



3rd Quarter 2021

Interim Management Statement



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A. Financial progress and performance of reporting period

Financial Performance

Basic Group financials are presented below:

(Amounts in thousands of euro)	01.01-30.09.2021	01.01-30.09.2020	Δ %
Revenue (GGR)	1,040,325	898,891	15.7%
GGR contribution and other levies and duties	(342,936)	(304,051)	12.8%
Net gaming revenue (NGR)	697,388	594,840	17.2%
Profit before interest, tax, depreciation and amortization (EBITDA)	379,889	207,585	83.0%
Profit before tax	240,363	93,255	157.7%
Profit for the period	179,561	70,365	155.2%
Net increase/(decrease) in cash and cash equivalents			
Net cash inflow from operating activities	273,085	158,828	71.9%
Net cash outflow from investing activities	(31,803)	(78,885)	(59.7%)
Net cash outflow from financing activities	(85,295)	(170,359)	(49.9%)

Group's results for the nine-month period of 2021 were impacted by the full consolidation of STOIXIMAN LTD following the acquisition of control from 01.12.2020. Given the substantial contribution of STOIXIMAN LTD, consolidated figures are not comparable with those of the comparative period. The following table includes comparison of the Group's results excluding contribution from STOIXIMAN LTD. In the comparative period, STOIXIMAN LTD was accounted for as an associate company. Financials excluding STOIXIMAN LTD were calculated by deducting, per line item, the contribution of STOIXIMAN LTD from the consolidated results of the Group. This also includes deduction of the respective share of profit of associate for the comparative period.

(Amounts in thousands of euro)	01.01-30.09.2021 excluding STOIXIMAN LTD	01.01- 30.09.2020	Δ %
Revenue (GGR)	763,566	898,891	(15.1%)
GGR contribution and other levies and duties	(242,277)	(304,051)	(20.3%)
Net gaming revenue (NGR)	521,289	594,840	(12.4%)
Profit before interest, tax, depreciation and amortization (EBITDA)	329,748	199,354	65.4%
Profit before tax	199,048	85,024	134.1%
Profit for the period	151,860	62,134	144.4%
Net increase/(decrease) in cash and cash equivalents			
Net cash inflow from operating activities	268,291	164,017	63.6%
Net cash inflow/(outflow) from investing activities	(26,829)	13,218	(303.0%)
Net cash outflow from financing activities	(81,223)	(170,359)	(52.3%)

Basic Company financials are presented below:

(Amounts in thousands of euro)	01.01- 30.09.2021	01.01- 30.09.2020	Δ %
Revenue (GGR)	641,146	776,920	(17.5%)
GGR contribution and other levies and duties	(194,183)	(263,304)	(26.3%)
Net gaming revenue (NGR)	446,963	513,615	(13.0%)
Profit before interest, tax, depreciation and amortization (EBITDA)	333,634	186,706	78.7%
Profit before tax	229,008	108,670	110.7%
Profit for the period	181,637	80,371	126.0%
Net increase/(decrease) in cash and cash equivalents			
Net cash inflow from operating activities	264,075	139,097	89.9%
Net cash outflow from investing activities	(16,584)	(79,827)	(79.2%)
Net cash outflow from financing activities	(80,993)	(169,553)	(52.2%)

B. Main developments during the nine-month period of 2021 and their effect on the interim management statement

Online betting – OPAP SPORTS LTD

On 01.01.2021, OPAP SPORTS LTD was granted a Class “B” license from the National Betting Authority of Cyprus and now can provide electronic (online) betting services. The provision of such services is temporarily suspended.

Request for Arbitration of HELLENIC LOTTERIES S.A.

HELLENIC LOTTERIES S.A. has formally contested that it owes anything more than € 12,279 th. to the Hellenic Republic for the fiscal year 2020 under the Concession Agreement. That amount represents 30% of the annual GGR of HELLENIC LOTTERIES S.A. and it has already been remitted by HELLENIC LOTTERIES S.A. to the Hellenic Republic, pursuant to the Concession Agreement. HELLENIC LOTTERIES S.A. has formally taken the position vis-à-vis the Hellenic Republic, supported by advice by external counsel, that no additional amount is due to reach the € 50,000 th. Minimum Annual Fee provided for in Clause 11.2 of the Concession Agreement, given the impact of pandemic-related restrictions imposed by the State on the operation of HELLENIC LOTTERIES S.A.. This position is based on the Force Majeure clause of the Concession Agreement and applicable provisions of Greek law regarding impossibility of performance and unforeseeable changes in circumstances. For these reasons HELLENIC LOTTERIES S.A. has filed a Request for Arbitration against the Hellenic Republic and the Hellenic Asset Development Fund under the LCIA Arbitration Rules, pursuant to Clause 32 of the Concession Agreement. HELLENIC LOTTERIES S.A.’s principal claim seeks declarations that the Minimum Annual Fee is not due; and also an extension of the term of the Concession Agreement and/or a refund of part of the upfront € 190,000 th. Financial Consideration (both to be quantified at a later stage). The matter is therefore pending before the competent tribunal, which has exclusive jurisdiction to pronounce in a final and binding manner. On prudential grounds, however, HELLENIC LOTTERIES S.A. has formed a provision, notably in the light of collateral undertakings per Clause 26.3 of the Concession Agreement.

Dividends

Dividend distribution for the year 2020

The 21st Annual Ordinary Shareholders General Meeting, held on 17.06.2021, approved a gross dividend of € 0.55 per share for the fiscal year 2020. The total approved gross dividend amounted to € 186,778 th.. The distribution was proceeded through the implementation of the general terms of the five-year dividend reinvestment program as approved by the Ordinary General Meeting of the Shareholders of the Company, dated 22.05.2019.

Interim dividend for the fiscal year 2021

The Company's Board of Directors decided during its meeting on 07.09.2021 to distribute a gross amount of € 34,933 th. or € 0.10 per share as interim dividend for the fiscal year 2021. The distribution will be proceeded through the implementation of the general terms of the five-year dividend reinvestment program as approved by the Ordinary General Meeting of the Shareholders of the Company, dated 22.05.2019.

