

Announcement in relation to the approval of the Draft Demerger Deed and the Draft Terms of Cross-Border Conversion by the Board of Directors of OPAP S.A.

The société anonyme under the corporate name “Organization of Football Prognostics S.A.” (the “**Company**”), further to its announcement dated 13 October 2025, informs the investors that:

(1) Following commencement of the demerger process of the Company by way of hive-down of the gaming sector and its contribution to a newly established société anonyme being 100% subsidiary of the Company, in application of article 54(3), article 57(3), articles 59 to 74 and 140 of Greek law 4601/2019, article 28(3) item ιβ’ of Greek law 4002/2011 and the provisions of Greek law 4548/2018, as in force (the “**Demerger**”) by virtue of the resolution of the Board of Directors of the Company dated 12 October 2025, the Board of Directors, by its resolution dated 30 October 2025, resolved upon the approval of the draft demerger deed pursuant to article 59 of Greek law 4601/2019 (the “**Draft Demerger Deed**”).

The following documents have been registered and published with the General Commercial Register (GEMI) on 7 November 2025:

(a) the Draft Demerger Deed together with the transformation balance sheet of the sector to be hived down dated 30 June 2025;

(b) the explanatory report of the Board of Directors pursuant to article 61 of Greek law 4601/2019;

(c) the report on the examination of the Draft Demerger Deed by an independent expert pursuant to article 62 of Greek law 4601/2019, which has been prepared by the certified Auditors Konstantinos Kazas (SOEL Reg. No. 55641) and Dimitris Douvris (SOEL Reg. No. 33921) of the firm under the corporate name “Grant Thornton Tax and Business Advisory Solutions S.A.” (SOEL Reg. No. E127); and

(d) the report on the valuation of the assets of the sector to be hived down pursuant to article 17 of Greek law 4548/2018, which has been prepared by the certified auditor Mr Konstantinos Kakolyris (SOEL Reg. No. 42931) of the audit firm under the corporate name “Deloitte Certified Public Accountants S.A.” (SOEL Reg. No. E120).

Moreover, the above documents listed under items (a)-(d), the annual financial statements and the annual management reports of the Board of Directors of the Company of the last three (3) years, as well as the semi-annual financial report for the period 01.01.2025-30.06.2025 are available on the Company’s website <http://www.investors.opap.gr>.

(2) Following commencement of the cross-border conversion process by transfer of the Company’s registered seat from Greece to the Grand Duchy of Luxembourg (the “**Converted Company**”), pursuant to articles 139α-139η as supplemented by articles 104-117 of Greek law 4601/2019, articles 47-51, 54, 56, 58 and 59, and each relevant provision of Part D of Greek law 5162/2024, as well as the provisions of Title X, Chapter VI, Section 2 of the law of 10 August 1915 on commercial companies of the Grand Duchy of Luxembourg (Loi du 10 août 1915,

concernant les sociétés commerciales) (the “**Cross-Border Conversion**”) by virtue of the resolution of the Board of Directors of the Company dated 12 October 2025, the Board of Directors, by its resolution dated 30 October 2025, resolved upon the approval of the draft terms of cross-border conversion pursuant to article 139δ of Greek law 4601/2019 (the “**Draft Terms of Cross-Border Conversion**”).

The following documents have been registered and published with the General Commercial Register (GEMI) on 7 November 2025 pursuant to articles 139ε, 139στ(6) και 139ι(4) of Greek law 4601/2019:

- (a) the Draft Terms of Cross-Border Conversion;
- (b) the explanatory report of the Board of Directors pursuant to article 139στ of Greek law 4601/2019;
- (c) the report of the independent expert pursuant to article 139ζ of Greek law 4601/2019 on the assessment as to whether the proposed cash compensation corresponds to the fair value of the corporate participations, which has been prepared by the certified auditors Konstantinos Kazas (SOEL Reg. No. 55641) and Dimitris Douvris (SOEL Reg. No. 33921) of the firm under the corporate name “Grant Thornton Tax and Business Advisory Solutions S.A.” (SOEL Reg. No. E127);
- (d) the statement of the Board of Directors on the financial position of the Company pursuant to article 139ι(4) of Greek law 4601/2019; and
- (e) the notice informing the Company’s shareholders, creditors and employees’ representatives that they may submit comments on the Draft Terms of Cross-Border Conversion to the Company, no later than five (5) business days prior to the General Meeting that will approve the Draft Terms of Cross-Border Conversion pursuant to article 139η of Greek law 4601/2019.

Also, the agreed-upon procedures report in relation to the pro forma statement of financial position of the Company as of 30 June 2025, prepared by the certified auditor Mr Konstantinos Kakolyris (SOEL Reg. No. 42931) of the audit firm under the corporate name “Deloitte Certified Public Accountants S.A.” (SOEL Reg. No. E120) (the “**Agreed-Upon Procedures Report**”) has been registered and published with the General Commercial Register (GEMI) on 7 November 2025.

Moreover, the documents listed under items (a)-(e), the Agreed-Upon Procedures Report, the annual financial statements and the annual management reports of the Board of Directors of the Company for the last three (3) years, as well as the semi-annual financial report for the period 01.01.2025-30.06.2025 are available on the Company’s website <http://www.investors.opap.gr>.

The completion of the Demerger and the Cross-Border Conversion are subject to approvals by the General Meeting of the Company’s shareholders, as required by law, as well as the receipt of all necessary consents by the competent Authorities, including, as the case may be, the Hellenic Gaming Commission (HGC). The Demerger and the Cross-Border Conversion are expected to have been completed within the first trimester of 2026.

It is noted that the publication of an announcement on the Demerger will follow as per the special provisions of article 4.1.1(12) of the Rulebook of the Athens Exchange and para. 12.1.2 of the Resolution 25 of the Stock Markets Steering Committee of the Athens Exchange.

The Company will inform investors of any development concerning the Demerger and the Cross-Border Conversion process.

This announcement is published by the Company pursuant to Regulation (EU) 596/2014 on market abuse and the Rulebook of the Athens Exchange.

Athens, 7 November 2025