



## **INVITATION**

TO THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER

THE BUSINESS NAME

**“ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.” (the “Company”)**

G.E.MI. REGISTRATION NUMBER 003823201000

TO THE **TWENTY-THIRD (23<sup>rd</sup>) ORDINARY GENERAL MEETING**

**ON APRIL 27, 2023**

FOR THE FINANCIAL YEAR 2022 (01/01/2022 – 31/12/2022)

The Company’s Board of Directors, in accordance with the Law, the Company’s Articles of Association and its resolution dated 05/04/2023, invites the Shareholders of the Company to participate to the twenty-third (23<sup>rd</sup>) Ordinary General Meeting, which will be held on **Thursday, April 27, 2023, at 13:00** at the Company's premises located at 112, Athinon Ave., Athens, in order to discuss and resolve on the following items of the Agenda:

**Item 1<sup>st</sup>:** Submission and approval of the Company’s Standalone and Consolidated Financial Statements for the financial year 2022 (01/01/2022 - 31/12/2022) and of the relevant Board of Directors’ and Auditors’ Report.

**Item 2<sup>nd</sup>:** Submission of the joint Independent Non-Executive Board Members’ report for the year 2022 (non-voting item).

**Item 3<sup>rd</sup>:** Submission of the annual Activity Report of the Audit Committee for the year 2022 (non-voting item).

**Item 4<sup>th</sup>:** Approval of the overall management of the Company and discharge of the Statutory Auditors of the Company for the financial year 2022 (01/01/2022 - 31/12/2022).

**Item 5<sup>th</sup>:** Election of Auditing Company for the statutory audit of the Company’s Standalone and Consolidated Financial Statements for the financial year 2023 (01/01/2023 - 31/12/2023) and the issuance of the annual tax report.

**Item 6<sup>th</sup>:** Approval of the distribution of Net Profits for the financial year 2022 (01/01/2022 - 31/12/2022).



**Item 7<sup>th</sup>:** Approval of the distribution of part of the Company's Net Profits of the financial year 2022 (01/01/2022 - 31/12/2022) to Executive Members of the Board of Directors, other senior management personnel and employees of the Company.

**Item 8<sup>th</sup>:** Approval of the Company's new Remuneration Policy.

**Item 9<sup>th</sup>:** Approval of the distribution of part of the Company's Net Profits of the financial year 2022 to Executive Members of the Board of Directors and other senior management personnel of the Company by virtue of and in accordance with the Long-Term Incentive Scheme approved by the 20<sup>th</sup> AGM of the Shareholders of the Company dated 25/06/2020.

**Item 10<sup>th</sup>:** Approval of a new Long Term Incentive Scheme with distribution of part of the Net Profits of the Company to Executive Members of the Board of Directors and other senior management personnel of the Company.

**Item 11<sup>th</sup>:** Submission for discussion and voting of the Remuneration Report of the Board of Directors for the financial year 2022 (01/01/2022 - 31/12/2022).

**Item 12<sup>th</sup>:** Share capital increase by the amount of €163,503,836.55 through capitalization of equal amount from the share premium account.

**Item 13<sup>th</sup>:** Share capital decrease by the amount of €163,503,836.55 and capital return to shareholders.

**Item 14<sup>th</sup>:** Amendment of article 5 of the articles of association of the Company.

**Item 15<sup>th</sup>:** Approval for the acquisition of the Company's own shares (Share buy-back programme).

In the event that the required decision quorum is not obtained, the **Repeat Ordinary General Meeting** of the Shareholders will be convened on **Thursday, May 4, 2023, at 13:00** at the Company's premises, at 112, Athinon Ave., Athens, Attica. In accordance with par. 2 of article 130 of Law 4548/2018 no new invitation will be published.

The Company informs the shareholders that, pursuant to articles 125 of law 4548/2018 on *sociétés anonymes* and 23 of the Company's Articles of Association, remote participation in the meeting will be possible through audiovisual and electronic means (teleconference), as well as remote voting during the meeting, according to the provisions of this invitation. Shareholders who participate in the meeting and the voting through audiovisual and



electronic means (teleconference) will be taken into consideration for the formation of quorum and majority, exactly as those present in the venue of the meeting.

Despite the alleviation of COVID-19 protective measures, the Company, aiming to the maximum protection of its shareholders, its personnel and generally the public, strongly recommends that shareholders participate in the meeting, either through audiovisual and electronic means (teleconference) according to the instructions set out in this invitation, or by proxy, who shall vote in accordance with the shareholder's written instructions (as per section B below).

It is noted that entrance to the venue of the meeting shall be allowed only to shareholders and their proxies and to persons whose presence in the meeting is mandatory. Any third parties may attend the meeting via electronic means only.

Furthermore, for the proper preparation and with a view to tending to shareholders' queries, the Company requests that the shareholders submit any questions in writing before the meeting, according to the provisions of this invitation.

