



THE 25th ORDINARY GENERAL MEETING DATED APRIL 29, 2025
OF THE SHAREHOLDERS OF THE SOCIETE ANONYME UNDER THE NAME
"ORGANIZATION OF FOOTBALL PROGNOSTICS S.A." (the "Company")
G.E.MI. 003823201000
(FINANCIAL YEAR 01/01/2024 - 31/12/2024)

EXPLANATORY REPORT – DRAFT RESOLUTIONS- RECOMMENDATION OF OPAP S.A.'s BOARD OF
DIRECTORS TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS REGARDING THE ITEMS ON
THE DAILY AGENDA

Item 1st: Approval of the Company's Standalone and Consolidated Financial Statements for the financial year 2024 (01/01/2024 - 31/12/2024) and submission of the relevant Board of Directors' and Auditors' Reports.

Required quorum: 34% of the share capital	Majority: 50% + 1 of the votes represented
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(a) The Annual Financial Statements include the standalone and consolidated statement of financial position as of December 31, 2024, the standalone and consolidated statements of comprehensive income, the changes in equity and cash flows for the respective year, a summary of significant accounting policies and methods and other explanatory information and have been prepared in accordance with IFRS.

The above documents form a whole and are audited by the statutory Auditors, in accordance with the stipulations of article 4 of Law 3556/2007, as in force today, in conjunction with Laws 4449/2017 and 4336/2015 and Regulation (EU) 537/2014.

The Annual Financial Statements are drawn up in accordance with the stipulations of the applicable law and show a clear and transparent picture of the Company's asset structure, financial position and fiscal year results. The related party disclosures for the financial year 2024 are included in the Annual Financial Report of the Company, available on the Company's webpage (<https://investors.opap.gr/en/results-and-news/financial-statements/2024>).

The Annual Financial Statements were approved by the Board of Directors' decision dated 18.03.2025. They were published on 19.03.2025, within the time limit prescribed by art. 4 par. 1 of law 3556/2007, in accordance with the applicable law and have been posted on the Company's website (<https://investors.opap.gr/en/results-and-news/financial-statements/2024>), as an integral part of the Annual Financial Report.



(b) The Company's Board of Directors' Management Report to the Ordinary General Meeting of Shareholders has been prepared in accordance with the stipulations in articles 150 -154A, 154C, of Law 4548/2018, in conjunction with paragraphs 6 to 8 of Article 4 of Law 3556/2007 and Article 2 of the Hellenic Capital Market Commission Decision 8/754/14.4.2016, as in force today, and it includes, through a balanced and comprehensive analysis, the true picture of the Company's development and performance, its position, the description of the principal risks and uncertainties that it faces, and corresponds to the size and complexity of the Company. Furthermore, the annual Management Report includes the Corporate Governance Statement as provided for in article 152 of Law 4548/2018 and the Sustainability Statement as provided for in article 151 of Law 4548/2018 in accordance with the European Sustainability Reporting Standards (ESRS).

The Auditors' Report, besides the information specified in article 32 of Law 4449/2017, as in force today, and art. 10 of Regulation (EU) 537/2014, verifies that the content of the annual Management Report of the Board of Directors is in agreement with the Annual Financial Statements of the financial year 2024 (01/01/2024 - 31/12/2024). In addition, the Assurance Report on Sustainability Statement for the financial year 2024 (01/01/2024 - 31/12/2024), includes the information specified in article 32A of Law 4449/2017, as in force today, and article 3 par. 18 of Directive 2022/2464/EU.

The Board of Directors' Management Report was approved by the Board of Directors' decision dated 18.03.2025 and has been posted along with the Auditors' Report and the Assurance Report on Sustainability Statement, on the Company's website (<https://investors.opap.gr/en/results-and-news/financial-statements/2024>), as an integral part of the Annual Financial Report.

Additionally, the relevant Press Release, as well as the annual analyst briefing have both been posted on the Company's website.

The Company's Board of Directors unanimously recommends to the General Meeting of the Shareholders the approval of the Annual Standalone and Consolidated Financial Statements for the financial year 2024 (01/01/2024 - 31/12/2024) and submits the relevant Management Report of the Board of Directors, the Auditors' Report and the Assurance Report on Sustainability Statement.

Item 2nd: Submission of the joint Independent Non-Executive Board Members' report for the year 2024 (non-voting item).