Financing

Issuance of bond loan of TORA DIRECT SINGLE MEMBER S.A.

TORA DIRECT SINGLE MEMBER S.A., according to the meeting of its Board of Directors dated 26.03.2021, resolved on the issuance of a common bond loan of € 11,000 th., divided to 11,000 bonds of € 1,000 each. OPAP S.A. subscribed for the whole amount of € 11,000 th.. The bond loan was repaid by € 7,000 th. during fiscal year 2021 and the outstanding amount as at 30.09.2021 was € 4,000 th..

Repayment and issuance of bond loan of OPAP S.A.

The Company, on 29.09.2021, repaid a bond loan of €100,000 th. through refinancing by issuing a new bond loan of €200,000 th. with maturity date on 29.09.2024 which may be extended for 2 years. Up to 30.09.2021, €100,000 th. of the total bond loan has not been disbursed.

Provision and amendment of loan from OPAP CYPRUS LTD to OPAP S.A.

OPAP CYPRUS LTD, according to the meeting of its Board of Directors dated 30.09.2021, resolved on the provision of a loan of € 10,000 th. to OPAP S.A., which up to 30.09.2021 has not been disbursed. The maturity of the loan was defined for one year.

On the same date, OPAP CYPRUS LTD Board of Directors' decided on the amendment of a loan of € 20,000 th. to OPAP S.A. by extending the maturity date for one year, i.e. up to 07.10.2022.

Online betting and Online Casino Games & Poker

Following the publication of Law 4635/2019 regarding the licensing and operating of certain online games of chance in Greece namely Online Betting (including virtual games) and Other Online Games (online casino-type games and Poker conducted live or with the use of a random number generator), on 26.02.2020, Hellenic Gaming Commission (the "HGC") invited all the transitional licensed gaming operators (including OPAP S.A. and STOIXIMAN LTD) to submit their applications for the granting of Type 1 License (Online Betting) and/or Type 2 License (Other Online Games) until 31.03.2020. The License Fee for the Type 1 License was set at € 3.000 th. and for the Type 2 License was set at € 2.000 th.. The duration of each license is for seven (7) years and can be renewed.

Before the lapse of the above-mentioned deadline, each company submitted two separate applications to HGC for the awarding of both licenses. Then, on 05.08.2020 the new Online Regulation was published (Ministerial Decision no. 79835 EX 2020/24.07.2020), which contains an extensive set of regulatory, supervisory and control provisions aimed at ensuring the highest possible level of compliance with the requirements of the Law and the rules of responsible gaming for all licensed online games of chance providers in Greece.

Type 1 License and Type 2 License were granted to OPAP S.A. on 25.05.2021 and to STOIXIMAN LTD on 28.05.2021. The Go-Live took place on 10.08.2021 and 05.08.2021, respectively.

Corporate Governance

In view of the provisions of L. 4706/2020 on corporate governance, coming into force as of 17.07.2021, the Company proceeded in all necessary actions in order to comply with the relevant requirements.

Process and schedule for the conclusion of the Concession Agreement of OPAP CYPRUS LTD

After the approval of the Codes of Practice of OPAP CYPRUS by the National Betting Authority and the Minister of Finance, the Coordinating Committee, by virtue of its letter dated on 20.07.2021, sent to OPAP CYPRUS LTD, according to the provision of art. 5(c) Law 52(I), a draft contract (Concession Agreement) to be concluded by the parties. The negotiations of the draft Concession Agreement between OPAP CYPRUS LTD and the Coordinating Committee commenced on 16.09.2021 and are still in progress.

Share capital increase of OPAP S.A.

By virtue of the decision of the 21th Annual Ordinary Shareholders General Meeting, held on 17.06.2021, the share capital of the Company would be increased for an amount up to € 7,800 th. upon issuance of up to 26,000,000 new ordinary, registered, voting shares, for the implementation of the dividend reinvestment program.

The share capital increase was partially subscribed resulting at a final share capital increase of € 2,919 th. through the issuance of 9,729,566 new ordinary, registered, voting shares of nominal value of € 0.30 each. As a result thereof, the share capital of the Company amounted to € 105,347 th., divided to 351,155,953 shares, of nominal value of € 0.30 each. As the issue price of the Company's new shares amounted to € 11.14, the total above par value of the new shares, amounting to € 105,468 th., was transferred to the account "Share premium".

Admission of new common shares to trading

On 03.08.2021, 9,729,566 new ordinary, registered, voting shares were admitted to trading on Athens Stock Exchange as a result of the reinvestment of the dividend for the financial year 2020 by 2,788 beneficiaries at issue price of € 11.14.

Coronavirus (COVID-19) impact

Since the coronavirus (COVID-19) outbreak, OPAP has been closely monitoring and adopting all necessary measures in order to protect customers, employees and partners and also, to assure its business activities continuity in Greece and Cyprus, safeguarding the ramp-up of the business along with the gradual ease of the limitations.

In Greece, the OPAP's retail network remained closed since the beginning of the year up until 12.04.2021 when the OPAP stores resumed operations and street vendors also restarted the distribution of HELLENIC LOTTERIES S.A. products (Scratch & Passive lotteries) as of the same date.

Moreover, on 24.05.2021 the VLTs operations restarted in OPAP stores and PLAY stores resumed operations, while the horseracing facility in Markopoulo Park reopened on 17.05.2021. Finally, OPAP stores in Cyprus remained closed with local lockdowns in total for 41 days. Despite the fact that both the revenues and the profitability of the OPAP Group were notably affected by the aforementioned retail network closure, however, the overall financial performance was boosted by the significant growth of the online along with the contribution of STOIXIMAN LTD, that is fully consolidated from 01.12.2020.

We note that as of 30.09.2020, OPAP S.A. included in its consolidation the 69.01% of STOIXIMAN LTD as an associate through equity method.

C. Alternative Performance Indicators (API)

The Group presents certain Alternative Performance Indicators besides from IFRSs arising from its financial statements, particularly the indicator "Net Debt/Earnings before interest, taxes, depreciation and amortization (EBITDA)". The indicators which are defined and calculated in detail below, are widely used in order to present the Group's profits in relation to its debt and how viable servicing its debt is. The Alternative Performance Indicators should not be considered as a substitute for other figures and have been calculated in accordance with the provisions of IFRS.

