



8th Extraordinary General Meeting, November 7th 2013

INVITATION

TO THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE BUSINESS NAME
“GREEK ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.” (“OPAP S.A.”)
(GENERAL COMMERCIAL REGISTRY (G.E.M.I.) REGISTRATION NUMBER 3823201000,
FORMER A.R.M.A.E. REGISTRATION NUMBER 46329/06/B/00/15)
FOR THE EIGHTH (8th) EXTRAORDINARY GENERAL MEETING

In accordance with the Law, the Company’s Articles of Association and the resolution of the BoD meeting of 3.10.2013 (37th meeting, item 1) as supplemented by 14th resolution of the BoD without meeting of 15.10.2013 (Item 1), the Board of Directors of the “GREEK ORGANISATION OF FOOTBALL PROGNOSTICS S.A.” (“OPAP S.A.”) invites the Company’s shareholders to the eighth (8th) Extraordinary General Meeting, which will be held on **Thursday, November 7th 2013, at 12:00 pm**, at the Company's offices and headquarters at No. 62, Kifissou Ave., Peristeri, Athens, in order to discuss and decide upon the following items pertaining to the Meeting’s Agenda:

AGENDA ITEMS OF THE EXTRAORDINARY GENERAL MEETING OF 07.11.2013

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.

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

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

Item 4th: 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



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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 leave 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.

Item 6th: Granting of special leave 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.

In the event that the required decision quorum is not met, regarding the agenda items, the Extraordinary General Meeting will reconvene on **Monday, November 18th, 2013, at 12:00 p.m.**, at the company's headquarters at No. 62, Kifissou Ave., Peristeri, Athens, Greece.

No further invitation for an Extraordinary General Meeting will be published.

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

A. THE RIGHT TO PARTICIPATE AND VOTE AT THE EXTRAORDINARY GENERAL MEETING

The right to participate and vote in the Extraordinary General Meeting is held by anyone who appears as a shareholder in the records of the dematerialized securities depository system of the HELLENIC EXCHANGES S.A. (HELEX), where the Company's



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securities are kept, on **Saturday, November 2nd, 2013**, that is, at start of business of the fifth (5th) day prior to the date of the Extraordinary General Meeting (record date). Proof of shareholder status is evidenced either in the form of written confirmation from HELEX or, alternatively, by means of the Company's electronic access to the HELEX's records. The relevant written or electronic confirmation regarding shareholding status must reach the Company no later than the third (3rd) day prior to the holding of the Extraordinary General Meeting.

For the Repeat Extraordinary General Meeting, shareholder status must exist on **Thursday, November 14th, 2013** (record date), that is, at start of business of the fourth (4th) day prior to the date of the Repeat Extraordinary General Meeting, while the relevant written confirmation or electronic verification of shareholder status must be received by the Company no later than the third (3rd) day prior to the meeting of the above Repeat Extraordinary General Meeting.

Only persons qualifying as shareholders on the aforementioned record are entitled to participate and vote in the Extraordinary General Meeting. In the case of non-compliance with the provisions of Article 28a of Codified Law 2190/1920, shareholders may only be allowed to participate in the Extraordinary General Meeting with its permission. Note that the exercise of participation and voting rights does not presuppose the blocking of the shareholder's shares nor the adherence to any other similar procedure, which restricts the shareholder's right to sell or transfer the shares during the period between the record date and the date of the Extraordinary General Meeting.

B. PROCESS FOR THE EXERCISE OF THE RIGHT TO VOTE THROUGH A REPRESENTATIVE

Each shareholder may participate and vote either in person or by proxy, by signing the relevant authorization and nominating up to three (3) representatives. Legal persons may participate in the Extraordinary General Meeting by appointing up to three (3)



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persons. If a shareholder holds shares which appear in more than one securities account, the shareholder may appoint different proxies for the shares appearing in each securities account.

