



**“INTRALOT SA –  
INTEGRATED LOTTERY SYSTEMS AND SERVICES”  
DISTINCTIVE TITLE  
“INTRALOT”  
General Commercial Registry No. 818201000**

**Drafts of proposed resolutions on issues of the Agenda regarding the  
Shareholders Ordinary General Meeting of Intralot dated 28 August 2025**

(Article 123 par. 4 of Law 4548/2018 as in force)

**1. Submission for approval of the corporate and consolidated annual financial statements of the fiscal year 01.01.2024 to 31.12.2024 in accordance with the International Financial Reporting Standards (I.F.R.S.), after hearing the relevant Board of Directors’ Reports and the Certified Auditor’s Report regarding the above-mentioned fiscal year.**

The President of the General Meeting submits for the approval of the Shareholders Meeting the corporate and consolidated financial statements of the fiscal year from 01.01.24 to 31.12.24 and the Report of the Board of Directors compiled on the basis of books and records of the Company by the Company's management, according to the International Financial Reporting Standards (IFRS) and approved by the Board of Directors on the meeting of 31.03.2025, as well as the Report of the Auditors, which is as follows:

.....

The Annual Financial Statements, the Annual Report of the Board of Directors and the Statutory Auditor’s Report for the fiscal year 2024 have been included in the Annual Financial Report of the Company for the fiscal year 2024 and are available on the Company’s website at <http://www.intralot.com> and on the website of the “Hellenic Exchange – Athens Stock Exchange S.A.” (ATHEX). The Annual Financial Statements along with the relevant reports as mentioned above, will be filed with the General Commercial Registry (GEMI) pursuant to the provisions of articles 13 and 149 of Law 4548/2018, within twenty (20) days from their approval by the Ordinary General Meeting.

The General Meeting accepts with ..... votes, that is ..... % of those present, the above proposal of the President and approves the annual corporate and consolidated financial statements of the fiscal year from 1.1.2024-31.12.2024 as well as the relevant reports of the BoD and of the Certified Auditors.

**2. Approval of the overall management of the Company per article 108 of Law 4548/2018, as in force, and discharge of the BoD members and of the Certified Auditors from any liability for indemnification regarding Company's management, the financial statements and the consolidated financial statements, for the fiscal period under examination (01.01.2024-31.12.2024).**

The General Meeting approves, according to law and the Company's articles of association, with ..... votes, that is ..... % of those present, the proposal of its President and the overall management of the Company for the fiscal year 2024, in accordance with article 108 of L. 4548/2018 and discharges the members of the Board of Directors and the Certified Auditors from any liability for indemnification for the management of the Company, the Financial Statements and the Consolidated Financial Statements, for the fiscal period under examination (01.01.2024-31.12.2024).

**3. Presentation and submission to the General Meeting of the Annual Activities Report of the Audit Committee for the fiscal year 01.01.2024 to 31.12.2024 according to article 44 of Law 4449/2017 as in force.**

The annual Activities Report of the Audit Committee is submitted to the General Meeting and is presented to the Shareholders in accordance with the provisions of article 44 par 1 (i) of L. 4449/2017.

The Annual Activities Report for fiscal year 2024 is available on the Company's website at <http://www.intralot.com>.

**4. Appointment of an Audit Firm of Certified Auditors for the audit for the fiscal year 01.01.2025 to 31.12.2025 and for the issuance of the annual tax certificate and determination of its remuneration.**

The General Meeting approves, according to law and the Company's articles of association, with ..... votes, that is ..... % of those present, the proposal of its President, following a relevant recommendation of the Audit Committee, the election of the Audit Firm ..... for the audit of the fiscal period of 01.01.2025 – 31.12.2025 and for the issuance of the tax certificate provided by the article 65a of the L.4174/2013, as in force. Furthermore, it resolves on the determination of the remuneration of the audit firm, according to its respective offer to the Company, in an amount not exceeding €..... plus V.A.T. for the audit of the whole fiscal year 1.1.2025 to 31.12.2025 as well as for the issuance of the tax certificate provided by the article 65a of the L.4174/2013, as in force.

