



13th Extraordinary General Meeting

RESOLUTIONS OF THE 13th EXTRAORDINARY GENERAL MEETING

OF THE SHAREHOLDERS OF THE SOCIETE ANONYME

UNDER THE BUSINESS NAME

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

G.E.MI. REGISTRATION NUMBER 003823201000

OF JANUARY 7, 2026

The Extraordinary General Meeting of Shareholders of OPAP S.A. took place on Wednesday, January 7, 2026 at 10:30, at its headquarters in Athens, at 112 Athinon Avenue.

Shareholders of the Company representing 287,564,394 shares, out of a total of 358,603,478¹ shares, i.e. 80.19% of the Company's share capital, were present or represented and voted at the Meeting.

The Extraordinary General Meeting of Shareholders resolved as follows:

Item 1st: (a) Approval of: (i) the demerger of “Organisation of Football Prognostics S.A.” (the “Company”) by means of hive-down of the gaming business sector, through establishment of a new beneficiary company pursuant to paragraph 3 of article 57 and articles 59-74 and 140 of Greek Law 4601/2019, and Law 5162/2024 Part D articles 47-51, 56 and any relevant provision of the same Part as in force; (ii) the Draft Demerger Deed dated 30 October 2025, including the transformation balance sheet of the hived down sector as of 30 June, 2025; and (iii) all decisions and actions taken to date by the Board of Directors and the representatives of the Company regarding the above demerger. (b) Approval of the articles of association of the beneficiary company, including the appointment of its first Board of Directors. (c) Granting of authorisations.

➤ **Approved by majority (80.36%) with the following specifications:**

- Pursuant to paragraph 2 of article 78 of Greek Law 4548/2018, the first Board of Directors of the Beneficiary Company is appointed under article 35 of the Articles of Association, as follows:

¹ It shall be noted that 11,459,263 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.



13th Extraordinary General Meeting

- (1) Jan Karas, Chairman of the Board of Directors & Chief Executive Officer, Executive member
 - (2) Pavel Mucha, Executive member
 - (3) Kamil Ziegler, Executive member
 - (4) Robert Chvatal, Non-Executive member
 - (5) Katarina Kohlmayer, Non-Executive member
 - (6) Pavel Saroch, Non-Executive member
- The Extraordinary General Meeting authorized: **(a) Mr. Jan Karas**, Chairman of the Board of Directors and Chief Executive Officer, **Mr. Pavel Mucha**, Chief Financial Officer and executive member of the Board of Directors **and/or Ms. Anastasia Verra**, Chief Legal, Regulatory and Compliance Officer, acting individually, to sign and execute on behalf of the Company the final Demerger Deed, which will take the form of a notarial deed, and shall incorporate the main terms of the Draft Demerger Deed approved by this General Meeting, together with all schedules, annexes or/and attachments to be prepared and finalized following this resolution, as well as any supplementary, ancillary, amending, or additional deed thereof, and each of the above persons, acting individually, to sign any other document, application, or declaration required, and to carry out any related, necessary, or appropriate action for the completion of the Demerger, being also entitled to appoint as substitutes lawyers, advisors, or employees of the Company for all or some of the above authorizations; and **(b) Mr. Jan Karas**, Chairman of the Board of Directors and Chief Executive Officer, **Mr. Pavel Mucha**, Chief Financial Officer and executive member of the Board of Directors **and/or Ms. Anastasia Verra**, Chief Legal, Regulatory and Compliance Officer, acting jointly by any two of them, throughout the duration of the Demerger process and until the completion of the Demerger, to draw up, sign, submit, and receive declarations, applications, and generally any other relevant document, and to take all necessary actions before any supervisory authority and/or body and/or organization of the public or private sector, in Greece or abroad, for the purpose of obtaining all approvals and permissions required for the



13th Extraordinary General Meeting

completion of the Demerger, in accordance with the legislative and regulatory framework, as in force from time to time, being also entitled to appoint as substitutes lawyers, advisors, or employees of the Company for all or some of the above authorizations.

Item 2nd: Amendment of articles 1 (Incorporation-Corporate name) and 2 (Purpose) of the Company's Articles of Association as a result of the demerger of the Company by means of hive-down of the gaming business sector.

➤ **Approved by majority (80.34%)**

Item 3rd: (a) Approval of the establishment of a new société anonyme, 100% subsidiary of the Company, through contribution by the Company of the participations it holds in its subsidiaries pursuant to the provisions of Greek Law 4548/2018 and the tax framework of Greek Law 5162/2024, Part D, articles 47-51, 56 and any relevant provision of the same Part concerning the exchange of corporate participations in order for the société anonyme to become a 100% subsidiary of the Company. (b) Approval of the Articles of Association of the new société anonyme, 100% subsidiary of the Company, including the appointment of its first Board of Directors. (c) Granting of authorisations.