Note: The report of the Independent Non-Executive Members is submitted to the General Meeting in accordance with article 9 of law 4706/2020, as in force, and is a non-voting item.



The Independent Non-Executive Board Members submit to the General Meeting of Shareholders their joint report for the year 2024, in accordance with the relevant provision of Law 4706/2020 (article 9 par. 5). The report is available on the Company's webpage (<https://investors.opap.gr/>).

Item 3rd: Submission of the annual Activity Report of the Audit Committee for the year 2024 (non-voting item)

Note: The Activity Report of the Audit Committee for the year 2024 is submitted to the General Meeting in accordance with article 44 of law 4449/2017, as in force, and is a non-voting item.

The Audit Committee Chair submits to the General Meeting of Shareholders, on behalf of the Audit Committee, the Annual Activity Report of the Committee for the year 2024, according to article 44 par.1, indent i), of Law 4449/2017. The relevant Annual Report on the activities of the Audit Committee for the year 2024 was published as part of the Annual Financial Report of the Company and is available on the Company's webpage (<https://investors.opap.gr/en/results-and-news/financial-statements/2024>), part II. "Board of Directors' Report", section 6. "Corporate Governance Statement" of the Annual Financial Report 2024 ("Report of the Audit Committee", pages 60-65).

Item 4th: Approval of the overall management of the Company and discharge of the Statutory Auditors of the Company for the financial year 2024 (01/01/2024 - 31/12/2024)

Required quorum: 34% of the share capital	Majority: 50% + 1 of the votes represented
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The General Meeting of the Shareholders will have to decide upon the approval of the overall management of the Company according to article 108 of Law 4548/2018, as in force, and the discharge of the Statutory Auditors of the Company from any liability for compensation for the financial year 2024 (01/01/2024 - 31/12/2024).

The Company's Board of Directors unanimously recommend to the Shareholders' General Meeting to approve the overall management of the Company according to article 108 of Law 4548/2018, as in force, and the discharge of the Statutory Auditors of the Company from any liability for compensation for the financial year 2024 (01/01/2024 - 31/12/2024).



Item 5th: Appointment of Auditing Company for the statutory audit of the Company's Standalone and Consolidated Financial Statements and the issuance of the annual tax report for the financial year 2025 (01/01/2025 - 31/12/2025).

Required quorum: 34% of the share capital	Majority: 50% + 1 of the votes represented
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The Board of Directors, upon the recommendation of the Company's Audit Committee unanimously recommends to the General Meeting of the Shareholders the following:

(a) that the statutory audit of the Company's standalone and consolidated financial statements for the financial year 2025 (01/01/2025 - 31/12/2025), as well as the issuance of the annual tax certificate as provided for in article 78 of Law 5104/2024 and Circular No. 1124/18.6.2015 of the General Secretariat of Public Revenue, as amended and in force, are carried out by the auditing company "PricewaterhouseCoopers S.A." (SOEL Reg. no. 113); and

(b) the remuneration of the above auditing company for the Statutory Audit for the current financial year 2025 (01/01/2025 - 31/12/2025) and the issuance of the Annual Tax Certificate as provided for in article 78 of Law 5104/2024 and Circular No. 1124/18.6.2015 of the General Secretariat of Public Revenue, as amended and in force, shall be defined by decision of the Board of Directors of the Company, upon recommendation of the Audit Committee, following an offer from "PricewaterhouseCoopers S.A." (SOEL Reg. no. 113) according to article 18 of Law 2231/1994, article 29 of Law 4449/2017 and article 4 of Regulation (EU) No 537/2014, as in force.

It is noted that "PricewaterhouseCoopers S.A." has been acting as the Company's (and its subsidiaries') statutory auditor for six consecutive financial years. During the financial year 2024, the fees that "PricewaterhouseCoopers S.A." received from the Group for the provision of permissible non-auditing services (non-audit fees) amount to €62,500 representing 5% of the average of the fees paid in the last three (3) consecutive financial years (2021-2023) for the statutory audit(s) of the Group and, therefore, do not exceed in total the threshold (70%) set by Regulation (EU) No 537/2014, as in force.

Item 6th: Appointment of Auditing Company for the assurance of the Sustainability Report for the financial year 2025 (01/01/2025 - 31/12/2025).

