



## 23<sup>rd</sup> Ordinary General Meeting

### RESOLUTIONS OF THE 23<sup>rd</sup> ORDINARY GENERAL MEETING OF “ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.” (“OPAP S.A.”, “Company”)

APRIL 27, 2023

The Ordinary General Meeting of Shareholders of OPAP S.A. took place on Thursday, April 27, 2023 at 13:00, at its headquarters in Athens, at 112 Athinon Ave. Shareholders of the Company representing 287,748,956 shares, out of a total of 361,512,235<sup>1</sup> shares, i.e. 79.60% 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 2022 (01/01/2022 - 31/12/2022) and of the relevant Board of Directors' and Auditors' Report (**approval of 99.88%**);

**Item 4<sup>th</sup>:** Approved the overall management of the Company and discharged the Statutory Auditors of the Company for the financial year 2022 (01/01/2022 - 31/12/2022) (**approval of 99.77%**);

**Item 5<sup>th</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 2023 (01/01/2023 - 31/12/2023) and the issuance of the annual tax report (**approval of 100.00%**);

**Item 6<sup>th</sup>:** Approved the distribution of Net Profits for the financial year 2022 (01/01/2022 - 31/12/2022) and retained earnings of previous years as follows (**approval of 99.97%**):

Part of NET PROFITS of the FINANCIAL YEAR 2022 TO BE DISTRIBUTED	€360,593,663.80
DISTRIBUTED INTERIM DIVIDEND PER SHARE	€0.30
TOTAL DISTRIBUTED INTERIM DIVIDEND	€107,535,099.30
REMAINING EARNINGS TO BE DISTRIBUTED	€253,058,564.50
REMAINING DIVIDEND PER SHARE	€0.70
TOTAL RECOMMENDED DIVIDEND PER SHARE	€1.00

<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: Tuesday 06.06.2023

Record date: Wednesday 07.06.2023

Remaining Dividend Payment Date: Tuesday 27.06.2023

The Remaining Dividend Payment Date, i.e. 27.06.2023, 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 27.04.2023 (as per the relevant detailed announcement of the Company).

**Item 7<sup>th</sup>:** Approved the distribution of part of the Company's Net Profits of the financial year 2022 (01/01/2022 – 31/12/2022) of a total amount of up to Euros five million eight hundred fifty-five thousand (€5,855,000) to Executive Members of the Board of Directors, other senior management personnel and employees of the Company. **(approval of 99.37%);**

**Item 8<sup>th</sup>:** Approved the Company's new Remuneration Policy **(approval of 97.91%)** and provided its 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;

**Item 9<sup>th</sup>:** Approved the distribution of part of the Company's Net Profits of the financial year 2022 of a total amount up to Euros four million five hundred sixty seven thousand (€4,567,000) to a maximum number of seventeen (17) individuals, 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 **(approval of 81.43%);**

**Item 10<sup>th</sup>:** Approved the new Long Term Incentive Scheme for the years 2023 to 2025 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 and authorized the Company's Board of Directors to specify further the terms and conditions of the new Long Term Incentive Scheme at its own discretion, as well as to do and perform any relative action(s) and make any relevant decision(s) regarding the



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Long Term Incentive Scheme within the boundaries of the applicable legislation and within the scope of the abovementioned terms and conditions and always in accordance with the relevant recommendations of the Remuneration and Nomination Committee **(approval of 98.24%)**;

**Item 11<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 2022 (01/01/2022 – 31/12/2022) 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 2022 by virtue of the Remuneration Policy in force **(advisory vote - approval 98.36%)**;

*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 12<sup>th</sup>:** Approved a share capital increase by the amount of Euros one hundred sixty-three million five hundred three thousand eight hundred thirty-six and fifty-five cents (€163,503,836.55) through capitalization of equal amount from the share premium account with a corresponding increase in the nominal value of each share by €0.45 **(approval 100.00%)**;

**Item 13<sup>th</sup>:** Approved a share capital decrease by the amount of Euros one hundred sixty-three million five hundred three thousand eight hundred thirty-six and fifty-five cents (€163,503,836.55) via decrease of the nominal value of each share by €0.45, with equal capital return in cash to the shareholders (Capital Return €0.45 per share minus tax deduction, if any) **(approval 99.97%)**;

Ex-rights date: Monday 19.06.2023

Record-date: Tuesday 20.06.2023

Capital Return Payment Date: Friday 23.06.2023

**Item 14<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 99.97%)**;



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**Item 15<sup>th</sup>:** Approved the acquisition of the Company's own shares (Share buy-back programme) as follows (**approval 99.31%**):

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

Duration of share buy-back programme: twenty-four (24) months from 17.06.2023 until 17.06.2025<sup>2</sup>

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

Max purchase price per share: twenty Euros (€20)

In addition, the annual Activity Report of the Audit Committee for the year 2022 was submitted to the general meeting according to the provisions of article 44 par. 1(i) of law 4449/2017, as well as the joint Independent Non-Executive Board Members' report for the year 2022 according to the provisions of article 9 par. 5 of law 4706/2020.

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

OPAP S.A.

ATHENS, 27.04.2023

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<sup>2</sup> The existing Share buy-back programme approved by the AGM on 17/06/2021 expires on 16/06/2023.