



## 22<sup>nd</sup> Ordinary General Meeting

### RESOLUTIONS OF THE 22<sup>nd</sup> ORDINARY GENERAL MEETING OF

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

OF 9<sup>th</sup> OF JUNE, 2022

The Ordinary General Meeting of Shareholders of OPAP S.A. took place on Thursday, 9<sup>th</sup> of June, 2022 at 13:00, at its headquarters in Athens, at 112 Athinon Ave. Shareholders of the Company representing 274,436,902 shares, out of a total of 351,026,663<sup>1</sup> shares, i.e. 78.18% 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 1<sup>st</sup>:** Approved the Company's Standalone and Consolidated Financial Statements for the financial year 2021 (01/01/2021 - 31/12/2021) and of the relevant Board of Directors' and Auditors' Report (**approval of 99.81%**);

**Item 2<sup>nd</sup>:** Approved the overall management of the Company and discharged the Statutory Auditors of the Company for the financial year 2021 (01/01/2021 - 31/12/2021) (**approval of 99.68%**);

**Item 3<sup>rd</sup>:** Elected the Auditing Company “PricewaterhouseCoopers S.A.” (SOEL Reg. no. 113) for the statutory audit of the Company's Standalone and Consolidated Financial Statements for the financial year 2022 (01/01/2022 - 31/12/2022) and the issuance of the annual tax report (**approval of 100.00%**);

**Item 4<sup>th</sup>:** Approved the distribution of Net Profits for the financial year 2021 (01/01/2021 - 31/12/2021) as follows: (**approval of 99.95%**);

TOTAL EARNINGS TO BE DISTRIBUTED	€ 210,445,964.40
DISTRIBUTED INTERIM DIVIDEND PER SHARE	€ 0.10
TOTAL DISTRIBUTED INTERIM DIVIDEND	€ 34,932,632.90
REMAINING EARNINGS TO BE DISTRIBUTED	€ 175,513,331.50
REMAINING DIVIDEND PER SHARE	€ 0.50

<sup>1</sup> 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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Ex-dividend date: Monday 18.07.2022

Record date: Tuesday 19.07.2022

Remaining Dividend Payment Date: Monday 08.08.2022

The Remaining Dividend Payment Date, i.e. 08.08.2022, is expected to be the day of admission to trading of the new shares for those shareholders that will elect to reinvest the respective dividend, in accordance with the resolution of the Board of Directors of the Company dated 09.06.2022 (as per the relevant detailed announcement of the Company).

**Item 5<sup>th</sup>:** Approved the distribution of part of the Company's Net Profits of the financial year 2021 (01/01/2021 – 31/12/2021) of a total amount of up to Euros two million nine hundred nine thousand (€2,909,000) to Executive Members of the Board Directors and other senior management personnel of the Company amounting up to fifty-two (52) employees. **(approval of 99.86%);**

**Item 6<sup>th</sup>:** Provided advisory voting, as per article 112 of Law 4548/2018, on the Remuneration Report of the Board of Directors for the financial year 2021 (01/01/2021 – 31/12/2021) 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 2021 by virtue of the Remuneration Policy in force **(advisory vote - approval 97.98%);**

*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 7<sup>th</sup>:** Approved a share capital increase by the amount of Euros three hundred seventeen million five hundred seventy thousand six hundred fifty-eight and thirty cents (€317,570,658.30) through capitalization of equal amount from the share premium account with a corresponding increase in the nominal value of each share by €0.90 **(approval 100.00%);**

**Item 8<sup>th</sup>:** Approved a share capital decrease by the amount of Euros three hundred seventeen million five hundred seventy thousand six hundred fifty-eight and thirty cents (€317,570,658.30) via decrease of the nominal value of each share by €0.90, with equal capital return in cash to the shareholders (Capital Return €0.90 per share minus tax deduction, if any) **(approval 100.00%);**

Ex-rights date: Friday 29.07.2022

Record-date: Monday 01.08.2022

Capital Return Payment Date: Thursday 04.08.2022



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**Item 9<sup>th</sup>:** Approved the amendment of article 5 of the articles of association of the Company following the above increase and subsequent equal decrease of the Company's share capital (**approval 100.00%**);

**Item 10<sup>th</sup>:** Elected the Company's new Board of Directors, comprising eleven (11) members and appointed four (4) out of them as Independent Members of the Board of Directors as follows:

- 10.1 Kamil Ziegler, father's name Karel (**approval 85.81%**)
- 10.2 Jan Karas, father's name Otakar (**approval 98.78%**)
- 10.3 Pavel Mucha, father's name Petr (**approval 86.79%**)
- 10.4 Pavel Saroch, father's name Miroslav (**approval 81.20%**)
- 10.5 Robert Chvátal, father's name Ladislav (**approval 85.83%**)
- 10.6 Katarina Kohlmayer, father's name Viliam (**approval 81.19%**)
- 10.7 Nicole Conrad-Forker, father's name Willi Johannes Fred, Independent Board Member (**approval 91.39%**)
- 10.8 Igor Rusek, father's name Milos (**approval 81.33%**)
- 10.9 Cherrie Chiomento, father's name Rogelio, Independent Board Member (**approval 99.66%**)
- 10.10 Theodore Panagos, father's name Constantinos, Independent Board Member (**approval 99.66%**)
- 10.11 Georgios Mantakas, father's name Markos, Independent Board Member (**approval 99.66%**)

The aforementioned Members of the Board of Directors are elected to serve for a four (4)-year term, i.e. from 09.06.2022 until 09.06.2026 or as such term may be extended ipso jure in accordance with article 11 par. 4 of the Company's Articles of Association

**Item 11<sup>th</sup>:** 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 shall be equal to the tenure of the Board of Directors, i.e. until 09.06.2026 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%**);



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

OPAP S.A.

ATHENS, 09.06.2022