The Board of Directors, upon the recommendation of the Company's Audit Committee unanimously recommends to the General Meeting of the Shareholders the following:

(a) that the assurance of the Sustainability Statement for the financial year 2025 (01/01/2025 - 31/12/2025) is carried out by the auditing company "PricewaterhouseCoopers S.A." (SOEL Reg. no.



113), in accordance with the provisions of Law 4449/2017, as in force and the Guidelines issued by the Hellenic Accounting and Auditing Standards Oversight Board (HAASOB) on the Limited Assurance Program (ΔΠΑΔ 3000) on the annual sustainability statement of Law 5164/2024; and

(b) the remuneration of the above auditing company for the assurance of the Sustainability Statement for the financial year 2025 (01/01/2025 - 31/12/2025), shall be defined by decision of the Board of Directors of the Company, upon recommendation of the Audit Committee, following an offer from “PricewaterhouseCoopers S.A.” (SOEL Reg. no. 113) according to article 18 of Law 2231/1994, article 29 of Law 4449/2017 and article 4 of Regulation (EU) No 537/2014, as in force.

Item 7th: Approval of the distribution of Net Profits for the financial year 2024 (01/01/2024 - 31/12/2024).

Required quorum: 34% of the share capital	Majority: 50% + 1 of the votes represented
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The profits of the financial year 2024 (01/01/2024 - 31/12/2024) are Euros five hundred four million one hundred ninety-three thousand four hundred thirty-five (€504,193,435) after the deduction of the appropriate income tax.

Taking into account the Company’s profitability, prospects, investment plans and strategic planning, the Company’s Board of Directors, recommends to the General Meeting of Shareholders, as per the specific stipulations of articles 158-161 of Law 4548/2018, as currently in force, the distribution to the Shareholders of the Company of the remaining dividend for the financial year 2024 at €0.80 per share on top of the interim dividend of €0.602852798 per share paid in November 2024, i.e. total dividend per share at €1.402852798, as follows:

NET PROFITS of the FINANCIAL YEAR 2024 TO BE DISTRIBUTED	€504,193,435
TOTAL EARNINGS TO BE DISTRIBUTED	€503,141,420
DISTRIBUTED INTERIM DIVIDEND PER SHARE	€0.602852798
TOTAL DISTRIBUTED INTERIM DIVIDEND	€216,258,638
REMAINING EARNINGS TO BE DISTRIBUTED	€286,882,782
REMAINING DIVIDEND PER SHARE	€0.80
TOTAL RECOMMENDED DIVIDEND PER SHARE	€1.402852798



Therefore, the Board of Directors, unanimously proposes to the General Meeting to distribute as remaining dividend for the financial year 2024 an amount of Euro eighty cents (€0.80) per Company's share and in total a gross amount of Euros two hundred eighty-six million eight hundred eighty-two thousand seven hundred eighty-two (€286,882,782). It is clarified that the proposed remaining dividend of the amount of Euro 0.80€ per share is before withholding the proportionate tax (5% according to articles 61, 62 and 64 of Greek law 4172/2013, as in force) and is paid over and above the amount of €0.602852798 per share that was already distributed to the Shareholders of the Company as interim dividend pursuant to the resolution of the Company's Board of Directors dated 29.08.2024 and paid to the beneficiaries on 11.11.2024. Therefore, the Total Distributed Earnings, proposed for approval by the Ordinary General Meeting for the financial year 2024, amount to €503,141,420, i.e. sum of the total gross of interim dividend paid (€216,258,638) plus total gross remaining dividend to be paid (€286,882,782). The treasury shares are not entitled to dividend payment. The dividend amount corresponding to the treasury shares increases the dividend amount distributable to the remaining shares and is already calculated in the proposed distributable additional dividend.

The key dates regarding the distribution of dividend are the following:

- a. **Wednesday 07/05/2025:** ex-dividend date (namely the date from which the Company's shares are traded on the Athens Exchange without the right to receive dividend),
- b. **Thursday 08/05/2025:** dividend beneficiaries record date (namely the date on which beneficiaries of dividend shall be all the registered shareholders in the files of the Company's Dematerialized Securities System), and
- c. **Wednesday 14/05/2025:** FY 2024 (remaining) Dividend Payment date (on which the dividend payment shall commence).

