



**“INTRALOT SA –  
INTEGRATED LOTTERY SYSTEMS AND SERVICES”  
DISTINCTIVE TITLE  
“INTRALOT”**

**Sociétés Anonymes Reg. No. 27074/06/B/92/9  
G.E.M.I 818201000**

**Draft of amendments of the articles of association, on which the Extraordinary  
General Meeting of stockholders of the Company is called to vote on 19.6.2015**

CURRENT ARTICLES OF ASSOCIATION	PROPOSED AMENDMENT
<p style="text-align: center;"><b>Article 17</b></p> <p style="text-align: center;"><b>Issues of Discussion – Minutes of the General Meeting</b></p> <p>1. The discussions and resolutions of the General Meeting are confined on the issues entered in the agenda.</p> <p>2. The summary of issues discussed and resolved in a general meeting is entered in a specific book. Following the request of a stockholder, the president of the meeting is obligated to record an accurate summary of this stockholder’s opinion in the minutes. A list of stockholders present or represented in the general meeting, drawn according to par.2 of article 27 of C.L.2190/1920, is also entered in the same book. The Board of Directors is responsible for publishing the voting results on the</p>	<p style="text-align: center;"><b>Article 17</b></p> <p style="text-align: center;"><b>Issues of Discussion – Minutes of the General Meeting</b></p> <p>1. The discussions and resolutions of the General Meeting are confined on the issues entered in the agenda.</p> <p>2. The summary of issues discussed and resolved in a general meeting is entered in a specific book. Following the request of a stockholder, the president of the meeting is obligated to record an accurate summary of this stockholder’s opinion in the minutes. A list of stockholders present or represented in the general meeting, drawn according to par.2 of article 27 of C.L.2190/1920, is also entered in the same book.</p>

<p>company website within five (5) days of the date of the general meeting at the latest, determining at least the number of stocks for which a valid vote was cast in reference to each resolution, the percentage of share capital represented by these votes, the total number of valid votes cast and the number of votes cast for and against each resolution, as well as the number of abstentions.</p> <p>3. The copies and extracts of the minutes are confirmed by the President of the Board of Directors, the vice president or the General Manager of the company.</p>	<p>The Board of Directors is responsible for publishing the voting results on the company website within five (5) days of the date of the general meeting at the latest, determining at least the number of stocks for which a valid vote was cast in reference to each resolution, the percentage of share capital represented by these votes, the total number of valid votes cast and the number of votes cast for and against each resolution, as well as the number of abstentions.</p> <p>3. The copies and extracts of the minutes are confirmed by the President of the Board of Directors, or the Chief Executive Officer or the Deputy Chief Executive Officer or other Consultant.</p>
<p style="text-align: center;"><b>Article 21</b></p> <p style="text-align: center;"><b>Formation of the Board of Directors</b></p> <p>1. The Board of Directors immediately after its election meets and forms into body by</p>	<p style="text-align: center;"><b>Article 21</b></p> <p style="text-align: center;"><b>Formation of the Board of Directors</b></p> <p>1. The Board of Directors immediately after its election meets and forms into body by</p>

<p>electing the Chairman, and Vice-Chairman.</p> <p>2. The Board of Directors may elect one or two Managing Director out of its members only, specifying at the same time their powers.</p> <p>3. The Chairman of the Board presides the Meetings. If absent or impeded he is substituted by the Vice-Chairman with full extend of powers, and if the latter is absent or impeded he is substituted by the Managing Director or another member of the Board.</p>	<p>electing the Chairman, and Vice-Chairman.</p> <p>2. The Board of Directors may elect one or two Managing Director, specifying at the same time their powers.</p> <p>3. The Chairman of the Board presides the Meetings. If absent or impeded he is substituted by the Vice-Chairman with full extend of powers, and if the latter is absent or impeded he is substituted by the Chief Executive Officer and if the latter is absent the by oldest Consultant.</p>
<p style="text-align: center;"><b>Article 25</b></p> <p style="text-align: center;"><b>Minutes of Proceedings of the Board of Directors</b></p> <p>1. The decisions and discussions of the Board of Directors are recorded into the Minutes Books.</p> <p>2. Copies and extracts from the Minutes Book of the Board of Directors are certified by the Vice-Chairman or the General Manager.</p>	<p style="text-align: center;"><b>Article 25</b></p> <p style="text-align: center;"><b>Minutes of Proceedings of the Board of Directors</b></p> <p>1. The decisions and discussions of the Board of Directors are recorded into the Minutes Books.</p> <p>2. Copies and extracts from the Minutes Book of the Board of Directors are certified by the President or the Chief Executive Officer or the Deputy Chief Executive Officer or other Consultant.</p>
<p style="text-align: center;"><b>Article 26</b></p> <p style="text-align: center;"><b>Remuneration of the Board of Directors</b></p>	<p style="text-align: center;"><b>Article 26</b></p> <p style="text-align: center;"><b>Remuneration of the Board of Directors</b></p>

1. The Members of the Board may receive remuneration the amount of which is determined by the Ordinary General Meeting by a special resolution.

2. Any other fee or remuneration of the Members of the Board is borne by the Company if approved by a special resolution of the Ordinary General Meeting.

3. Loans of the Company to the founders, Members of the Board, General Managers or Directors of the Company, relatives of the same up to third degree by blood or affinity including the wives of the above, and to legal entities controlled by the above persons, according to the provision of article 23a par. 5, as well as advancing funds to them in any manner whatsoever or granting guarantees in favour of the same to third parties are strictly prohibited and are null and void.

Any other contract between the Company and these persons requires necessarily special permit by the General Meeting. This applies also for the employment contracts and any amendment of the same. This permit is not

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2. Any other fee or remuneration of the Members of the Board is borne by the Company if approved by a special resolution of the Ordinary General Meeting.

3. In relation with loans, guarantees, insurances and any other contracts of the Company or other legal entities controlled by the Company with members of the Board of Directors or/and persons coming under the definition of article 23a of the Codified Law 2190/1920 apply the predictions of the abovementioned article 23a of the Codified Law 2190/1920 as applicable.

granted in case that stockholders representing the one third (1/3) of the paid up share capital represented in the meeting, oppose to such a decision. This prohibition does not apply in case of a contract which does not exceed the limits of the company's usual transactions with clients.

The permit described in the previous paragraph may be granted after the conclusion of the contract, unless the one twentieth (1/20) of the stockholders objects to such to the said decision.

Exceptionally, granting of warranties or any other security in favour of the persons par. 3 will be allowed only if aa) the warranty or security serves the corporate interests, bb) the company is entitled to turn against the principal debtor or the person in favour of whom the security is given, cc) it is provided that the receivers of the security will be satisfied only after full payment or consent of all the creditors with claims already created at the time of the submission to publicity according to the next paragraph and dd) there is prior permit by the General Meeting, which may not be

given, if the said decision is opposed by the 1/20, in the case of companies listed with the stock exchange. The board of directors will submit to the general meeting a report regarding the accomplishment of the requirements set in this subparagraph.

The decision of the general meeting, passed according to the pervious subcase dd, which includes the basic data of hte warranty or security, and particularly the amount and term thereof, as well as the report of the board, will be subject to the publicity requirements of article 7b, C.L. 2190/1920. The effectiveness of this warranty or security will start only after the implementation of publication.

**4.** Loans by the company to third parties and granting them credit, or advancing funds to them in any manner whatsoever, or granting guarranties in favour of third parties for the purpose of them acquiring stocks of the company, are totally prohibited and are considered null and void.