuneration and compensation from all sources and causes**.

<u>Item 7:</u> Nomination of the statutory and substitute Auditors-Accountants responsible for the auditing of the financial statements for the current fourteenth (14th) fiscal year (1st January 2013 to 31st December 2013) and for the issuance of the annual tax certificate and determination of their fees.

On the seventh (7th) item of the Agenda, present and voting Shareholders, representing .... Company shares, out of a total of .... shares, approved by a majority the appointment as auditors of the auditing firm proposed by the BoD and, more specifically, the appointment of the proposed auditors (Statutory Auditor and Substitute Statutory Auditor) for the fourteenth (14th) fiscal year (1st January 2013 to 31st December 2013), so that: the auditing company (société anonyme) under the name "PricewaterhouseCoopers S.A.", with headquarters in Halandri, Athens, 268 Kifissias Ave., was appointed as auditor; in particular, Mr Kyriakos Riris (SOEL reg. no. 12111) was elected as Statutory Auditor and Mr Marios Psaltis (SOEL Reg. No.38081) was elected as Substitute Statutory Auditor.

The remuneration of the aforementioned auditing company for the audit of the fourteenth (14th) fiscal year (1st January 2013 to 31st December 2013) was set at the amount of a hundred and twenty thousand euros (€120,000.00) plus VAT. For the issuance of the Annual Tax Certificate, pursuant to paragraph 5 of Article 82 of Law 2238/1994, the remuneration of the same auditing firm was set at the amount of a hundred and twenty thousand euros (€120,000.00) plus VAT.

<u>Item 8:</u> Provision of special permission of the General Meeting pursuant to Article 23a, paragraph 4 of Codified Law 2190/1920.

On the eighth (8th) item of the Agenda, present and voting Shareholders, representing .... Company shares, out of a total of .... shares, approved by a majority the contract entered into between the Company and the Chairman of the Board of Directors and Chief Executive Officer in accordance with the decisions of the BoD of October 23rd, 2012 (meeting no. 20, item 8A) and of November 11, 2012 (meeting no. 28, item 12A).

Item 9: **Provision of permission pursuant to Article 23, paragraph 1 of Codified Law 2190/1920, to the BoD 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.**

On the ninth (9th) item of the Agenda, present and voting Shareholders, representing .... Company shares, out of a total of .... shares, granted by a 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 executives of the Company's directorates, 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.