

## **Invitation to the Annual Ordinary General Meeting**

**«OPAP S.A»**

### **INVITATION**

OF THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER BUSINESS NAME:

**"GREEK ORGANIZATION OF FOOTBALL PROGNOSTICS S.A."**

(REGISTRATION NUMBER A.P.M.A.E. 46329/06/B/00/15)

TO THE 11th ANNUAL ORDINARY GENERAL MEETING

(FISCAL YEAR 01/01/2010 – 31/12/2010)

In accordance with the law and the Articles of Association of the Company, and the resolution of its 9<sup>th</sup> Board of Directors meeting of March 31<sup>st</sup>, 2011 (Item 1st), invites its shareholders to the Eleventh (11th) Annual Ordinary General Meeting on Wednesday, May 11<sup>th</sup>, 2011, at 12:00 pm at the Company's headquarters, 62, Kifissou Ave. in Peristeri, Athens, Greece, in order to discuss and decide upon the following issues of the daily agenda:

1. Submission and approval of the Board of Directors Reports and Auditors Reports for the Annual Financial Statements for the Eleventh (11<sup>th</sup>) fiscal year (commencing on January 1st, 2010 until December 31st, 2010), which are included at the Annual Financial Report for the corresponding period of January 1st, 2010 until December 31st, 2010, according to article 4 of the L. 3556/2007.
2. Submission and approval of the Company's corporate and consolidated financial statements for the Eleventh (11th) fiscal year (commencing on January 1st, 2010 until December 31st, 2010), which are included at the Annual Financial Report for the corresponding period of January 1st, 2010 until December 31st, 2010, according to article 4 of the L. 3556/2007.
3. Approval of earnings distribution for the Eleventh (11th) fiscal year (commencing on January 1st, 2010 until December 31st, 2010), which are included at the Annual Financial Report for the corresponding period of January 1st, 2010 until December 31st, 2010, according to article 4 of the L. 3556/2007.
4. Discharge of both the members of the Board of Directors and the Auditors from any liability for indemnity with respect to the Eleventh (11th) fiscal year (commencing on January 1st, 2010 until December 31st, 2010) and approval of the administrative and representation acts of the Board of Directors.
5. Approval of remuneration and compensation payments to the members of the Board of Directors for attendance and participation at the Board of Directors, for the Eleventh (11th) fiscal year (commencing on January 1st, 2010 until December 31st, 2010).

6. Preliminary approval of remuneration and the compensation payments to the members of the Board of Directors of the Company extraordinary of the members for the current Twelfth (12th) fiscal year (commencing on January 1st, 2011 until December 31st, 2011).
7. Nomination of regular and substitute Certified Auditors for the current Twelfth (12th) fiscal year (commencing on January 1st, 2011 until December 31st, 2011) and determination of their fees.
8. Ratification of the election of new members of the Board of Directors in replacement of the resigned members - appointment of independent members of the Board of Directors.
9. Audit Committee's duties renewal.
10. Granting permission, pursuant to article 23a, paragraph 1 of the C.L. 2190/1920, to members of the Board of Directors and Officers of the Company's Departments and Divisions to participate in Boards of Directors or in the management of Group's companies and their associate companies for the purposes set out in article 42e paragraph 5, of the C.L. 2190/1920.
11. Amendment of the Articles of Association in line with L.3873/2010 and L.3884/2010.
12. Other Announcements.

In the event that the required decision quorum, is not met, the General Meeting of the shareholders will convene again on Monday, May 23rd, 2011, at 12:00 p.m. at the company's headquarters, 62, Kifissou Ave., Peristeri, Athens, Greece.

In accordance with C.L. 2190/1920, as modified by L. 3884/2010 and applying, the Company informs shareholders on the following:

#### **A. PARTICIPATION RIGHT AND VOTE AT THE GENERAL MEETING**

Any shareholder listed in the dematerialized securities system files, managed by the Hellenic Exchanges SA where Company's shares are kept, is entitled to participate in the Meeting.

Shareholder capacity is evidenced directly by electronic connection of the Company with Hellenic Exchanges SA files.

Shareholder capacity must be in force on Friday, May 6th, 2011, namely on the fifth day prior to the General Meeting date on Wednesday, May 11th, 2011 and the relevant electronic certification on the shareholder capacity must have reached the Company the latest on the third day before the General Meeting. Further to the above, if the shareholder is a legal entity, it shall submit all the

documents necessary for its legalization, as laid down by law, within the same deadline.

Any shareholder fulfilling the same aforementioned requirements may participate in the A' reiterative General Meeting on Monday, May 23rd, 2011. Shareholder capacity must be in force on Thursday, May 19th, 2011 for A' Reiterative General Meeting, namely on the fourth day prior to the A' reiterative General Meeting (Registration Date of Reiterative General Meeting). As regards shareholder capacity and representation of legal entities shareholders to the meeting, the above deadlines referring to the first meeting shall apply.

Any entity bearing the shareholder capacity on the relevant Registration Date is entitled, vis-a-vis the Company, to participation and voting right in the General Meeting. In case of non compliance with the provisions of article 28a of codified law 2190/1920, the shareholder in question will participate in the General Meeting only on permission by the latter.