➤ **Approved by majority (81.17%) with the following specifications:**

- In application of paragraph 2 of article 78 of Greek Law 4548/2018 the first Board of Directors of the New Company is appointed as per article 34 of the Articles of Association of the New Company, as follows:

(1) Jan Karas, Chairman of the Board of Directors & Chief Executive Officer

(2) Pavel Mucha, Member

(3) Kamil Ziegler, Member

(4) Robert Chvatal, Member

(5) Katarina Kohlmayer, Member



13th Extraordinary General Meeting

(6) Pavel Saroch, Member

- The Extraordinary General Meeting authorized the Board of Directors of the Company to delegate powers to any person of its choice to proceed to any act or action required for the Contribution of Participations and the incorporation of the New Company, and to this end to perform any legally required or appropriate action, legal or factual, for their completion, before any third party and/or supervisory, administrative, tax or other authority (including a notary public) in Greece and/or abroad, including the submission of the notarized Articles of Association of the New Company at the General Commercial Registry (G.E.MI.), as well as the right to delegate authority to persons of their choice, to perform specific actions.

Item 4th: **(a)** Approval of the cancellation of eleven million four hundred fifty-nine thousand two hundred sixty-three (11,459,263) own shares acquired by the Company under the approved share buy-back programs, with a corresponding decrease in its share capital by the amount of three million four hundred thirty-seven thousand seven hundred seventy-eight euros and ninety cents (€3,437,778.9), in accordance with article 49 of Greek Law 4548/2018 and corresponding amendment to article 5 (Share Capital) of the Company's Articles of Association. **(b)** Codification of the Articles of Association of the Company in light of the amendments of the Articles of Association of the Company under agenda items 2 and 4.

➤ **Approved by majority (81.25%)**

Item 5th: **(a)** Approval of: (i) the cross-border conversion of the Company, whereby the Company, without being dissolved or wound up, converts its legal form into a public limited liability company (société anonyme) under the laws of the Grand Duchy of Luxembourg (the "Converted Company"), pursuant to the provisions of articles 139α-139ιη of Greek Law 4601/2019, and in addition to the provisions of articles 104-117 of Greek Law 4601/2019, as in force, 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) and from a tax law perspective, in accordance with the provisions of Law 5162/2024, Part D,



13th Extraordinary General Meeting

articles 47-51, 54, 56, 58 and 59 as well and any relevant provision of the relevant Part, as in force (the “Cross-Border Conversion”); (ii) the draft terms of the Cross-Border Conversion dated 30 October 2025, which were prepared by the Board of Directors of the Company in accordance with article 139d of Law 4601/2019 and article 1062-4 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); (iii) the Articles of Association of the Company, upon the effective date of the Cross-Border Conversion (the “Cross-Border Conversion Effective Date”) according to the article 1062-14 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 “Articles of Association of the Converted Company”; (iv) the creation of an authorised share capital as per Article 3 of the Articles of Association of the Converted Company and the granting of authority to the Board of Directors of the Converted Company to issue shares under the authorised share capital procedure; (v) the granting of authority to the Board of Directors to limit or withdraw shareholders’ preferential subscription rights upon the issuance of shares of the Converted Company through the authorised share capital procedure, after considering the special report prepared by the Board of Directors of the Company in accordance with article 420-26 (5) §3 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) on the creation of an authorised share capital and the authority to be granted to the Board of Directors of the Converted Company to issue shares and limit or withdraw shareholders’ preferential subscription rights upon the share issuance through the authorised share capital procedure; (vi) all decisions and actions to date of the Board of Directors and the representatives of the Company regarding the Cross-Border Conversion; and **(b)** Granting of authorisations for the performance of all formalities required in connection with the notarial deed recording the Cross-Border Conversion according to the article 1062-13 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).

➤ **Approved by majority (80.33%) with the following specifications:**

- The Extraordinary General Meeting authorized **Mr. Jan Karas**, Chairman of the Board of Directors and Chief Executive Officer, **Mr. Pavel Mucha**, Chief



13th Extraordinary General Meeting

Financial Officer and executive member of the Board of Directors and/or **Ms. Anastasia Verra**, Chief Legal, Regulatory and Compliance Officer, acting jointly by any two of them, to sign and execute on behalf of the Company the final Draft Terms of the Cross-Border Conversion, together with its Annexes, under the terms included in the Draft Terms of the Cross-Border Conversion, as well as any supplementary, ancillary, amending, or additional deed thereof, and to sign individually any other document, application, or declaration required, and to carry out any related, necessary, or appropriate action for the completion of the Cross-Border Conversion, being also entitled to appoint as substitutes lawyers, advisors, or employees of the Company, or the Converted Company, for all or some of the above authorizations; and Mr Thierry Lohest, Partner at LOYENS & LOEFF LUXEMBOURG S.A R.L., Mr Jordan Kaselow, employee at LOYENS & LOEFF LUXEMBOURG S.A R.L. and/or Mr Jean Baptiste Péon, employee at LOYENS & LOEFF LUXEMBOURG S.A R.L., acting jointly by any two of them, throughout the duration of the Cross-Border Conversion process and until the completion of the Cross-Border Conversion, to draw up, sign, submit, and receive declarations, applications, and generally any other relevant document, and to take all necessary actions before any supervisory authority and/or body and/or organization of the public or private sector, in Greece, Luxembourg or any other relevant jurisdiction, for the purpose of obtaining all necessary approvals and permissions required for the completion of the Cross-Border Conversion, in accordance with the legislative and regulatory framework, as in force from time to time, being also entitled to appoint as substitutes lawyers, advisors, or employees of the Company for all or some of the above authorizations.