(Amounts in thousands of euro)	01.01-30.09.2021	01.01-30.09.2020	Δ %
Profit before interest, tax, depreciation and amortization (EBITDA) / Revenue (GGR)	36.5%	23.1%	58.1%
Profit attributable to owners of the Company / Revenue (GGR)	17.1%	8.1%	110.3%
Profit before interest, tax, depreciation and amortization (EBITDA) / Net gaming revenue (NGR)	54.5%	34.9%	56.1%
Profit attributable to owners of the Company / Net gaming revenue (NGR)	25.6%	12.3%	107.6%
Net debt	431,179	587,107	(26.6%)
Total debt / Total equity	130.2%	140.8%	(7.5%)
Net debt / Profit before interest, tax, depreciation and amortization (EBITDA) last twelve months	1.0	1.9	(46.5%)

Earnings before interest, taxes, depreciation, amortization and impairment (EBITDA) as a % of GGR

Calculated as the ratio of earnings before tax, depreciation, amortization and impairment (EBITDA) over GGR in the period.

Profit attributable to owners of the Company as a % of GGR

Calculated as the ratio of net profit for the year over GGR for the period.

Earnings before interest, taxes, depreciation and amortization (EBITDA) as a % of NGR

Calculated as the ratio of Earnings before tax, depreciation and amortization (EBITDA) over NGR in the period.

Profit attributable to owners of the Company as a % of NGR

Calculated as the ratio of net profit for the year over NGR for the period.

Net Debt

Calculated as the sum of short-term and long-term borrowings plus short-term and long-term lease liabilities at the end of the period minus the "Cash and cash equivalents", "Long-term investments" and "Short-term investment" balances at the end of the period.

Total Debt / Equity

Calculated as the ratio of the sum of short-term and long-term borrowings plus short-term and long-term lease liabilities at the end of the period over equity at the end of the period.

Net Debt /Earnings before interest, taxes, depreciation and amortization (EBITDA) last twelve months

Calculated as the ratio of Net Debt (see above) over Earnings before interest, tax, depreciation and amortization in the last twelve months.

D. Interim Management Statement

The attached Interim Management Statement as at 30 September 2021 was approved by the Board of Directors of OPAP S.A. on 22 November 2021 and are posted at the Company's website www.opap.gr as well as in the website of Athens Stock Exchange. The attached Financial Statements will remain at the disposal of investors at least five years from the date of their announcement.

It is noted that the published attached condensed financial information arises from the Interim Management Statement, which aims to provide the reader with a general information about the financial status and results of the Group and the Company but they do not present a comprehensive view of the financial position and results of financial performance and cash flows of the Company and the Group, in accordance with the International Financial Reporting Standards (IFRS).

All amounts presented in the interim management statement are in thousands of euro unless otherwise stated.

The comparative figures have been reclassified where was necessary in order to comply with changes in presentation of the current period.

1. Statement of Financial Position

As of 30 September 2021 and for the nine-month period then ended

(Amounts in thousands of euro)

		GROUP		COMPANY	
	Notes	30.09.2021	31.12.2020 Restated (*)	30.09.2021	31.12.2020
ASSETS					
Non - current assets					
Intangible assets		1,161,843	1,236,054	818,085	874,308
Property, plant and equipment		72,606	85,623	70,237	82,813
Right-of-use assets		36,881	41,864	22,404	26,155
Investment properties		1,545	1,606	1,545	1,606
Goodwill		342,688	342,811	-	-
Investments in subsidiaries		-	-	425,412	425,412
Investments in associates		8,932	8,079	-	-
Trade receivables		2,550	7,249	2,550	7,249
Other non - current assets		79,960	47,117	94,160	55,334
Deferred tax assets		<u>36,166</u>	<u>35,467</u>	-	-
Total non - current assets		1,743,171	1,805,870	1,434,392	1,472,878
Current assets					
Inventories		7,139	6,169	2,592	4,011
Trade receivables		93,620	68,480	52,548	26,846
Current income tax assets		3,418	2,359	-	-
Other current assets		65,859	40,618	44,024	38,370
Cash and cash equivalents		662,861	506,873	445,990	279,491
Short – term investments		<u>3,630</u>	<u>4,629</u>	-	-
Total current assets		<u>836,526</u>	<u>629,128</u>	<u>545,153</u>	<u>348,718</u>
Total Assets		2,579,697	2,434,998	1,979,546	1,821,596

		GROUP		COMPANY	
	Notes	30.09.2021	31.12.2020 Restated (*)	30.09.2021	31.12.2020
EQUITY & LIABILITIES					
Equity					
Share capital		105,347	102,428	105,347	102,428
Share premium		324,294	218,826	324,294	218,826
Reserves		34,038	33,329	32,765	32,075
Treasury shares		(14,497)	(14,497)	(14,497)	(14,497)
Retained earnings		<u>355,449</u>	<u>398,988</u>	<u>259,315</u>	<u>299,436</u>
Equity attributable to owners of the Company		804,631	739,073	707,223	638,267
Non-controlling interests		<u>38,322</u>	<u>41,065</u>	–	–
Total equity		842,952	780,139	707,223	638,267
Non-current liabilities					
Borrowings	2	1,010,050	1,007,830	959,729	957,440
Lease liabilities		45,328	50,112	18,329	22,011
Deferred tax liability		128,661	116,181	40,825	24,833
Employee benefit plans		5,671	4,685	5,073	4,194
Provisions		9,373	10,214	9,370	10,212
Other non-current liabilities		<u>5,591</u>	<u>99,776</u>	<u>1,864</u>	<u>2,748</u>
Total non-current liabilities		1,204,674	1,288,798	1,035,190	1,021,438
Current liabilities					
Borrowings	2	34,873	33,036	53,523	52,692
Lease liabilities		7,419	7,631	5,378	5,068
Trade payables		131,687	149,444	45,391	52,400
Current income tax liabilities		37,168	27,755	32,955	13,119
Other current liabilities		<u>320,923</u>	<u>148,194</u>	<u>99,885</u>	<u>38,611</u>
Total current liabilities		<u>532,071</u>	<u>366,061</u>	<u>237,133</u>	<u>161,890</u>
Total liabilities		1,736,745	1,654,859	1,272,323	1,183,328
Total Equity & Liabilities		2,579,697	2,434,998	1,979,546	1,821,596

* The comparative figures are the ones that resulted after the reform of the Financial Statements according to IFRS 3 regarding the finalization of the amount of goodwill arising from the acquisition of the subsidiary STOIXIMAN LTD (refer to note 1).

