



"GREEK ORGANIZATION OF FOOTBALL PROGNOSTICS S.A."

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 THIRTEENTH (13th) ANNUAL ORDINARY GENERAL MEETING
(FISCAL YEAR 01/01/2012 – 31/12/2012)

In accordance with the Law, the Company's Articles of Association and the resolution of the BoD meeting of 23.05.2013 (21st meeting, Item 2), the Board of Directors of the "GREEK ORGANISATION OF FOOTBALL PROGNOSTICS S.A." ("OPAP S.A.") invites the Company's shareholders to the thirteenth (13th) Annual Ordinary General Meeting, which will be held on **Friday, June 21st, 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 issues pertaining to the Meeting's Agenda:

AGENDA ITEMS OF THE ORDINARY GENERAL MEETING OF 21.06.2013

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).

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).

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

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.

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).



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Item 6: 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).

Item 7: 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.

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

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.

Item 10: Other announcements

In the event that the quorum required by law is not met for all or some of the items on the Meeting's Agenda, the Company's shareholders are invited to reconvene at a **Repeat Ordinary General Meeting** on **Friday, July 5th, 2013**, at 12:00 p.m. at the Company's offices and headquarters, No. 62 Kifissou Ave., Peristeri, Athens.

In the event of a Repeat Ordinary General Meeting, a new invitation will not be published.

In accordance with Codified Law 2190/1920, as amended, the Company informs the shareholders of the following:

A. RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING

The right to participate and vote in the Annual Ordinary General Meeting is held by anyone who appears as a shareholder in the records of the dematerialized securities depositary system of the HELLENIC EXCHANGES S.A. (HELEX), where the Company's securities are kept, on **June 16th, 2013**, that is, at start of business of the fifth (5th) day prior to the date of the Ordinary 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



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Company no later than the third (3rd) day prior to the holding of the Ordinary General Meeting.

For the Repeat Annual General Meeting, shareholder status must exist on **July 1st, 2013** (record date), that is, at start of business of the fourth (4th) day prior to the date of the 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 third (3rd) day prior to the meeting of the above Repeat Annual General meeting.

Only persons qualifying as shareholders on the aforementioned record are entitled to participate and vote in the Ordinary 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 Ordinary 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 Annual Ordinary 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 General Meeting by appointing up to three (3) 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 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 General Meeting to the competent authority or, if the decision is subject to publicity, from its registration in the Companies Register.



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The representative of a shareholder is obliged to notify the Company, prior to the start of the Ordinary 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 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 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 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 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 General Meeting.



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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 General Meeting, the Board of Directors is bound to make available to the 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 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. Furthermore, at the request of shareholders representing at least one twentieth (1/20) of the paid-up share capital, the Board of Directors must inform the Ordinary General Meeting of the amounts that have been paid to over the last two years each Member of the Board or to the company's senior managers or of any benefit to these persons from any cause or of any company contract with them. 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 General Meeting. This request must be submitted to the Company at least five (5) full days prior to the date of the 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 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 are available in electronic form



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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.

PERISTERI, 23.5.2013

THE BOARD OF DIRECTORS OF OPAP S.A.