**5. Appointment of an Audit Firm to provide assurance on the Sustainability Report for the current fiscal year 01.01.2025 - 31.12.2025 and determination of its remuneration**

The General Meeting approves, according to law and the Company's articles of association, with ..... votes, that is ..... % of those present, the proposal of its President, following a relevant recommendation of the Audit Committee, the election of the Audit Firm ..... for the assurance of the Sustainability Report of the fiscal period of 01.01.2025 – 31.12.2025. Furthermore, it resolves on the determination of the remuneration of the audit firm, according to its respective offer to the Company, in an amount not exceeding €..... plus V.A.T

**6. Discussion and voting on the Remuneration Report provided in article 112 of L. 4548/2018 in relation to the fiscal year 2024.**

*[Note to the shareholders: According to par. 3 of article 112 of L. 4548/2018, the shareholders vote in relation to the remuneration report is Advisory]*

Following the unanimous proposal of the Board of Directors, following a suggestion and proposal of the Remuneration and Nomination of the Board of Directors Committee, the remuneration report of L.4548/2018 for the year 2024 is submitted to the General Meeting. The submitted remuneration report for discussion and advisory vote is made available to the Shareholders on the Company's website ([www.intralot.com](http://www.intralot.com)). The said remuneration report includes the information required under article 112 of L 4548/2018. It was prepared based on the assumptions contained in the Remuneration Policy of the Members of the Board of Directors, which was approved by the Ordinary General Meeting of Shareholders of the Company on May 30, 2024, with a validity of four years and is available on the Company's website [www.intralot.com](http://www.intralot.com).

In the opinion of the Board of Directors' Remuneration and Nomination Committee, the Remuneration Report fully reflects in detail and in a transparent manner all kind of BoD members remuneration, which are within the framework of the above Remuneration Policy and therefore such remuneration is fully consistent with the will of the Company's shareholders.

The General Meeting approves, according to law and the Company's articles of association, with ..... votes, that is ..... % of those present, in advisory manner, its President's proposal and the remuneration report for 2024.

**7.Approval of the remuneration of the BoD members for the fiscal year 2024 according to art. 109 of L. 4548/2018, as in force.**

The General Meeting approves, according to law and the Company's articles of association, with ..... votes, that is ..... % of those present, it's President's proposal and the total amount of €..... for the

remuneration of the BoD, which was distributed and paid to each member of the Board of Directors pursuant to a Board of Directors decision dated 19.07.2024 resolved according to the Remuneration Policy of the Company.

**8. Pre-approval of the provision of compensation and remuneration to the members of the Company's Board of Directors for the current fiscal year (from 1.1.2025 to 31.12.2025), pursuant to art. 109 of L. 4548/2018, as in force.**

The General Meeting approves, according to law and the Company's articles of association, with ..... votes, that is ..... % of those present, its President's proposal and the pre-approval of the provision of compensation and remuneration to the BoD members of the Company for the current fiscal year (from 1.1.2025 to 31.12.2025), pursuant to the approved Remuneration Policy and according to art. 109 of Law 4548/2018, as in force, for the time they afford for the sessions of the Board of Directors and for fulfilling their duties, to the amount not exceeding the respective remuneration thresholds set by the Remuneration Policy and authorizes the Board of Directors to perform the actions necessary for the implementation of the above.