The appointment and revocation of a proxy takes place in writing and is submitted to the Company at its headquarters or sent by fax, at fax number: +30 210-5798931, at least three (3) days prior to the date of the Extraordinary General Meeting. The proxy form is available on the Company's website (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, if such exist, and is required to preserve the voting instructions for at least one (1) year from the submission of the minutes of the Extraordinary General Meeting to the competent authority or, if the decision is subject to publicity, from its registration in the Companies Register.

The representative of a shareholder is obliged to notify the Company, prior to the start of the Extraordinary General Meeting, of any specific fact, which may be useful to shareholders in ascertaining the existence of a risk that the representative may serve interests other than 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 who exercises control over the Company, or other legal person or entity controlled by such a shareholder, (b) a Member of the Board of Directors or, generally, of the management of a company or a shareholder exercising control over the Company, or other legal person or entity that is controlled by a shareholder exercising control over the Company, (c) an employee or 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 first-degree relative of any one of the natural persons mentioned in cases (a) to (c) above.



C. SHAREHOLDERS' MINORITY RIGHTS

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

I. Shareholders representing at least 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 Meeting's Agenda, but only if the relevant application reaches the Board of Directors at least fifteen (15) days prior to the date of the Extraordinary General Meeting. The application for the inclusion of additional items on the Meeting's Agenda must be accompanied by reasons or a draft resolution to be approved by the Extraordinary General Meeting. The revised Agenda is then published in the same form as the original Agenda at least thirteen (13) days prior to the date of the Extraordinary General Meeting. At the same time, the revised agenda is made available to shareholders by being posted, together with the justification or the draft resolution submitted by the shareholders, on the Company's website, pursuant to article 27, par. 3 of Codified Law 2190/1920.

II. Shareholders representing at least one twentieth (1/20) of the Company's paid-up share capital are entitled to request that the Board of Directors, pursuant to Article 27, paragraph 3 of Codified Law 2190/1920, make available to shareholders at least six (6) days prior to the date of the Extraordinary General Meeting date, draft resolutions for items which have been included in the initial or, if such exists, revised Meeting's Agenda, but only if the relevant application has reached the Board of Directors at least seven (7) days prior to the date of the Extraordinary General Meeting.

III. Following an application made by any shareholder which is submitted to the Company at least five (5) full days prior to the date of the Extraordinary General Meeting, the Board of Directors is bound to make available to the Extraordinary General Meeting the information specifically identified in the shareholder's application, provided that this is useful for the actual evaluation of any item in the



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Meeting's Agenda. The Board of Directors may provide a single reply to shareholders' applications relating to the same issue. An obligation to disclose the requested information does not exist, when the relevant information is already available on the Company's website, particularly in the form of questions and answers. In all of the aforementioned cases, the Board of Directors may decline to provide the information requested for an adequate and substantial reason, which must be included in the minutes.

IV. Shareholders representing at least 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 Company's assets at the Extraordinary General Meeting. This request must be submitted to the Company at least five (5) full days prior to the date of the Extraordinary General Meeting. The Board of Directors may decline to provide the requested information for an adequate and substantial reason, which must be included in the minutes.

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, the requesting shareholders must prove their shareholder status and the number of shares that they control at the time of exercise of their minority right. Such proof can be in the form of an attestation from the organization where their securities are kept or by way of verification of shareholder status through the direct electronic access of the Company to the records of the organization.

D. AVAILABLE DOCUMENTS AND INFORMATION

The present invitation, the documents which are submitted to the Extraordinary General Meeting, draft resolutions and the related recommendations of the Board of Directors on any item in the Meeting's Agenda, representation (proxy) forms and any other information required under Article 27, paragraph 3 of Codified Law 2190/1920



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are available in electronic form on the Company's website (www.opap.gr). The Shareholders may also obtain the aforementioned documents in hard copy from the Company's Investor Relations Office, Kifissou 62, Peristeri, tel. +30 210 5798930.

ATHENS, 15.10.2013

THE BOARD OF DIRECTORS OF OPAP S.A.