#### **A. RIGHT TO PARTICIPATE AND VOTE AT THE GENERAL MEETING**

Any person of record in the Dematerialized Securities System administered by the "Hellenic Central Securities Depository SA" (ATHEXCSD), at the beginning of the fifth (5<sup>th</sup>) day prior to the date of the Ordinary General Meeting, namely on **April 22, 2023** (record date) is entitled to participate and vote at the Ordinary General Meeting and/or at Repeat Ordinary General Meeting.

For the Company, entitled to participate in the general meeting and to exercise the right to vote are those registered as shareholders on the record date in the Dematerialized Securities System (DSS) of the company "HELLENIC CENTRAL SECURITIES DEPOSITORY (ATHEXCSD)" or identified as such based on the relevant date through registered intermediaries or other intermediaries in compliance with the provisions of the legislation (Law 4548/2018, Law 4569/2018, Law 4706/2020 and Regulation (EU) 2018/1212) as well as the Rulebook of the Hellenic Central Securities Depository.

Proof of shareholding status may be evidenced by any legal means and in any case based on information received by the Company electronically by ATHEXCSD, if the latter provides registration services, or the participating and registered intermediaries in the central securities depository in any other case. Shareholders may participate in the General Meeting,



based on the confirmations or notices of Articles 5 and 6 of Regulation (EU) 2018/1212, provided by the intermediary, unless the General Meeting refuses such participation for a material cause, which justifies its refusal, in compliance with the relevant provisions (article 19(1) of Law 4569/2018 and article 124 of Law 4548/2018).

The exercise of participation and/or voting rights does not require deposit or blocking of shares nor the adherence to another similar procedure, which restricts the possibility to sale or transfer such shares during the period between the record date and the Ordinary General Meeting or the Repeat Ordinary General Meeting.

## **B. PARTICIPATION PROCESS AND VOTE BY PROXY**

Shareholders may participate and vote in person or by proxy. Each Shareholder may appoint up to three (3) proxies. If a Shareholder holds shares of the Company which appear in more than one securities account, the Shareholder may appoint different proxies with regard to the General Meeting for the shares appearing in each Account. A proxy acting on behalf of several Shareholders may cast votes differently for each Shareholder.

For the restriction to the minimum necessary of the number of individuals which shall be present at the place of the meeting at the Company's premises, the Company has indicated specific persons among its employees, which shareholders may authorize to represent them and vote on their behalf in the meeting in accordance with their instructions. Shareholders wishing to make use of the relevant possibility, are kindly requested to contact Investors Relations Department via e-mail at [ir@opap.gr](mailto:ir@opap.gr) or at tel. +30 210-5798930.

The appointment or/and the revocation or/and the replacement of a proxy takes place in writing or via electronic means by submitting the relevant proxy form ("**Document for Appointing a Representative**") to the Company **at least forty eight (48) hours** prior to the date of the General Meeting (i.e. by 25/04/2023 at 13:00 the latest), either at the Company's headquarters or via e-mail at [ir@opap.gr](mailto:ir@opap.gr). The representation form is available on the Company's website <https://investors.opap.gr/>. In the case of non-compliance with the above deadline, Shareholders may participate in the General Meeting unless the General Meeting refuses their participation for significant cause justifying its refusal.

The proxy votes in accordance with the instructions of the Shareholder, as long as they exist, and must file the voting instructions for at least one (1) year from the date of the Ordinary General Meeting or the Repeat General Meeting in which he used his proxy. Non-compliance



by the proxy with the instructions received does not affect the validity of the decisions of the General Meeting, even if the proxy's vote was decisive in achieving the majority.

The Shareholder's proxy is required to disclose to the Company, prior to the commencement of the Ordinary General Meeting, any specific fact, which may be useful to Shareholders in assessing the risk that the proxy may serve interests other than the interests of the Shareholder. Conflict of interests may arise in particular if the proxy is: (a) a shareholder that exercises control over the Company, or other legal person or entity controlled by that Shareholder, (b) a member of the Board of Directors or the management of the Company in general, or of a shareholder that exercises control over the Company, or of another legal person or entity controlled by a shareholder exercising control over the Company, (c) 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 with any one of the natural persons that are mentioned in cases (a) to (c).

#### **C. REMOTE PARTICIPATION (IN PERSON OR BY PROXY) IN THE GENERAL MEETING IN REAL TIME BY TELECONFERENCE OR/AND EXERCISE OF VOTING RIGHT**

Without prejudice to the aforementioned provisions regarding appointment or revocation or replacement of proxy holders, any shareholder wishing to participate in the General Meeting remotely (without physical presence), must fill in the **"Declaration Form of Remote Participation in the General Meeting - Proxy Holder Authorization"**, which is available on the Company's website: <https://investors.opap.gr/>, and submit such declaration form to the Company's headquarters at 112, Athinon Ave., Athens, Attica (to the attention of **Investors Relations Department**) or sent it via e-mail at [ir@opap.gr](mailto:ir@opap.gr), at least forty eight (48) hours prior to the scheduled Ordinary General Meeting, i.e. by 25/04/2023 and at 13:00 the latest.

