

Announcement of the Board of Directors of the société anonyme under the name “Greek Organisation of Football Prognostics S.A.” (“OPAP S.A.”) pursuant to its resolution dated 16.12.2025, granting special authorisation for the execution of an amendment letter to the implementation agreement dated 29.10.2025 in connection with a transaction with Allwyn International AG in accordance with articles 99-101 of Greek law 4548/2018

The Board of Directors of the company under the name “Greek Organisation of Football Prognostics S.A” with distinctive title “OPAP S.A.” (hereinafter the “**Company**”), further to:

- (a) its announcement dated 12.10.2025 with G.E.MI. registration no. 5594345/14.10.2025 concerning the granting of a special authorisation pursuant to its resolution dated 12.10.2025, as provided under articles 99(1), 99(2)(a) and 100(1) of Greek law 4548/2018, for the execution of an agreement between “Allwyn International AG” (hereinafter “**Allwyn**”) and the Company, which sets out the framework, the terms and conditions for the implementation by the Company of a transaction with Allwyn as defined in such announcement (hereinafter the “**Transaction**” and the “**Implementation Agreement**”);
- (b) its announcement dated 27.10.2025 with G.E.MI. registration no. 5613195/29.10.2025 that the ten-day period provided in Article 100(3) of Greek law 4548/2018 for shareholders representing one twentieth (1/20) of the Company’s share capital to request the convening of a General Meeting on the matter of granting the above special permission under (a) has lapsed without action; and
- (c) the execution of the Implementation Agreement on 29.10.2025,

hereby announces to the investors the granting of a special authorisation pursuant to its resolution dated 16.12.2025, as provided under articles 99(1), 99(2)(a) and 100(1) of Greek law 4548/2018, for the execution of an amendment to the Implementation Agreement (hereinafter the “**Amendment to the Implementation Agreement**”) by means of which the following changes are approved concerning the contribution-in-kind by Allwyn to the Company (hereinafter the “**Allwyn Contribution**”), as part of the overall Transaction, following completion of the transfer of the Company’s registered seat from Greece to the Grand Duchy of Luxembourg (hereinafter the “**Converted Company**”):

- (1) The Allwyn Contribution will include: (a) the entire shares held in its subsidiaries, other than the Company (excluding such number of the Company shares as equals the incremental number of additional Company shares held by Allwyn and its group as at the date of the Allwyn Contribution as compared to the number of shares held by on 1.10.2025 (hereinafter the “**Company Contributed Shares**”), including Allwyn Czech Republic Holding a.s., Allwyn Asia Holding a.s., Allwyn Services Czech Republic a.s., Allwyn Austria Holding 1 GmbH, Allwyn UK Holding B Ltd., Allwyn Entertainment Financing (UK) plc, Allwyn Services UK Ltd., Allwyn UK Holding Ltd., Allwyn Greece & Cyprus Holding 2 Ltd., Sazka Delta Management Ltd., Allwyn Italy Holding AG, Allwyn Slovensko a.s., Next Lotto GmbH and Allwyn Management Services AG; (b) all assets and liabilities or derivatives relating to financing arrangements (whether intra-group or external); and (c) any other assets or liabilities of Allwyn, other than the shares

held in the Company, including any cash or cash equivalents held at that time, as described in the contribution term sheet that is attached to the Amendment to the Implementation Agreement. In addition and for no additional consideration, Allwyn will ensure that, at substantially the same time as the Allwyn Contribution, any Company Contributed Shares will be transferred to the Company, either by way of a direct contribution or because they are held by one of the entities being contributed to the Company.

- (2) The Allwyn Contribution will take place in consideration for the issuance by the Company of **445,684,184 new common registered shares with a nominal value of €0.30 each** (the “Common Shares”), subject to verification of the valuation of the contributed assets by an independent expert report under article 420-23 (6) of the 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*). **No Preference Shares will be issued to Allwyn in connection with the Transaction.**

Allwyn is a party related to the Company within the meaning of article 99(2)(a) of Greek law 4548/2018, since it is an intermediate parent entity of the Company, holding indirectly the majority of voting rights in the Company and exercising control over the Company within the meaning of IAS 24/IFRS.

The Amendment to the Implementation Agreement is expected to be entered into as soon as this special authorization becomes definitely valid under Greek law 4548/2018. The aggregate value of the Transaction is estimated on the basis of the implied value of the assets and liabilities to be contributed by Allwyn into the Company as part of the Allwyn Contribution, calculated as the number of new Common Shares to be contributed multiplied by the implied value of €20.12 per share, based on the Company’s closing share price on 10.10.2025. On that basis, the indicative aggregate value of the Transaction amounts to €€8,967 million.

The above special authorisation granted by the Board of Directors of the Company for the execution of the amendment to the Implementation Agreement shall remain in full force for six (6) months, in accordance with article 100(1) of Greek law 4548/2018, and shall become effective following the lapse of the ten (10) day period from the publication hereof, under article 100(3) of Greek law 4548/2018.

For the granting of the above special authorisation, the Board of Directors of the Company took into account the report dated 15.12.2025 prepared by the independent Certified Auditors – Accountants Konstantinos Kazas (SOEL Reg. No. 55641) and Dimitris Douvris (SOEL Reg. No. 33921) of the firm “Grant Thornton Société Anonyme Tax and Business Advisory Solutions”, pursuant to article 101(1) of Greek law 4548/2018 (hereinafter the “**Amended Valuation Report**”), which confirmed that the Implementation Agreement, as proposed to be amended by means of the Amendment to the Implementation Agreement, is fair and reasonable for the Company and its shareholders who do not constitute related parties, including minority shareholders, and is attached to the above resolution of the Board of Directors and hereto.

The individual stages of the Transaction incorporate the mechanisms prescribed by the applicable legislation for the protection of shareholders’ interests, including approval by the General Meeting

of shareholders subject to increased quorum and majority requirements, and review by independent experts as to the fairness and reasonableness thereof, as applicable.

This announcement of the Board of Directors under Article 101(2) of Greek law 4548/2018 has been registered with the General Commercial Registry (G.E.M.I.) with registration number 5775233/19.12.2025, along with the Amended Valuation Report, which forms integral part thereof.