The FY 2024 remaining dividend is payable in cash through Piraeus Bank (proposed paying bank); it is also proposed that the necessary authorizations for the implementation of the process are provided to the Company's Board of Directors.

Item 8th: Approval of the distribution of part of the Company's Net Profits of the financial year 2024 (01/01/2024 - 31/12/2024) to Executive Members of the Board of Directors, senior management and mid-level personnel of the Company.

Required quorum: 34% of the share capital	Majority: 50% + 1 of the votes represented
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The Remuneration and Nomination Committee suggested to the Board of Directors the distribution, pursuant to article 34 of the Company's Articles of Association, of part of the Net Profits of the



financial year 2024 to the Executive Members of the Board of Directors, senior management and mid-level personnel of the Company, due to on target performance, based on the evaluation of their work and according to certain pre-determined performance criteria, in accordance with the Company's Remuneration Policy and Opap Compensation & Benefits Policy.

It should be noticed that in recent years the Company's focus in regard to policy of bonus and reward schemes has shifted towards schemes that build incentives via specific key performance indicators ("KPIs"). Established criteria include quantitative benchmarking based on the overall Company performance, taking into account key profitability metrics. Qualitative criteria also applied, focusing on managerial skills, as well as on the training & development of the working teams, the project deliveries, the external communication, etc.

As such, the Board of Directors, following the recommendation of the Company's Remuneration and Nomination Committee, and after taking into consideration the financial results for the financial year 2024, recommends¹ the distribution of a total amount of up to Euros six million seven hundred twenty-seven thousand and three (€6,727,003) out of the Net Profits of the financial year 2024 of the Company to Executive Members of the Board of Directors, senior management and mid-level personnel of the Company in job band levels below C-2 to and including band 'Team Leaders/Senior Specialists', which are eligible to bonus payment based on the evaluation of their work according to certain pre-determined performance criteria, in accordance with the Remuneration Policy and Opap Compensation & Benefits Policy. Therefore, the Board of Directors proposes to the Ordinary General Meeting of the Shareholders to approve the distribution of part of the Net Profits of the financial year 2024 of the Company to Executive Members of the Board of Directors, senior management and mid-level personnel of the Company in job band levels below C-2 to and including band 'Team Leaders/Senior Specialists', in accordance with the following terms and conditions:

- Term of the Appraisal Period for the Assessment of Targets: FY 2024
- Eligible persons: The eligible beneficiaries as approved by the Remuneration and Nomination Committee and the Company's Board of Directors are individuals, including the Executive Members of the Board of Directors, senior management and mid-level personnel of the Company in job band levels below C-2 to and including band 'Team Leaders/Senior Specialists'.
- Maximum amount of the Company's Net Profits to be given as reward: Up to Euros four six million seven hundred twenty-seven thousand and three (€6,727,003)

¹ It is noted that the Chairman and CEO, Mr. Jan Karas, the CFO and Executive Board Member, Mr. Pavel Mucha and the Executive Board Member, Mr. Kamil Ziegler **abstained** from the voting of this agenda item.



- Pre-set performance targets relate to personal performance criteria based on the principles set by the Remuneration and Nomination Committee and in accordance with the Remuneration Policy and Opap Compensation & Benefits Policy.
- Final Company target fulfillment: 101.9%
- Final bonus payout: 119.5%

The Company's Board of Directors proposes to the Ordinary General Meeting of the Company's Shareholders to approve the distribution of part of the Company's Net Profits of the financial year 2024 to the Executive Members of the Company's Board of Directors, senior management and mid-level personnel of the Company in job band levels below C-2 to and including band 'Team Leaders/Senior Specialists' according to the terms and conditions mentioned above.

Provided that the Ordinary General Meeting of the Company's Shareholders grants its approval according to the above mentioned, the final individual allocation of amount to each eligible person will be administered, decided and implemented by the competent corporate bodies (Remuneration and Nomination Committee, Board of Directors) in accordance with the applicable legislation, the abovementioned terms and conditions and the Company's rules and procedures, taking into consideration the relevant distributable amount to be approved by the Ordinary General Meeting of the Company's Shareholders, the eligible persons and respective evaluation of their work according to certain performance criteria.

It is noted that the remuneration and benefits of the Executive Board Members of the Company in accordance with the Company's Remuneration policy are being disclosed fully and in detail in the Remuneration Report evidencing Company's commitment to transparency and openness.