The attached notes on pages 21 to 26 form an integral part of the Interim Management Statement.

2. Income Statement

2.1. Consolidated Income Statement

For the nine-month period ended 30 September 2021

(Amounts in thousands of euro except earnings per share)

GROUP	Notes	2021		2020	
		01.01-30.09.2021	01.07-30.09.2021	01.01-30.09.2020	01.07-30.09.2020
Revenue (GGR)		1,040,325	470,243	898,891	390,964
GGR contribution and other levies and duties		<u>(342,936)</u>	<u>(146,530)</u>	<u>(304,051)</u>	<u>(131,360)</u>
Net gaming revenue (NGR)		697,388	323,713	594,840	259,604
Agents' commissions		(178,738)	(93,270)	(211,209)	(91,695)
Other NGR related commissions		(68,055)	(28,668)	(45,461)	(20,855)
Other operating income	3	94,387	28,121	95,640	28,680
Other operating income related to the extension of the concession of the exclusive right	4	158,673	57,869	-	-
Other operating cost		(55,917)	(19,202)	(57,131)	(20,061)
Share of profit of associates		<u>853</u>	<u>39</u>	<u>13,420</u>	<u>7,061</u>
		648,592	268,602	390,100	162,734
Operating expenses		<u>(268,703)</u>	<u>(93,554)</u>	<u>(182,515)</u>	<u>(57,697)</u>
Payroll expenses	5	(59,098)	(20,246)	(59,717)	(19,801)
Marketing expenses	6	(61,842)	(17,483)	(35,019)	(11,615)
Other operating expenses	7	(147,346)	(55,636)	(79,829)	(25,892)
Net impairment losses on financial assets		<u>(417)</u>	<u>(189)</u>	<u>(7,950)</u>	<u>(389)</u>
Profit before interest, tax, depreciation and amortization (EBITDA)		379,889	175,048	207,585	105,038
Depreciation, amortization and impairment		<u>(108,460)</u>	<u>(41,969)</u>	<u>(92,526)</u>	<u>(26,868)</u>
Results from operating activities		271,430	133,079	115,059	78,170
Finance income		1,986	1,023	9,985	464
Finance costs		<u>(33,053)</u>	<u>(10,585)</u>	<u>(31,789)</u>	<u>(10,194)</u>
Profit/(loss) before tax		240,363	123,517	93,255	68,440
Income tax expense		<u>(60,802)</u>	<u>(27,503)</u>	<u>(22,890)</u>	<u>(16,136)</u>
Profit for the period		179,561	96,015	70,365	52,304
Profit attributable to:					
Owners of the Company		178,238	96,105	73,242	52,799
Non-controlling interests		<u>1,323</u>	<u>(91)</u>	<u>(2,877)</u>	<u>(495)</u>
Profit after tax		179,561	96,015	70,365	52,304
Basic and diluted earnings per share in €		0.5217	0.2780	0.2211	0.1568

The attached notes on pages 21 to 26 form an integral part of the Interim Management Statement.

2.2. Income Statement of the Company

For the nine-month period ended 30 September 2021

(Amounts in thousands of euro except earnings per share)

COMPANY	Notes	2021		2020	
		01.01-30.09.2021	01.07-30.09.2021	01.01-30.09.2020	01.07-30.09.2020
Revenue (GGR)		641,146	337,750	776,920	337,192
GGR contribution and other levies and duties		<u>(194,183)</u>	<u>(101,665)</u>	<u>(263,304)</u>	<u>(113,970)</u>
Net gaming revenue (NGR)		446,963	236,085	513,615	223,221
Agents' commission		(145,989)	(80,059)	(177,688)	(77,227)
Other NGR related commission		(40,235)	(20,086)	(39,781)	(18,585)
Other operating income	3	40,224	11,396	38,455	11,290
Other operating income related to the extension of the concession of the exclusive right	4	158,673	57,869	-	-
Other operating cost		<u>(1,183)</u>	<u>(130)</u>	<u>(109)</u>	<u>(60)</u>
		458,453	205,074	334,493	138,639
Operating expenses		<u>(124,818)</u>	<u>(32,714)</u>	<u>(147,788)</u>	<u>(45,122)</u>
Payroll expenses	5	(45,646)	(15,625)	(49,092)	(16,271)
Marketing expenses	6	(31,737)	(8,134)	(26,967)	(8,378)
Other operating expenses	7	(56,650)	(21,147)	(68,311)	(20,480)
Net impairment losses on financial assets		<u>9,215</u>	<u>12,191</u>	<u>(3,419)</u>	<u>6</u>
Profit before interest, tax, depreciation and amortization (EBITDA)		333,634	172,360	186,706	93,517
Depreciation and amortization		<u>(82,855)</u>	<u>(27,541)</u>	<u>(63,897)</u>	<u>(21,116)</u>
Results from operating activities		250,779	144,819	122,808	72,402
Finance income		2,323	1,239	9,252	281
Finance costs		(28,094)	(9,028)	(28,890)	(9,242)
Dividend income		<u>4,000</u>	-	<u>5,500</u>	-
Profit before tax		229,008	137,030	108,670	63,441
Income tax expense		<u>(47,372)</u>	<u>(28,160)</u>	<u>(28,299)</u>	<u>(16,516)</u>
Profit for the period		181,637	108,870	80,371	46,925
Profit attributable to:					
Owners of the Company		<u>181,637</u>	<u>108,870</u>	<u>80,371</u>	<u>46,925</u>
Profit after tax		181,637	108,870	80,371	46,925
Basic and diluted earnings per share in €		0.5316	0.3149	0.2426	0.1393

The attached notes on pages 21 to 26 form an integral part of the Interim Management Statement.

