DRAFT RESOLUTIONS

FOR THE 8th EXTRAORDINARY GENERAL MEETING

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

OF NOVEMBER 7th 2013

Item 1st: Announcement of the Election of Board Members in replacement of the resigned Members and for the remainder of their term in office. Announcement of the provisional appointment of new members of the Audit Committee in replacement of the resigned Members and for the remainder of their term in office.

With regards to the first (1st) item on the day's agenda, present Shareholders representing …………………….. Company shares out of a total of 319,000,000 shares, objected ………………… or not objected ………………………, the election of:

1. **Kamil Ziegler**, father's name Karel,
2. **Spyridon Fokas**, father's name Panagiotis,
3. **Pavel Horak**, father's name Pavel,
4. **Michal Houst**, father's name Miroslav,
5. **Georgios Melissanidis**, father's name Dimitrios,
6. **Pavel Saroch**, father' s name Miroslav,
7. **Konstantin Yanakov**, father's name Perikl,
8. **Christos Kopelouzos**, father's name Dimitrios,
9. **Marco Sala**, father's name Gaetano,
10. **Igor Rusek**, father's name Milos, **Temporary Independent Non Executive Member of the BoD.**
11. **Rudolf Jurcik**, father's name Rudolf, **Temporary Independent Non Executive Member of the BoD.**

and the provisional appointment of new members of the Audit Committee in replacement of the resigned Members and for the remainder of their term in office:

1. the Temporarily Independent Non-Executive Member of the BoD, Mr. Igor Rusek, as Chairman of the Audit Committee,
2. the Temporarily Independent Non-Executive Member of the BoD, Mr. Rudolf Jurcik, as Member of the Audit Committee and
3. the Non-Executive Member of the Board of Directors, Mr. Spyridon Fokas, as Member of the Audit Committee, in accordance with Article 37, paragraph 1 of Law No. 3693/2008.

Item 2nd : Determination of the number of the members of the Board of Directors and Election of the New Board of Directors.

With regards to the second (2nd) item on the day's agenda, present and voting Shareholders representing ……………………… Company shares out of a total of 319,000,000 shares, unanimously or by a majority approved / or unanimously or by a majority rejected, the election of a twelve-member Board of Directors:

1. **Kamil Ziegler**, father's name Karel,
2. **Spyridon Fokas**, father's name Panagiotis,
3. **Pavel Horak**, father's name Pavel,
4. **Michal Houst**, father's name Miroslav,
5. **Georgios Melissanidis**, father's name Dimitrios,
6. **Pavel Saroch**, father' s name Miroslav,
7. **Konstantin Yanakov**, father's name Perikl,
8. **Christos Kopelouzos**, father's name Dimitrios,
9. **Marco Sala**, father's name Gaetano,
10. **Igor Rusek**, father's name Milos, **Independent Non Executive Member of the BoD,**
11. **Rudolf Jurcik**, father' s name Rudolf, **Independent Non Executive Member of the BoD,**
12. **Dimitrakis Potamitis**, fathers name Ioannis, **Independent Non Executive Member of the BoD.**

The term of office of the aforementioned Members of the Board of Directors is four years and be extended ipso facto until the election of a new Board of Directors by the next General Meeting of Shareholders.

<u>Item 3rd:</u> Appointment of the Members of the Audit Committee, in accordance with Article 37, paragraph 1 of Law No 3693/2008.

With regards to the third (3rd) item on the day's agenda, present and voting Shareholders representing ……………………… Company shares out of a total of 319,000,000 shares, unanimously or by a majority approved / or unanimously or by a majority rejected, the appointment of the members of the Audit Committee, as follows:

1. Mr. Dimitrakis Potamitis, Independent Non Executive Member of the Board of Directors, as Chairman of the Audit Committee
2. Mr. Igor Rusek, Independent Non Executive Member of Board of Directors, as Member of the Audit Committee
3. Mr. Rudolf Jurcik, Independent Non Executive Member of Board of Directors, as Member of the Audit Committee

<u>Item 4th:</u> Granting of leave according to article 23, paragraph 1, of Law No 2190/1920 and article 24 of the Articles of Association of the Corporation to the Members of the Board of Directors of the Corporation and any persons who are in any way involved in the management of the Corporation, the General Managers, the Managers for their participation in the Boards of Directors or in the Management of the Corporations of the Corporate Group and of the affiliated Corporations, within the meaning of article 42e, paragraph 5 of Law 2190/1920 and therefore, the conducting on behalf of the affiliated companies of acts falling within the Corporation's objectives.

With regards to the fourth (4th) item on the day's agenda, present and voting Shareholders representing ……………………… Company shares out of a total of 319,000,000 shares granted unanimously or by a majority / not granted unanimously or by a majority leave in accordance to article 23, paragraph 1, of Law No 2190/1920 and article 24 of the Articles of Association of the Corporation to the Members of the Board of Directors of the Corporation and any persons who are in any way involved in the management of the Corporation, the General Managers, the Managers for their participation in the Boards of Directors or in the Management of the Corporations of the Corporate Group and of the affiliated Corporations, within the meaning of article 42e, paragraph 5 of Law 2190/1920 and therefore, the conducting on behalf of the affiliated companies of acts falling within the Corporation's objectives.

Item 5th: Granting of special approval according to article 23a of Law No 2190/1920 for the conclusion of a fixed-term employment contract with the CEO and Chairman of the Board of Directors of the Corporation, Mr Kamil Ziegler, the approval of the basic terms thereof and the granting of an authorization to the Board of Directors to sign the contract.

With regards to the fifth (5th) item on the day's agenda, present and voting Shareholders representing …………………….. Company shares out of a total of 319,000,000 shares, unanimously or by a majority approved / or unanimously or by a majority rejected the conclusion of a fixed-term employment contract with the CEO and Chairman of the Board of Directors of the Corporation, Mr Kamil Ziegler, unanimously or by a majority approved / or unanimously or by a majority rejected the basic terms thereof and the granting of an authorization to the Board of Directors to sign the contract.

Item 6th: Granting of special approval according to article 23a of Law No 2190/1920 for the conclusion of a fixed-term employment contract with the Executive Member of the Board of Directors Mr. Michal Houst, the approval of the basic terms thereof and the granting of an authorization to the Board of Directors to sign the contract.

With regards to the sixth (6th) item on the day's agenda, present and voting Shareholders representing …………………….. Company shares out of a total of 319,000,000 shares, unanimously or by a majority approved / or unanimously or by a majority rejected the conclusion of a fixed-term employment contract with the Executive Member of the Board of Directors Mr. Michal Houst, unanimously or by a majority approved / or unanimously or by a majority rejected the basic terms thereof and authorized unanimously or by a majority approved / or unanimously or by a majority rejected the Board of Directors to sign the contract.

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