Following verification of the shareholder's capacity, the shareholder (or its appointed proxy holder) shall be promptly furnished with instructions regarding attendance or/and voting during the General Meeting.

In case the shareholder (or its proxy holder) wishes to vote on the items of the agenda **before the general meeting**, it shall fill in the **"Voting Form/Ballot"**, which is available on the Company's website: <https://investors.opap.gr/> and submit it to the Company via e-mail at [ir@opap.gr](mailto:ir@opap.gr), not later than twenty four (24) hours prior to the scheduled general meeting, i.e. by 26/04/2023 and at 13:00 the latest. It is clarified that each shareholder may cast its vote either before or during the general meeting.



Each shareholder (or its proxy holder) may attend the General Meeting (and participate in the voting) remotely using audio-visual and electronic means, from the meeting's commencement on 27/04/2023 and 13:00 until its closing, by entering the link sent to the e-mail address stated by the shareholder (or its proxy holder) in the respective **"Declaration Form of Remote Participation in the General Meeting - Proxy Holder Authorization"**. Each shareholder (or its proxy holder) may also address the General Meeting by submitting questions either in writing at least forty-eight (48) hours prior to the scheduled General Meeting (i.e. by 25/04/2023 and at 13:00 the latest) to the Company's headquarters at 112, Athinon Ave, Athens, Attica (to the attention of Investors Relations Department) or by sending such questions via e-mail at [ir@opap.gr](mailto:ir@opap.gr) or during the meeting through audio-visual and electronic means.

Shareholders that will participate at the General Meeting by teleconference in real-time are taken into consideration for the formation of the quorum and majority and will be able to exercise their rights effectively during the General Meeting. Therefore, shareholders will have the ability to:

- a) follow the proceedings of the General Meeting with electronic or audiovisual means,
- b) take the floor and address the General Meeting using the Live Feedback service during the General Meeting,
- c) vote in real time during the General Meeting on the matters of the daily agenda,
- d) receive information on the recording of their vote.

#### **D. SHAREHOLDERS' MINORITY RIGHTS**

In relation to the Ordinary General Meeting the Shareholders have the following rights under Article 141, paragraphs 2, 3, 6 and 7 of Law 4548/2018.

I. Shareholders representing one twentieth (1/20) of the Company's paid up share capital, may request, which request must reach the Company's Board of Directors at least fifteen (15) days before the General Meeting, i.e. by 12/04/2023, that the Board of Directors includes additional agenda items in the General Meeting. The application must be accompanied by a justification or a draft decision for approval by the Ordinary General Meeting.

II. Shareholders, representing one twentieth (1/20) of the Company's paid up share capital may, at their request, which must reach the Board of Directors at least seven (7) days prior to



the General Meeting, i.e. by 20/04/2023, submit draft decisions on items included in the initial or any revised Agenda.

III. At the request of any Shareholder submitted to the Company at least five (5) full days before the General Meeting, i.e. by 21/04/2023, the Board of Directors should provide the General Meeting with the requested specific information on the Company's affairs, to the extent that the requested information is relevant to the agenda items of the General Meeting. Also, at the request of Shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors must announce to the Ordinary General Meeting the amounts that have been paid over the last two years to each Member of the Board of Directors or the directors of the Company or any benefit to such persons from any cause or contract of the Company with them.

IV. Shareholders representing one tenth (1/10) of the paid-up share capital may, at their request, submitted to the Company at least five (5) full days before the General Meeting, i.e. by 21/04/2023, request the Board of Directors to provide to the General Meeting information on the course of corporate affairs and the Company's assets.

Detailed information on the above minority rights and the terms of their exercise are available on the Company's website <https://investors.opap.gr/>.

In all of the cases referred to above, the shareholders submitting requests must prove their shareholder capacity and, with the exception of the first case of the above paragraph III, the number of shares that they own during the exercise of the relevant right. Proof of Shareholder status is evidenced as described above under paragraph A.

#### **E. AVAILABLE DOCUMENTS AND INFORMATION**

The information of Article 123 par. 3 and 4 of Law 4548/2018, as in force, as well as the full text of the documents and draft decisions to be submitted to the General Meeting, are available in electronic format on the Company's website (<https://investors.opap.gr/>) and in hard copy at the Company's Investor Relations Office (at 112 Athinon Avenue, Athens, Attica, tel. +30210-5798930).

**ATHENS, 05/04/2023**

**THE BOARD OF DIRECTORS OF OPAP S.A.**