3. Statement of Comprehensive Income

3.1. Consolidated Statement of Comprehensive Income

For the nine-month period ended 30 September 2021

(Amounts in thousands of euro)

GROUP	Notes	2021		2020	
		01.01-30.09.2021	01.07-30.09.2021	01.01-30.09.2020	01.07-30.09.2020
Profit for the period		179,561	96,015	70,365	52,304
Other comprehensive income - items that may be reclassified to profit or loss					
Gain/(loss) from valuation of hedging derivatives		884	260	(392)	14
Attributable income tax		(194)	(57)	94	(3)
Exchange differences on translation of foreign operations		=	=	(3)	=
Total items that may be reclassified to profit or loss		690	203	(300)	10
Other comprehensive income net of tax		690	203	(300)	10
Total comprehensive income net of tax		180,251	96,218	70,065	52,314
Total comprehensive income attributable to:					
Owners of the Company		178,928	96,308	72,943	52,809
Non-controlling interests		<u>1,323</u>	<u>(91)</u>	<u>(2,878)</u>	<u>(495)</u>
Total comprehensive income net of tax		180,251	96,218	70,065	52,314

The attached notes on pages 21 to 26 form an integral part of the Interim Management Statement.

3.2. Statement of Comprehensive Income of the Company

For the nine-month period ended 30 September 2021

(Amounts in thousands of euro)

COMPANY	Notes	2021		2020	
		01.01-30.09.2021	01.07-30.09.2021	01.01-30.09.2020	01.07-30.09.2020
Profit for the period		181,637	108,870	80,371	46,925
Other comprehensive income - items that are or may be reclassified subsequently to profit or loss					
Gain/(loss) from valuation of hedging derivatives		884	260	(392)	14
Attributable income tax		<u>(194)</u>	<u>(57)</u>	<u>94</u>	<u>(3)</u>
Total items that may be reclassified to profit or loss		690	203	(298)	10
Other comprehensive income net of tax		690	203	(298)	10
Total comprehensive income net of tax		182,326	109,073	80,074	46,935
Total comprehensive income attributable to:					
Owners of the Company		<u>182,326</u>	<u>109,073</u>	<u>80,074</u>	<u>46,935</u>
Total comprehensive income net of tax		182,326	109,073	80,074	46,935

The attached notes on pages 21 to 26 form an integral part of the Interim Management Statement.

4. Statement of Changes in Equity

4.1. Consolidated Statement of Changes in Equity

As of 30 September 2021 and for the nine-month period then ended

(Amounts in thousands of euro)

GROUP	Share capital	Share premium	Reserves	Treasury shares	Retained earnings Restated (*)	Total	Non-controlling interests Restated (*)	Total equity
Balance at 1 January 2020	96,487	24,294	31,522	(14,497)	615,983	753,788	18,104	771,892
Profit/(Loss) for the period 01.01-30.09.2020	-	-	-	-	73,242	73,242	(2,877)	70,365
Other comprehensive loss for the period 01.01-30.09.2020	-	-	(299)	-	-	(299)	(1)	(300)
Total comprehensive income for the period 01.01-30.09.2020	-	-	(299)	-	73,242	72,943	(2,878)	70,065
Transactions with owners of the Company								
Share capital increase	5,941	194,532	-	-	-	200,473	-	200,473
Share capital increase expenses	-	-	-	-	(65)	(65)	-	(65)
Dividends provided for or paid	-	-	-	-	(419,657)	(419,657)	-	(419,657)
Total transactions with owners of the Company	5,941	194,532	-	-	(419,723)	(219,249)	-	(219,249)
Balance at 30 September 2020	102,428	218,826	31,223	(14,497)	269,502	607,481	15,226	622,707
Balance at 1 January 2021 (Restated (*))	102,428	218,826	33,329	(14,497)	398,988	739,073	41,065	780,139
Profit for the period 01.01-30.09.2021	-	-	-	-	178,238	178,238	1,323	179,561
Other comprehensive income for the period 01.01-30.09.2021	-	-	690	-	-	690	-	690
Total comprehensive income for the period 01.01-30.09.2021	-	-	690	-	178,238	178,928	1,323	180,251
Transactions with owners of the Company								
Share capital increase	2,919	105,468	-	-	-	108,387	-	108,387
Share capital increase expenses	-	-	-	-	(47)	(47)	-	(47)
Statutory reserve	-	-	19	-	(19)	-	-	-
Dividends provided for or paid	-	-	-	-	(221,711)	(221,711)	(4,067)	(225,778)
Total transactions with owners of the Company	2,919	105,468	19	-	(221,777)	(113,371)	(4,067)	(117,437)
Balance at 30 September 2021	105,347	324,294	34,038	(14,497)	355,449	804,631	38,322	842,952

* The comparative figures are the ones that resulted after the reform of the Financial Statements according to IFRS 3 regarding the finalization of the amount of goodwill arising from the acquisition of the subsidiary STOIXIMAN LTD (refer to note 1).

The attached notes on pages 21 to 26 form an integral part of the Interim Management Statement.

