



## INVITATION

Of the shareholders of the société anonyme under business name:  
**"INTRALOT SA - INTEGRATED LOTTERY SYSTEMS AND SERVICES"**  
bearing the distinctive title  
**"INTRALOT"**

**General Commercial Registry No. 818201000**

Former Registration No. 27074/06/B/92/9

**to the Extraordinary General Meeting**

According to Law and the Company's Articles of Association and by relevant decision of the Company's Board of Directors, Company's Shareholders are invited to attend the Extraordinary General Meeting to be held on Thursday, the tenth (10<sup>th</sup>) of April 2014, at 13:00, at the Athens Information Technology (AIT) (19th klm Markopoulou Ave., Attica), to discuss and decide upon the following issues on the Agenda:

### ISSUES OF THE AGENDA

1. Election of new Board of Directors and appointment of independent members in accordance with Law 3016/2002 in force as amended.
2. Election of new Audit and Compliance Committee in accordance with Law 3693/2008
3. 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 42e' of Codified Law 2190/1920 and, therefore, the conducting on behalf of the affiliated companies of acts falling within the Company's purposes.

According to C.L.2190/1920, the Company informs its shareholders on the following:

#### A. Right to attend and vote at the General Meeting

All Shareholders of the Company have the right to attend the General Meeting and vote in person or by proxy, subject to the provisions of C.L.2190/1920, as amended and in force, and as follows. Each share gives right to one vote.

Whoever appears as a shareholder in the records of the Dematerialized Securities System managed by the "Hellenic Exchanges S.A.", where the transferable securities (shares) of the Company are registered, has the right to participate in the Extraordinary General Meeting. The proof of the shareholding status is made by presenting relevant written certification of Hellenic Exchanges S.A. or alternatively, via direct electronic connection of the Company with the archives of the Hellenic Exchanges S.A.

The qualification as a shareholder must be in force on the beginning of 05.04.2014 (Record Date) that is, of the fifth (5th) day before the day of session of the General Meeting on 10.04.2014 and the relevant written confirmation or electronic

certification on the shareholder's qualification must be received by the Company, at the latest, by 07.04.2014, that is the third (3rd) day before the session of the General Meeting.

Towards the Company, only persons having shareholding qualification on the aforementioned Record Dates are entitled to participate in and vote at the respective General Meeting. Shareholders, not having complied with the provisions of article 28a of C.L.2190/1920 as it applies, may only attend the General Meeting following its approval.

The exercise of such rights does not presume the blocking of the beneficiary's shares not the adherence to another similar procedure which restricts the possibility of sale and transfer of such shares during the period between the Record date and General Meeting

B. Final dates for exercising Minority Shareholders' Rights pursuant to par. 2, 2a, 4 and 5 of article 39 of C.L.2190/1920.

1. Shareholders representing one twentieth (1/20) of the paid capital share capital of the Company, may ask:

a) with a request which must be received by the Board of Directors by 26.03.2014 and which must be accompanied by a justification or draft resolution for approval at the General Meeting, to include additional matters to the agenda of the General Meeting. The revised agenda is published on 28.03.2014, in the same manner as the previous agenda.

b) with a request which must be received by the Board of Directors by 03.04.2014, to make available to the shareholders until 04.04.2014 draft resolutions in relation to the matters included in the original or revised agenda.

2. Any shareholder may ask, by request submitted to the Company by 04.04.2014, the provision to the General Meeting of certain information on the Company's business, to the extent that said information is useful for the accurate assessment of matters on the agenda.

3. Shareholders representing one fifth (1/5) of the paid capital stock of the Company, are entitled to ask by request submitted to the Company by 04.04.2014, the provision to the General Meeting of information on the course of the corporate affairs and its financial status.

Detailed information regarding the above minority rights and the right to exercise them is available on the Company's website ([www.intralot.com](http://www.intralot.com)).

C. Procedure for voting by proxy

Each shareholder participate in the General Meeting and vote either in person or by proxy. A proxy acting as a delegate for more than one shareholders may vote in a different manner for each shareholder. Legal entities may participate in the General Meeting by appointing one to three natural persons as their proxies.

A shareholder may appoint a proxy for a single General Meeting or for any General Meeting that may occur within a specified period of time. The proxy votes according to the shareholder's instructions, if any, and is obligated to maintain a record of voting instructions for at least one (1) year as from the submission of the minutes of the General Meeting to the relevant competent authority, or as from the resolution's recording in the Register of Sociétés Anonymes, should the resolution is subject to publication. Failure of the proxy to comply with the instructions he has received, does not affect the status of the General Meeting's resolutions, even if the delegate's vote was instrumental in their adoption.

A shareholder's proxy is obligated to inform the Company, prior to the beginning of the session of the General Meeting, of any specific event, which may be useful to shareholders to evaluate the risk of the proxy serving interests other than the shareholder's interests. Conflict of interest may result when the proxy: a) is shareholder exercising control over the Company or is another legal person or entity controlled by such shareholder, or b) is a member of the Board of Directors or of the Company's management or of a shareholder exercising control over the Company or other legal person or entity controlled by the shareholder who exercises control on the Company, or c) is employee or chartered auditor of the Company or shareholder exercising control on the Company or other legal person or entity controlled by a shareholder, who exercises control on the Company, or d) is spouse or first degree relative to one of the natural persons mentioned above under cases a' to c'.

The appointment and the revocation of a shareholder's proxy is made in writing and is notified to the Company in the same manner, at least three (3) days prior to the date of session of the General Meeting.

Each shareholder may appoint up to three (3) proxies. However, if a shareholder holds Company shares appearing in more than one securities' accounts, this restriction does not prevent the shareholder from appointing separate proxies for shares appearing in each securities' account as regards the General Meeting.

The Company makes available on its website ([www.intralot.com](http://www.intralot.com)) the form to be used for appointing a proxy. The shareholder should submit this form completed and signed, to the Shareholder Services Department of the Company, at the address: 64, Kifisias Ave. and 3, Premetis St., at Maroussi, Attica or fax it to: +30 2106106800, at least three (3) days prior to the date of the General Meeting. The beneficiary is kindly requested to confirm that the proxy's appointment form is successfully dispatched and received by the Company and, for this purpose, to contact the company at the telephone nr: +30 2106156000 (Shareholder Services Department).

The Company's Articles of Association does not foresee the possibility of participation of the shareholders in the General Meeting by electronic means, without the physical presence of shareholders at its premise or the distance participation of shareholders in the voting process either by electronic means or via post, and may not appoint or recall a proxy by electronic means, as no relevant Ministerial Resolutions determining the minimum technical specifications for safeguarding the id of the shareholder and the safety of the electronic or other connection, have been issued.

#### D. Available Documents & Information

The information of article 27 par.3 of C.L.2190/1920 will be available in electronic format on the Company's website ([www.intralot.com](http://www.intralot.com)). The full text of any documents and drafts of resolutions provided in article 27 par. 3, cases c and d, of C.L.2190/1920, will be available in paper format at the offices of the Company's Shareholder Services Department at the following address: 64, Kifisias Ave. and 3, Premetis St., Maroussi, Attica.

**Maroussi 14.03.2014**  
**THE BOARD OF DIRECTORS**