



“ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.”

RESOLUTIONS OF THE 21st ORDINARY GENERAL MEETING OF

“ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.” (“OPAP S.A.” or “Company”)

OF 17th OF JUNE, 2021

The Ordinary General Meeting of Shareholders of OPAP S.A. took place on Thursday, 17th of June, 2021 at 13:00, at its headquarters in Athens, at 112 Athinon Ave. Shareholders of the Company representing 263,232,112 shares, out of a total of 341,426,387¹ shares, i.e. 77.51 % of the Company's share capital, were present or represented and voted at the Meeting.

The Ordinary General Meeting of Shareholders resolved as follows:

Item 1st: Approved the Company’s Standalone and Consolidated Financial Statements for the financial year 2020 (01.01.2020 – 31.12.2020) and of the relevant Board of Directors’ and Auditors’ Report (**approval of 99.95%**);

Item 2nd: Approved the overall management of the Company and discharged the Statutory Auditors of the Company for the financial year 2020 (01.01.2020 – 31.12.2020) (**approval of 99.70%**);

Item 3rd: Elected the Auditing Company “PRICEWATERHOUSECOOPERS SA” (SOEL Reg. no. 113) for the statutory audit of the Company’s Standalone and Consolidated Financial Statements for the financial year 2021 (01.01.2021 – 31.12.2021) and the issuance of the annual tax report (**approval of 99.95%**);

Item 4th: Approved the distribution of Net Profits for the financial year 2020 (01.01.2020 – 31.12.2020) as follows: (**approval of 99.72%**);

Total gross dividend: Euros one hundred eighty-six million seven hundred seventy-eight thousand two hundred nineteen and sixty-five cents (€186,778,219.65)

Gross dividend per share: fifty-five eurocents (€0.55), before withholding the proportionate tax

Cut-off date: Tuesday 13.07.2021

Record-date: Wednesday 14.07.2021

Dividend Payment Date: Tuesday 03.08.2021

The Dividend Payment Date, i.e. 03.08.2021, is expected to be the day of admission to trading of the new shares for those shareholders that will elect to reinvest the

¹ It shall be noted that 1.829.624 own shares of the Company are not calculated both for the purposes of quorum and the voting process, pursuant to paragraph 1 of article 50 of Law 4548/2018.



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respective dividend, in accordance with the resolution of the Board of Directors of the Company dated 17.06.2021 (as per the relevant detailed announcement of the Company).

Item 5th: Approved the distribution of part of the Company's Net Profits of the financial year 2020 (01.01.2020 – 31.12.2020) of a total amount of up to Euros two million five hundred thousand (€2,500,000.00) to Executive Members of the Board Directors and other senior management personnel of the Company amounting up to fifty (50) employees. The final individual allocation of amount to each eligible person will be administered, decided and implemented by the competent corporate bodies (Remuneration and Nomination Committee, Board of Directors, etc.) and in accordance with the applicable legislation and the Company's rules and procedures, based on the evaluation of the eligible persons work according to certain performance criteria set by the Remuneration and Nomination Committee of the Company, as per the approved Remuneration Policy of the Company **(approval of 95.28%);**

Item 6th: Provided advisory voting, as per article 112 of Law 4548/2018, on the Remuneration Report of the Board of Directors for the financial year 2020 (01.01.2020 – 31.12.2020) submitted to the Shareholders, which includes a comprehensive overview of the total remuneration received by the members of the Board of Directors in the financial year 2020 by virtue of the Remuneration Policy in force that was approved by the Ordinary General Meeting of Shareholders dated May 22nd 2019 **(advisory vote - approval 77.41%);**

Note: The Board of Directors shall explain in the next Remuneration Report how the result of the vote by the Ordinary Shareholders' General Meeting has been taken into account.

Item 7th: Approved, according to the specific provisions of articles 110 and 111 of law 4548/2018, the proposed adjustments to the Company's Remuneration Policy, as per the amended Remuneration Policy submitted to the Shareholders and renewed the authorisation to the Company's Board of Directors to administer and implement the Remuneration Policy within the boundaries of the applicable legislation and within the scope of the terms and conditions described therein and always following the relevant recommendations of the Remuneration and Nomination Committee **(approval 73.51%);**

Item 8th: Approved, in accordance with article 3 of the Corporate Governance Law 4706/2020 and Circular no 60 of Hellenic Capital Market Commission, the Fit and Proper Policy as submitted to the Shareholders **(approval 100.00%);**

Item 9th: Composition of the Board of Directors

9.1 Acknowledged the announcement, according to article 82 paragraph 1 of L. 4548/2018 and article 13 paragraph 1 of the Company's Articles of Association, of the



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election of Mr. Jan Karas as new Member of the Board of Directors in replacement and for the remaining term of office of the resigned CEO, and his appointment at the position of CEO (Managing Director), both effective as of 01.01.2021, as resolved by the Board of Directors on 17.12.2020.

9.2 Elected Prof. Dr Nicole Conrad-Forker, LL.M (**approval 99.26%**); and Ms. Vasiliki Karagianni (**approval 99.27%**); as new Independent Non-Executive Members of the Board of Directors in replacement of the resigned members Messrs. Dimitrakis Potamitis and Igor Rusek and for their remaining term of office i.e. until 25.04.2022 (or as may be extended ipso jure in accordance with article 11 par. 4 of the Company’s Articles of Association).

Item 10th: Defined the specifics of the Audit Committee as follows: the audit committee shall be a Board of Directors Committee, which shall consist of three (3) Independent Non-executive Board members. The tenure of the audit committee members shall be equal to their tenure as members of the Board of Directors, i.e. the tenure of the first Audit Committee members to be elected by the Board of Directors shall be until 25.04.2022 and, if the case be, shall be extended ipso jure until the election of new directors from the subsequent Ordinary General Meeting of shareholders in accordance with the provisions of article 11 of the Company’s Articles of Association (**approval 100.00%**);

Item 11th: Approved the acquisition of the Company’s own shares (Share buy-back programme) as follows (**approval 99.42%**):

Maximum nominal value of shares: up to five per cent (5%) of the total paid up share capital of the Company, namely up to 17,071,319 shares

Duration of share buy-back programme: twenty-four (24) months from the date of the resolution of the Annual Ordinary General Assembly, namely from 17.06.2021 to 16.06.2023

Min purchase price per share: thirty eurocents (€0.30)

Max purchase price per share: seventeen Euros (€17)

Item 12th: The annual activity report of the Audit Committee was submitted to the Shareholders of the Company. The item was not put to vote.

The voting breakdown for each resolution is available on the Company's website: www.opap.gr in accordance with article 133, paragraph 2 of Law 4548/2018, as in force.

OPAP S.A.

ATHENS, 17.06.2021