The exercise of such rights does not presuppose the blocking of the beneficiary's shares neither the adherence to another similar procedure which restricts the possibility of sale and transfer of such shares during the period between the Registration Date and the Annual Ordinary General Meeting.

## **B. PARTICIPATION PROCESS AND VOTING THROUGH A REPRESENTATIVE**

Shareholders may participate in the Annual General Meeting and vote either in person or by proxy.

Each shareholder may appoint up to three (3) proxies and legal entities/shareholders may appoint up to three (3) natural persons as proxies. In cases where a shareholder owns shares of the Company that are held in more than one Investor Securities Account, the above limitation does not prevent the shareholder from appointing separate proxies for the shares appearing in each Account. A proxy holding proxies from several shareholders may cast votes differently for each shareholder.

Shareholders do not have the option to participate at the General Meeting and exercise their voting rights with electronic means, without their physical presence at the place where the Meeting is convened, either by proxy, or to have the ability to appoint and revoke the appointment of a representative with

electronic means, as this option is not provided in the Articles of Association of the Company.

A plenipotentiary document for appointing representatives will be available to shareholders:

- a) in hard copy at the Investor Relations Division of the Company (62, Kifissou Ave., Peristeri, Athens, Greece), and
- b) in electronic form on the website of the Company ([www.opap.gr](http://www.opap.gr)).

The abovementioned document must be filled-in, signed and submitted to the Company, at the address mentioned in a) above, at least three (3) days before the date of the Annual / Repetitive General Meeting.

This form must have been sent to the Shareholder Service Desk filled out in all its points and signed by the shareholder, according to the specific filling out, signing and submitting instructions included in the form, either by fax at + 30 210 5798931, for the attention of Shareholder Service Desk.

The representative is obliged to notify the Company, before the start of the Annual General Meeting, of any specific fact, which may be useful to shareholders in ascertaining the risk that the representative may serve other interests, besides the interests of the shareholder.

A conflict of interest may arise in particular when the representative is:

- a) A shareholder that exercises control over the Company, or other legal person or entity that is controlled by that shareholder,
- b) A member of the Board of Directors or in general of the management of the Company or a shareholder that exercises control of the Company, or other legal person or entity that is controlled by that shareholder, which exercises control over the Company.
- c) An employee or a certified auditor of the Company or a shareholder that exercises control over it, or other legal person or entity that is controlled by a shareholder that exercises control over the Company.
- d) A spouse or a relative in the first degree with one of the physical persons that are mentioned in cases a) to c).

### **C. RIGHTS OF MINORITY SHAREHOLDERS**

With an application by shareholders, representing one twentieth (1/20) of the paid up share capital, the Company's Board of Directors is bound to include in

the General Meeting additional agenda items, if the relevant application reaches the Board of Directors at least fifteen (15) days before the General Meeting, namely by Tuesday, April 26<sup>th</sup>, 2011. The application for inclusion of additional items on the agenda is accompanied by a justification or a draft decision to be approved at the General Meeting and the revised agenda is published likewise, as the previous agenda, thirteen (13) days before the General Meeting date, namely on Thursday, April 28<sup>th</sup>, 2011, and at the same time it is made available to shareholders by being posted on the Company's website, together with the justification or the draft decision having been submitted by shareholders, pursuant to article 27, par. 3 of codified law 2190/1920.

With an application by shareholders, representing one twentieth (1/20) of the paid up share capital, the Board of Directors makes available to shareholders, in line with article 27 par.3 of codified law 2190/1920, at least six (6) days prior to the General Meeting date, namely the latest by Thursday, May 5<sup>th</sup>, 2011, draft decisions of items having been included in the initial or possibly revised agenda, if the relevant application had reached the Board at least seven (7) days prior to the General Meeting date, namely by Wednesday, May 4<sup>th</sup>, 2011.

After an application by any shareholder, submitted to the Company at least five (5) full days before the General Meeting, so that by Friday, May 6<sup>th</sup>, 2011, the Board of Directors is bound to offer the General Meeting the specific information requested with respect to the Company affairs, to the extent that these are useful for the actual assessment of agenda items. The Board may give a comprehensive reply to shareholders applications with the same content. Information disclosure liability does not exist, in case the relevant information is already available on the Company's webpage, particularly in the form of questions and answers. The Board of Directors may decline provision of information for an adequate and substantial reason, mentioned in the minutes.

With shareholders request, representing one fifth (1/5) of the paid up share capital, submitted to the Company within at least five (5) full days before the General Meeting, namely by Friday, May 6<sup>th</sup>, 2011, the Board is bound to offer the General Meeting information on the progress of corporate affairs and the Company's assets. The Board of Directors may decline provision of information for an adequate and substantial reason, mentioned in the minutes.

In all above cases, shareholders must proof their capacity during the exercise of such right. Such evidence may be considered the submission of a certification by Hellenic Exchanges SA or the certification of shareholder identity with direct electronic connection between Hellenic Exchanges SA and our Company.

#### **D. AVAILABLE DOCUMENTS AND INFORMATION**

The information and documents foreseen in article 27 par. 3 of codified law 2190/1920, as applying, will be available, on the Company's webpage [www.opap.gr](http://www.opap.gr), as well as in hard copies at the Company's headquarters, at 62, Kifissou Avenue, Peristeri, Athens, Greece.

**PERISTERI, 31.03.2011**  
**THE BOARD OF DIRECTORS**