4.2. Separate Statement of Changes in Equity

As of 30 September 2021 and for the nine-month period then ended

(Amounts in thousands of euro)

COMPANY	Share capital	Share premium	Reserves	Treasury shares	Retained earnings	Total equity
Balance at 1 January 2020	96,487	24,294	30,266	(14,497)	620,030	756,579
Profit for the period 01.01-30.09.2020	-	-	-	-	80,371	80,371
Other comprehensive loss for the period 01.01-30.09.2020	-	-	(298)	-	-	(298)
Total comprehensive income for the period 01.01-30.09.2020	-	-	(298)	-	80,371	80,074
Share capital increase	5,941	194,532	-	-	-	200,473
Share capital increase expenses	-	-	-	-	(65)	(65)
Dividends provided for or paid	-	-	-	-	(419,657)	(419,657)
Balance at 30 September 2020	102,428	218,826	29,968	(14,497)	280,679	617,403
Balance at 1 January 2021	102,428	218,826	32,075	(14,497)	299,436	638,267
Profit for the period 01.01-30.09.2021	-	-	-	-	181,637	181,637
Other comprehensive income for the period 01.01-30.09.2021	-	-	690	-	-	690
Total comprehensive income for the period 01.01-30.09.2021	-	-	690	-	181,637	182,326
Share capital increase	2,919	105,468	-	-	-	108,387
Share capital increase expenses	-	-	-	-	(47)	(47)
Dividends provided for or paid	-	-	-	-	(221,711)	(221,711)
Balance at 30 September 2021	105,347	324,294	32,765	(14,497)	259,315	707,223

The attached notes on pages 21 to 26 form an integral part of the Interim Management Statement.

5. Cash Flow Statement

For the nine-month period ended 30 September 2021

(Amounts in thousands of euro)

	GROUP		COMPANY	
	01.01- 30.09.2021	01.01- 30.09.2020	01.01- 30.09.2021	01.01- 30.09.2020
OPERATING ACTIVITIES				
Profit before tax	240,363	93,255	229,008	108,670
Adjustments for:				
Depreciation & amortization	108,129	81,066	82,855	63,437
Net finance costs	31,067	21,804	25,771	19,638
Employee benefit plans	1,243	453	1,137	351
Provisions for doubtful trade receivables	(1,764)	1,509	(1,486)	700
Write-off of trade receivables	2,271	234	2,271	234
Other provisions	(763)	452	(763)	452
Provision for obsolete inventories	195	-	195	-
Impairment losses on PPE, intangible assets, Right-of-use assets & goodwill	330	11,460	-	460
Dividend income	-	-	(4,000)	(5,500)
Impairment of investment in subsidiaries	-	-	-	3,800
Impairment of other current & non-current assets	-	6,185	(10,000)	2,485
Share of profit from associates	(853)	(13,420)	-	-
Profit from investing activities	(4)	(1)	(6)	(2)
Rent concessions	(3,699)	(1,159)	(2,770)	(563)
Total	376,514	201,837	322,211	194,161
Changes in Working capital				
(Increase) / decrease in inventories	(1,165)	(3,286)	1,225	(2,326)
(Increase) / decrease in receivables	(80,964)	40,910	(46,037)	5,842
Increase / (decrease) in payables (except banks)	<u>42,258</u>	<u>(47,518)</u>	<u>18,947</u>	<u>(31,006)</u>
Total	336,644	191,944	296,347	166,672
Interest paid	(22,699)	(26,798)	(20,534)	(24,387)
Income taxes paid	<u>(40,860)</u>	<u>(6,318)</u>	<u>(11,738)</u>	<u>(3,189)</u>
Net cash inflow from operating activities	273,085	158,828	264,075	139,097

	GROUP		COMPANY	
	01.01- 30.09.2021	01.01- 30.09.2020	01.01- 30.09.2021	01.01- 30.09.2020
INVESTING ACTIVITIES				
Proceeds from sale of tangible & intangible assets	6	5	6	5
Payment for acquisition of subsidiary	(19,007)	(92,103)	-	-
Repayment of loans by third parties	2,509	17,461	1,939	861
Repayment of loans by subsidiaries	-	-	7,000	8,000
Share capital increase of subsidiaries	-	-	-	(70,000)
Loans granted to third parties	(1,287)	(776)	(1,287)	(776)
Loans granted to Group companies	-	-	(16,000)	(15,500)
Purchase of intangible assets	(14,159)	(4,833)	(8,707)	(3,635)
Purchase of property, plant and equipment	(1,261)	(7,641)	(1,005)	(7,205)
Dividends received	-	6,799	1,000	7,500
Interest received	397	2,203	470	922
Net change in short-term & long-term investments	<u>1,000</u>	<u>(1)</u>	-	-
Net cash outflow from investing activities	(31,803)	(78,885)	(16,584)	(79,827)
FINANCING ACTIVITIES				
Proceeds from borrowings	101,708	303,940	100,000	300,000
Repayment of borrowings	(100,251)	(253,100)	(100,002)	(250,004)
Transaction costs related to borrowings	(600)	(800)	(600)	(800)
Share capital increase expenses	(47)	(65)	(47)	(65)
Payment of lease liabilities	(3,468)	(5,960)	(1,772)	(4,159)
Dividends paid to Company's shareholders	(78,572)	(214,524)	(78,572)	(214,524)
Dividends paid to non-controlling interests	(4,067)	-	-	-
Receipt of repayable state cash advance	-	<u>151</u>	-	-
Net cash outflow from financing activities	(85,295)	(170,359)	(80,993)	(169,553)
Net increase/(decrease) in cash and cash equivalents	155,987	(90,417)	166,499	(110,283)
Cash and cash equivalents at the beginning of the period	506,873	633,815	279,491	450,297
Effects of exchange rate changes on cash and cash equivalents	<u>1</u>	<u>(3)</u>	-	-
Cash and cash equivalents at the end of the period	662,860	543,396	445,990	340,014

The attached notes on pages 21 to 26 form an integral part of the Interim Management Statement.

Notes on the interim management statement

1. Finalization of STOIXIMAN LTD acquisition

On 18.12.2018, OPAP INVESTMENT LTD completed the acquisition of a 36.75% stake in the mother company of STOIXIMAN LTD, KAIZEN GAMING LIMITED. On 13.07.2020, OPAP INVESTMENT LTD acquired from KAIZEN GAMING LIMITED a 51% direct stake in STOIXIMAN LTD, operated by KAIZEN INTERNATIONAL GAMING LIMITED. On 18.11.2020, OPAP INVESTMENT LTD acquired an additional 15.49% indirect stake in STOIXIMAN LTD. Following the above acquisition of the additional 15.49%, OPAP INVESTMENT LTD effectively holds a 84.49% combined stake (direct & indirect) in STOIXIMAN LTD. The acquisition date for full consolidation purposes of the subsidiary STOIXIMAN LTD was 01.12.2020.