Item 9th: Submission for discussion and voting of the Remuneration Report of the Board of Directors for the financial year 2024 (01/01/2024 - 31/12/2024).

Note: Pursuant to paragraph 3 of article 112 of Law 4548/2018 the Remuneration Report is submitted to the Shareholders of the Company strictly for advisory voting.

The Shareholders of the Company are advised that according to article 112 of Law 4548/2018, as in force, the Board of Directors of the Company must draft and publish a remuneration report providing a comprehensive overview in a clear and comprehensible form of the total remuneration received by the members of the Board of Directors in the financial year 2024 by virtue of the Remuneration Policy in force during the financial year in question.



The remuneration report of the Company for the financial year 2024 has been prepared on the basis of assumptions and principles contained in the Company's Remuneration Policy being in force during the reference period, which is available in the following link at the Company's website <https://investors.opap.gr/en/governance/codes-and-policies/remuneration-policy>. It concerns the remuneration of the executive and non-executive members of the Board of Directors of the Company for the financial year 2024 and contains all required information under article 112 of Law 4548/2018, as in force.

More specifically, the Remuneration Report includes all information on remuneration that both executive and non-executive members of the Board of Directors received by all OPAP Group companies during the financial year 2024. Remuneration consists of fixed elements (base salary and fringe benefits for executive members and fees from participation in Board and Committees meetings for all members) and variable elements (annual bonus, Long-Term Incentive Scheme). In addition to the above-mentioned the Remuneration Report of the Company for the financial year 2024 contains a breakdown of the overall remuneration per category of fixed or variable element. Furthermore, the Remuneration Report depicts the annual change of the last five financial years in the remuneration of members of the Board of Directors, in the performance of the Company as well as in the average remuneration of the Company's employees, except the executive members of the Board of Directors, in full-time equivalent. There have been no derogations or deviations from the Company's Remuneration Policy during the financial year 2024.

It is noted that the Company's statutory auditors have confirmed that the Remuneration Report contains the required information of article 112 of Law 4548/2018.

Following approval of the Remuneration Report for the financial year 2024 by the Board of Directors of the Company on 27/03/2025 and the unanimous proposal of the Board of Directors upon relevant recommendation of the Remuneration and Nomination Committee of the Company, the Remuneration Report under article 112 of Law 4548/2018 (available to the shareholders on the Company's website at the following link <https://investors.opap.gr/>) is submitted to the General Meeting for **discussion and voting strictly on an advisory basis**. The Board of Directors shall explain in the next remuneration report how the result of the vote by the ordinary general assembly meeting has been taken into account.

Item 10th: Approval for the acquisition of the Company's own shares (Share buy back programme).

Required quorum: 34% of the share capital	Majority: 50% + 1 of the votes represented
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The Board of Directors of the Company unanimously recommends to the Shareholders' General Meeting to provide their approval in order for the Company to be capable to acquire its own shares for the scopes and uses allowed by the law, in accordance with the specific stipulations of articles 49 and 50 of Law 4548/2018, as in force today, and in connection to the provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council, on market abuse and of its supplementing Commission Delegated Regulation (EU) 2016/1052, with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures.

More specific, the Company shall have the right, within the time limit of 24 months provisioned by the Law, i.e., from 17.06.2025 until 17.06.2027 to acquire, either directly or indirectly, own shares of the Company up to a maximum nominal amount that corresponds to up to five per cent (5%) of the Company's share capital, provided that the above mentioned acquisitions are considered to be at the Company's own benefit and preferential to other available investment possibilities and that the Company's cash flow allows for such acquisitions.

In addition to the above, the Board of Directors of the Company recommends that the maximum purchase price of the Company's own shares shall be twenty-five Euros (€25) per share and that the minimum purchase price of the Company's own shares shall be equivalent to the nominal value of such share, i.e., thirty cents of a Euro (€0,30) per share.

Furthermore, the Board of Directors of the Company unanimously recommends to the Shareholders' General Meeting that special authorization is granted to the Board of Directors of the Company in order to a) engage in any and all necessary actions for the fulfilment of the above mentioned at its discretion or/and b) further delegate such authorization to third parties.

END OF EXPLANATORY REPORT - DRAFT RESOLUTIONS – RECOMMENDATIONS OF THE BOARD OF DIRECTORS
