



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

**Drafts of resolutions on issues of the Agenda regarding the Shareholders  
Ordinary General Meeting of Intralot dated 29 May 2020**

(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 01.01.2019 to 31.12.2019 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 01.01.19 to 31.12.19 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 04.05.2020, as well as the Report of the Auditor, 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 2019 have been included in the Annual Financial Report of the Company for the fiscal year 2019 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 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 1.1.2019-31.12.2019 as well as the relevant reports of the BoD and of the Certified Auditor.

2. Approval of the overall management of the Company per article 108 of Law 4548/2018, as in force, and discharge of the Board of Directors 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 (01.01.2019-31.12.2019).

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 2019, in accordance with article 108 of L. 4548/2018 and discharges the members of the Board of Directors and the Certified Auditor 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 (01.01.2019-31.12.2019).

3. Election of regular and alternate Certified Auditors for the audit of the fiscal year 1.1.2020 to 31.12.2020 and for the issuance of the tax certificate and determination of their fees.

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 and Compliance Committee, the re-election of the Audit Companies .) for the audit of the fiscal period of 01.01.20 – 31.12.20 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 aforesaid audit firms, according to their respective offers to the Company, in an amount not exceeding €. plus V.A.T. for each audit company for the audit of the fiscal year 1.1.2020 to 31.12.2020 and for the issuance of the tax certificate provided by the article 65a of the L.4174/2013, as in force.

4. Announcement of election of a new Board of Directors member in replacement of a resigned member.

It is announced to the General Meeting the election of Mr. Christos Dimitriadis as a new member of the Board of Directors during its session held on 09.03.2020 in replacement of the resigned member Mr Dimitrios Klonis. Mr Christos Dimitriadis has been deemed fit and proper as member of the Board of Directors by the Remuneration and Nomination Committee and its CV is available in the website of the Company [www.intralot.com](http://www.intralot.com)

5. Approval of the Remuneration Policy of the Company in accordance with article 110 par.2 of L. 4548/2018, as in force.

Following the recommendation and suggestion of the Remuneration and Nomination Committee and unanimous proposal of the BoD is submitted to the General Meeting the suggested remuneration policy of the Company with a four year validity period, according to the specific provisions of articles 110 and 111 of L 4548/2018. The entire text of the suggested remuneration policy is available on the Company's site [www.intralot.com](http://www.intralot.com). and will be included in the minutes of the General Meeting It is also suggested to authorize the BoD to administer and implement the Remuneration

Policy, following at all times the relevant recommendations by the Remuneration and Nomination Committee of the Company.

The General Meeting approves, according to law and the Company's articles of association, with ..... votes, that is ..... % of those present, the President's proposal and the Remuneration Policy of the Company.

6. Discussion and voting on the Remuneration Report provided in article 112 of L. 4548/2018 in relation to the fiscal year 2019.

Following the unanimous proposal of the Board of Directors is submitted to the General Meeting the remuneration report under article 112 of L.4548/2018 for the year 2019. The submitted remuneration report for discussion and consulting 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.

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

7. Approval of the remuneration of the Board of Directors members for the fiscal year 2019 according to art. 109 of L. 4548/2018, as in force (ex. art. 24 of Codified Law 2190/1920).

The General Meeting approves, according to law and the Company's articles of association, with ..... votes, that is ..... % of those present, the President's proposal to offer the total sum of €..... for the remuneration of the BoD, which was distributed and paid according to each member of the BoD pro rata to his/her participation at the BoD sessions during the period from 01.01.2019 to 31.12.2019, in application of the decision of the Ordinary Shareholders Meeting dated 25.6.2019.

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 1.1.2020 to 31.12.2020), 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, the President's proposal and the pre-approval of the provision of compensation and remuneration to the non-executive Board of Directors members of the Company for the current fiscal year (from 1.1.2020 to 31.12.2020), pursuant to the approved by today's General Assembly 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 amount decided by the Ordinary General Meeting of the shareholders of 2019, i.e. .... and

authorizes the Board of Directors to perform the actions necessary for the implementation of the above.

9. 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, according to law and the Company's articles of association, with ..... votes, that is ..... % of those present, its President's proposal to grant permission, to the members of the Board of Directors and the Managers of the Company, to participate in other Boards of Directors or in the management of other affiliated companies as those companies are defined in article 32 of Law 4308/2014 and, therefore, for conducting on behalf of the affiliated companies of acts falling within the Company's purposes.

10. Share buy – back pursuant to art. 49 of L. 4548/2018 with the possibility for distribution of shares to be acquired to its personnel and to the personnel of company's affiliates (according to article 32 of L. 4308/2014) and granting of authorization to the Board of Directors of the company for the further implementation of the decision and the observation of the legal formalities.

The approval of the buy-back program in accordance with the provisions of the art.49 of L.4548/2018, with the possibility for distribution of shares to be acquired to its personnel and to the personnel of company's affiliates (according to article 32 of L. 4308/2014) up 10% of the paid share capital, for the time period of the next 24 months with effect .....and until .....with a minimum price of Euro.....and maximum of Euro..... is proposed and granting of authorization to the Board of Directors of the company for the further implementation of the decision and the observation of the legal formalities. It is also proposed that the own shares which will be possibly acquired to may be kept for future acquisition of shares in another company.

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 above mentioned share buy- back and grants authorization to the Board of Directors of the Company for the observation of the formalities under the provisions of the law.

11. Announcements.

The Company's Board of Directors will provide information to the shareholders regarding the corporate affaires.