As a result of the Purchase Price Allocation finalization, previously unrecognized intangible assets that met the identification and recognition criteria were recognized, i.e. brand name and customer relationships.

Brand name	175,390
Customer relationships	<u>81,405</u>
	256,795

Based on the aforementioned adjustment, the goodwill resulting from the acquisition of STOIXIMAN LTD was decreased by € 141,035 from the initial provisional recognition and is calculated as follows:

Purchase consideration for the 66.49% of the shares	283,028
Share of profit of associate for the 51% of the shares for the period 01.07.2020-30.11.2020	7,300
Fair value of previously held equity interest (36.75%)	192,803
Non-controlling interests (15.51%)	29,036
Net identifiable assets acquired	<u>(187,254)</u>
Goodwill	324,913

In accordance with IFRS 3 “Business Combinations”, during the measurement period, the acquirer shall retrospectively adjust the provisional amounts recognized at the acquisition date, in order to reflect new information obtained about facts and circumstances that existed at the acquisition date and, if known, would have affected the measurement of the amounts recognized as of that date. Therefore, the adjustments of the above funds have retrospectively affected the consolidated Financial Statements of 30.09.2021 as follows:

GROUP			
	Restated	Published	Difference
ASSETS			
Intangible assets	1,236,054	980,228	255,826
Goodwill	342,811	483,846	(141,035)
Total Assets	2,434,998	2,320,206	114,791
EQUITY & LIABILITIES			
Retained earnings	398,988	399,520	(532)
Non-controlling interests	41,065	15,281	25,785
Total equity	780,139	754,886	25,252
Deferred tax liability	116,181	26,642	89,539
Total liabilities	1,654,859	1,565,320	89,539
Total Equity & Liabilities	2,434,998	2,320,206	114,791

2. Borrowings

The Group's borrowing movement is as follows:

GROUP	Year of maturity	31.12.2020						30.09.2021	
		Book value	New Loans	Repayments	Payments of interest of previous year	Provision of Interest	Amortization of expenses	Outstanding nominal value	Book value
Loan, amount € 916	2025	485	-	(69)	(4)	4	-	412	416
Bond Loan, amount €250,000	2023	247,163	-	-	(289)	271	1,036	250,000	248,181
Bond Loan, amount €200,000	2027	197,053	-	-	(758)	1,820	370	200,000	198,485
Bond Loan, amount €300,000	2024	298,324	-	-	(199)	177	408	300,000	298,710
Bond Loan, amount €50,000	2023	50,125	-	-	(125)	121	-	50,000	50,121
Bond Loan, amount €100,000	2023	96,621	-	-	(242)	249	893	100,000	97,520
Bond Loan, amount €50,000	2022	50,219	-	-	(314)	309	41	50,000	50,256
Bond Loan, amount €100,000	2024	100,587	-	(100,000)	(725)	-	138	-	()
Bond Loan, amount €200,000	2024	-	100,000	-	-	11	(598)	100,000	99,413
Overdraft, amount € 1,500		287	-	(180)	(7)	-	-	100	100
Overdraft, amount € 3,000		-	1,708	-	-	12	-	1,721	1,721
Overdraft, amount € 15,000		2	-	(2)	-	-	-	-	-
Total		1,040,866	101,708	(100,251)	(2,663)	2,973	2,289	1,052,233	1,044,923

The Company, on 29.09.2021, repaid a bond loan of €100,000 through refinancing by issuing a new bond loan of €200,000 with maturity date on 29.09.2024 which may be extended for two years. Up to 30.09.2021, half of the bond loan's capital, i.e.€ 100,000 has not been drawn down yet.

The average interest rate of the Group as at 30.09.2021 amounts to 2.57% (30.09.2020: 2.75%).

3. Other operating income

The analysis of other operating income is as follows:

	GROUP		COMPANY	
Period that ended on September 30,	2021	2020	2021	2020
Revenues from prepaid cards, mobile top-ups and bill payments	61,814	63,018	-	-
Revenue from IT services	5,556	5,989	-	-
Management fees	-	-	18,423	17,706
Income from subsidies	14,385	14,410	13,310	12,046
Other income	<u>12,632</u>	<u>12,224</u>	<u>8,490</u>	<u>8,703</u>
Total	94,387	95,640	40,224	38,455

“Revenues from prepaid cards, mobile top-ups and bill payments” relate to TORA DIRECT SINGLE MEMBER S.A. and TORA WALLET SINGLE MEMBER S.A. revenue, while “Revenue from IT services” relate to NEUROSOFT S.A. revenue for the provision of IT services and the sale of software and other technological products.

At Group level, “income from subsidies” of the current period mainly includes a 25% discount on certain tax liabilities of € 9,590 (2020: € 12,251) and a lease discount of € 4,636 (2020: € 1,162), which both relate to the measures introduced by the Greek authorities against coronavirus (COVID-19) impact. At Company level, the aforementioned income amounts to € 9,590 (2020: € 11,483) and € 3,709 (2020: € 563), respectively.

The current period’s “other income” of the Group, among others, includes an amount of € 3,582 (2020: € 2,593) which represents tax return from Maltesian tax authorities relating to OPAP INVESTMENT LTD dividends received, an amount of € 1,844 (2020: € 517) relating to income from sales of PLAY Gaming Halls and Opap Stores construction, an amount of € 1,519 (2020: € 3,065) relating to income from operating leases and an amount of € 1,026 (2020: € 496) which represents prior year income and income from unused provisions.

4. Other operating income related to the extension of the concession of the exclusive right

As per the Supplementary agreement between the Company and the Hellenic Republic Asset Development Fund (HRADF) dated 12.12.2011 and its amendment of 29.04.2013 relating to the Company’s 10-year extension of the exclusive right i.e. until 12.10.2030, the 80% of the absolute consideration which amounted to € 375,000 represents a GGR contribution prepayment of the Company for the extended period. The 80% of the Absolute consideration equals to € 300,000 the future value of which was defined at € 1,831,200. For the period from 01.01.2021 to 30.09.2021 the portion of the prepaid contribution of € 1,831,200, adjusted for any corporate tax impact, amounts to € 158,673 and has been

incorporated as an expense under “GGR contribution and other levies and duties” and simultaneously, as an income under “Other operating income related to the extension of the concession of the exclusive right”.