**9. Submission of the Report of the Independent Non-Executive Members of the Board of Directors in accordance with article 9 par. 5 of Law 4706/2020.**

This item is submitted to the General Assembly in accordance with the provisions of article 9 par. 5 of Law 4706/2020 and is not put to the vote. The Independent Non-Executive Members of the Board of Directors jointly submit to the Ordinary General Meeting so that the Company's shareholders are aware of it - said Report has been prepared in accordance with the provisions of Article 9 par. 5 of Law 4706/2020. The Report of the Independent Non-Executive Members has been posted on the Company's website [www.intralot.com](http://www.intralot.com)

**10. Granting authorization to the Board of Directors to increase the share capital of the Company, in accordance with article 24 par.1(b) of Law 4548/2018.**

Subsequently, the General Meeting approves, in accordance with the law and the Company's ..... articles ..... of ..... association, ..... with ..... votes .....(.....), i.e. with a percentage of .....% of those present, the above proposal in its entirety and specifically the authorization to the Board of Directors of the Company, in accordance with article 24 par. 1(b) of Law 4548/2018: (a) to decide and proceed, with the quorum and majority provided for in the law, in the context of one or more transactions, once or repeatedly, to increase the share capital of the Company by an amount that may not exceed in total three times the paid-up share capital existing on the date of granting the said authority, i.e. to increase it by an amount of up to €543,686,058.90 (nominal capital), with the issuance of up to 1,812,286,863 new common registered voting shares, with contributions in cash and/or in kind, and to determine the more specific terms of the increase, including, but not limited to, the schedule and structure of the increase, by public offering and/or private placement, the issue and/or disposal price of the new shares, the selection of investors and the allocation criteria among the various categories of investors, the conclusion of the necessary contracts or agreements with intermediary,

organizing, coordinating or managing banks and/or other investment service providers, and, more generally, to proceed with any necessary, desired or deliberate act, action, declaration and legal transaction for the implementation of the increase, including the relevant amendment of the Company's Articles of Association and the listing and trading of the new shares on the regulated market of the Athens Stock Exchange, and (b) to restrict or even abolish, at its absolute discretion with the quorum and majority provided for in the law, the pre-emptive right of existing shareholders, in accordance with the provisions of article 27 par. 4 of Law 4548/2018 in the context of the share capital increase decided by the Board of Directors in accordance with the authorization under (a) above. It will also have the option to decide that in the event that the increase is not fully covered, there will be a possibility for a partial coverage and, furthermore, to define relevant terms and conditions.

The above power will be valid for [twelve (12)] months from the date of the decision of the General Meeting, which may be exercised after the end of the acceptance period of the mandatory public offer submitted on 2.7.2025, in accordance with Law 3461/2006, by the company with the name "PE SUB HOLDINGS, LLC" for the acquisition of the common, registered shares of the Company, the information sheet of which was approved by the decision of the Board of Directors of the Capital Market Commission dated [30.07.2025].

**11. Updating the Suitability Policy of the members of the Board of Directors of the Company (article 3 of Law 4706/2020) in accordance with the provisions of Law 5178/2025.**

Following a unanimous proposal of the Board of Directors following a recommendation and proposal from the Remuneration and Nomination Committee of the Board of Directors, the draft Suitability Policy, which was prepared with the care of the Remuneration and Nomination Committee of the Board of Directors, is brought to the attention of the General Meeting, in order to be updated, in accordance with the provisions of Law 5178/2025 and is posted on the Company's website [www.intralot.com](http://www.intralot.com).

The General Meeting approves, in accordance with the law and the Company's articles of association with votes ....., i.e. with a percentage of.....% of those present, the Recommendation of its Chairman and the updated Suitability Policy of the members of the Company's Board of Directors in accordance with Law 4706/2020 and Law 5178/2025.

**12. Granting authorization to both Board of Directors members and Company's Directors to participate in the Board of Directors or in the management of other affiliated companies as those companies are defined in article 32 of Law 4308/2014 and, therefore, the conducting on behalf of the affiliated companies of acts falling within the Company's purposes.**

The General Meeting approves, in accordance with the law and the Company's Articles of Association, by ..... votes, i.e. by .....% of those present, the proposal of the President and the granting of authorization pursuant to Article 98 of Law 4548/2018 to the members of the Board of Directors and the Directors of the Company to participate in the Boards of Directors or in the management of other



affiliated companies and therefore for the performance on behalf of the affiliated companies of operations subject to the purpose pursued by the Company.

### **13. Announcements.**

Update from the Board of Directors on corporate affairs.