Item 6th: Election of the new members of the Board of Directors of the Converted Company, with effect from the Cross-Border Conversion Effective Date as per article 1062-14 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) and determination of their term of office. Appointment of independent members (itemised ballot).

➤ **Approved by majority as follows:**

- 6.1 Karel Komarek, Chair of the Board of Directors **(elected by majority 80.36%)**
- 6.2 Robert Chvátal, **(elected by majority 81.31%)**



13th Extraordinary General Meeting

- 6.3 Katarina Kohlmayer, **(elected by majority 80.36%)**
- 6.4 Pavel Saroch, **(elected by majority 76.90%)**
- 6.5 Lord Sebastian Newbold Coe CH KBE, Senior Independent Member of the Board of Directors (lead independent director) **(elected by majority 81.82%)**
- 6.6 Paul Schmid, Independent Member of the Board of Directors **(elected by majority 81.94%)**
- 6.7 Cherrie Mae Chiomento - Ferreria, Independent Member of the Board of Directors **(elected by majority 81.69%)**

The Board of Directors is elected for a term of office expiring at the close of the next Ordinary General Meeting of Shareholders of the Converted Company, in accordance with article 12(2) of the Articles of Association of the Converted Company.

Item 7th: With effect from the Cross-Border Conversion Effective Date: **(a)** Approval of establishment of the nomination and compensation committee of the Converted Company (the “Nomination and Compensation Committee”) and determination of its powers and responsibilities. **(b)** Determination of the qualifications of the members of the Nomination and Compensation Committee. **(c)** Election of the members of the Nomination and Compensation Committee and determination of their term of office. **(d)** Approval of the Nomination and Compensation Committee Charter.

➤ **Approved by majority (79.87%) with the following specifications:**

- According to paragraph 1 and 2 of article 15 of the Articles of Association of the Converted Company and section 3.1 of the Nomination and Compensation Committee Charter, the Nomination and Compensation Committee is composed of at least three (3) members of the Board of Directors of the Converted Company.
- Elected members of the Nomination and Compensation Committee of the Converted Company:
 - 1. Pavel Saroch,
 - 2. Lord Sebastian Newbold Coe, Independent Member of the Board of Directors
 - 3. Paul Schmid, Independent Member of the Board of Directors



13th Extraordinary General Meeting

- The term of office of the members of the Nomination and Compensation Committee shall end at the closing of the next Ordinary General Meeting of the Shareholders of the Converted Company in accordance with paragraph 2 of article 15 of the Articles of Association of the Converted Company.

Item 8th: With effect from the Cross-Border Conversion Effective Date: **(a)** Approval of establishment of the audit committee of the Converted Company (the “Audit Committee”) and determination of its powers and responsibilities. **(b)** Determination of the type of the Audit Committee as well as the number and qualifications of the members of the Audit Committee. **(c)** Election of the members of the Audit Committee and determination of their term of office. **(d)** Approval of the Audit Committee Charter.

➤ **Approved by majority (79.87%) with the following specifications:**

- The Audit Committee shall be a committee of the Board of Directors of the Converted Company consisting of non-executive members of the Board of Directors.
- Elected members of the Audit Committee of the Converted Company:
 1. Cherrie Mae Chiomento - Ferreria, Independent Member of the Board of Directors,
 2. Paul Schmid, Independent Member of the Board of Directors
 3. Katarina Kohlmayer
- The term of office of the members of the Audit Committee shall end at the closing of the next Ordinary General Meeting of the Shareholders of the Converted Company.

Item 9th: With effect from the Cross-Border Conversion Effective Date, appointment of the independent auditor (réviseur d’entreprises agréé) of the Converted Company according to the Law of 10 August 1915 on commercial companies of the Grand Duchy of Luxembourg (Loi du 10 août 1915, concernant les sociétés commerciales) for the financial year ending 31 December 2026.



13th Extraordinary General Meeting

- Appointment of “PricewaterhouseCoopers Assurance, Société cooperative” with registered address 2 rue Gerhard Mercator, L-2182 Luxembourg and RCS no. Luxembourg B294273 - Approved by majority (81.09%)

Item 10th: Approval of the remuneration policy as regards members of the Board of Directors of the Converted Company in accordance with articles 7.a and 7.b of the Law of 24 May 2011, on the exercise of certain shareholders’ rights at general meetings of listed companies of the Grand Duchy of Luxembourg (*Loi du 24 mai 2011 concernant l'exercice de certains droits des actionnaires aux assemblées générales de sociétés cotées et portant transposition de la directive 2007/36/CE du Parlement européen et du Conseil du 11 juillet 2007 concernant l'exercice de certains droits des actionnaires de sociétés cotées*) with effect from the Cross-Border Conversion Effective Date.

- Approved by majority (74.30%)

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, 08.01.2026