5. Payroll expenses

The analysis of payroll expenses is as follows:

	GROUP		COMPANY	
Period that ended on September 30,	2021	2020	2021	2020
Wages and salaries	46,662	47,204	35,498	38,820
Social security costs	8,311	9,618	6,792	7,840
Other staff costs	1,146	1,082	786	857
Employee benefit plans	1,243	1,260	1,137	1,158
Termination compensations	<u>1,735</u>	<u>553</u>	<u>1,433</u>	<u>417</u>
Total	59,098	59,717	45,646	49,092

As at 30.09.2021 and 30.09.2020, the number of employees of the Company is 1,116 and 1,166 respectively, while the Group’s at the same dates is 1,562 and 1,554 respectively.

6. Marketing expenses

The analysis of marketing expenses is as follows:

	GROUP		COMPANY	
Period that ended on September 30,	2021	2020	2021	2020
CSR and sponsorships	18,846	11,773	8,551	8,755
Advertising	<u>42,996</u>	<u>23,246</u>	<u>23,187</u>	<u>18,212</u>
Total	61,842	35,019	31,737	26,967

The Company’s CSR expense for the current period amounts to € 2,665 (2020: € 2,425) and the sponsorships expense to € 5,886 (2020: € 6,329). At Group level, the relevant expenses are € 3,253 and € 15,593, respectively (2020: € 2,443 and € 9,330). The variation observed between the comparative periods is mainly attributed to the full consolidation of STOIXIMAN LTD in 2021, of which the CSR and sponsorship expense of the current period amounts to € 7,176 and the advertising expense to € 15,222.

7. Other operating expenses

The analysis of other operating expenses is as follows:

	GROUP		COMPANY	
Period that ended on September 30,	2021	2020	2021	2020
IT related costs	27,760	16,871	20,870	19,899
Utilities & Telecommunication costs	8,049	9,154	7,791	8,934
Rentals	448	1,265	273	549
Other	108,734	49,728	25,555	36,351
Inventory consumption	<u>2,355</u>	<u>2,810</u>	<u>2,161</u>	<u>2,578</u>
Total	147,346	79,829	56,650	68,311

The Group's "IT related costs" of the current period are presented significantly increased compared to the previous period mainly due to the full consolidation of STOIXIMAN LTD in 2021, of which the relevant expense amounts to € 9,956.

The Group's "other" category includes a various range of operating expenses such as professional fees of € 53,234 (2020: € 21,407), of which the amount of € 31,778 relates to STOIXIMAN LTD, electronic payments processors commissions of € 21,126 (2020: € 840) out of which the amount of € 19,967 relates to STOIXIMAN LTD, other taxes of € 16,271 (2020: € 1,666) of which the amount of € 14,784 relates to STOIXIMAN LTD, repair and maintenance cost of € 1,275 (2020: € 1,414), subscriptions of € 1,934 (2020: € 1,707), financial support to agents of € 1,967 (2020: € 5,163) related to the measures undertaken due to the coronavirus (COVID-19) impact, insurance cost of € 1,293 (2020: € 1,112), consumables of € 1,176 (2020: € 1,988) and travelling expenses of € 1,061 (2020: € 1,330).

At Company level, the significant decrease observed is mainly attributed to the impairments recorded in the comparative period to the investments in its subsidiaries HORSE RACES SINGLE MEMBER S.A. and OPAP INTERNATIONAL LTD of € 1,800 and € 2,000 respectively, the reduced professional fees by € 1,036, and the litigation provision reversal (income) of € 763 (2020: expense of € 452).

8. Subsequent events

Share capital increase of HORSE RACES SINGLE MEMBER S.A.

On 06.10.2021 the extraordinary General Meeting of HORSE RACES SINGLE MEMBER S.A. approved a share capital increase by € 40,000 through the issuance of 4,000,000 new ordinary shares of € 10.00 (in absolute amount) nominal price each. The share capital increase was paid up on 12.10.2021.

Nominal share capital decrease of HORSE RACES SINGLE MEMBER S.A.

The extraordinary General Meeting of HORSE RACES SINGLE MEMBER S.A. held on 06.10.2021 approved a nominal share capital decrease by € 71,972 through decreasing the nominal value of the ordinary shares by € 9.95 (in absolute amount) via capitalizing accumulated losses of total amount of € 71,972. The new nominal price of the ordinary shares amounts to € 0.05 (in absolute amount) each.

Signing and disbursement of loan between OPAP S.A. and OPAP CYPRUS LTD

On 07.10.2021, OPAP S.A. collected by OPAP CYPRUS LTD € 10,000 as a result of the loan agreement of € 10,000 with maturity date on 07.10.2022 that both parties signed on 05.10.2021.

Early repayment of HORSE RACES SINGLE MEMBER S.A. bond loans

On 13.10.2021, HORSE RACES SINGLE MEMBER S.A. repaid earlier and without extra cost five bond loans subscribed by OPAP S.A. and OPAP INVESTMENT LTD of total amount of € 35,000 clearing all its long and short-term borrowings.

Share capital increase of OPAP S.A.

The share capital increase that was decided on 07.09.2021 by the Board of Directors of the Company was partially subscribed resulting at a final share capital increase of € 510 through the issuance of 1,700,334 new, common, registered, voting shares of nominal value of € 0.30 (in absolute amount) each. As a result thereof, the share capital of the Company amounted to € 105,857, divided to 352,856,287 shares, of nominal value of € 0.30 (in absolute amount) each. As the issue price of the Company's new shares amounted to € 13.20 (in absolute amount), the total above par value of the new shares, amounting to € 21,934, was transferred to the account "Share premium".

Admission of new common shares to trading

On 10.11.2021 were admitted to trading on Athens Stock Exchange 1,700,334 new, common, registered, voting shares as a result of the reinvestment of the interim dividend of the financial year 2021 by 2,110 beneficiaries at issue price of € 13.20 (in absolute amount).