



## INVITATION

TO THE SHAREHOLDERS OF THE SOCIETE ANONYME

UNDER THE BUSINESS NAME

**“ORGANIZATION OF FOOTBALL PROGNOSTICS S.A.”**

G.E.MI. REGISTRATION NUMBER 003823201000

TO THE **THIRTEENTH (13<sup>th</sup>) EXTRAORDINARY GENERAL MEETING**

**ON JANUARY 7, 2026**

The Board of Directors of the company under the name “ORGANISATION OF FOOTBALL PROGNOSTICS S.A.” (“**OPAP S.A.**” or the “**Company**”), in accordance with the Law, the Company’s Articles of Association and its resolution dated 16 December 2025, invites the Shareholders of the Company to participate to the thirteenth (13<sup>th</sup>) Extraordinary General Meeting, which will be held on **Wednesday, January 7, 2026, at 10:30** at the Company's premises located at 112, Athinon Avenue, Athens, in order to discuss and resolve on the following items of the Agenda:

**Item 1<sup>st</sup>:** (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.

**Item 2<sup>nd</sup>:** 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.

**Item 3<sup>rd</sup>:** (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.

**Item 4<sup>th</sup>:** (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.

**Item 5<sup>th</sup>:** (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-139η 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, 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*).

**Item 6<sup>th</sup>:** 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).

**Item 7<sup>th</sup>:** 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.

**Item 8<sup>th</sup>:** 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.

**Item 9<sup>th</sup>:** 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.

**Item 10<sup>th</sup>:** 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.

In the event that the required decision quorum is not obtained, the **Repeat General Meeting** of the Shareholders will be convened on **January 13, 2026, at 10:30** at the Company's premises, at 112, Athinon Avenue., 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 and 126 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 or prior to the General Meeting, according to the provisions of this invitation. Shareholders who will participate in the General 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. Shareholders who will vote by correspondence or by electronic means prior to the General Meeting will be taken into consideration for the formation of quorum and majority, provided that the relevant votes have been received by the Company no later than twenty-four (24) hours before the start of the meeting.

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 Extraordinary General Meeting, namely on January 2, 2026 (record date) is entitled to participate and vote at the Extraordinary General Meeting and/or at Repeat 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 Implementing Regulation (EU) 2018/1212) as well as the Rulebook of the Hellenic Central Securities Depository. For intangible shares, proof of shareholding status may be evidenced by any legal means and in any case based on information received by the Company or verification or other forms of certification from the ATHEXCSD registry service or through intermediaries as appropriate.

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 Extraordinary General Meeting or the Repeat 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 January 5, 2026 at 10:30 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 Extraordinary 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 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 Extraordinary General Meeting, i.e. by January 5, 2026 and at 10:30 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 **prior to 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 January 6, 2026 and at 10:30 the latest. It is clarified that each shareholder wishing to participate in the General Meeting remotely, may cast its vote either before or during the general meeting, provided that the above formalities are observed.

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 January 7, 2026 and 10:30 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 January 5, 2026 and at 10:30 the latest) to the Company's headquarters at 112, Athinon Avenue, 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 Extraordinary 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 December 23, 2025, 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 Extraordinary 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 December 31, 2025, 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 December 31, 2025, 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.

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 December 31, 2025, 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, 16 December 2025**

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