



**“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 30 August 2023**

(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 01.01.2022 to 31.12.2022 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 01.01.22 to 31.12.22 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 11.04.2023, 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 2022 have been included in the Annual Financial Report of the Company for the fiscal year 2022 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 1.1.2022-31.12.2022 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 (01.01.2022-31.12.2022).

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 2022, 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 (01.01.2022-31.12.2022).

3. Presentation and submission to the General Meeting of the Annual Activities Report of the Audit Committee for the fiscal year 01.01.2022 to 31.12.2022 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 2022 is available on the Company's website at <http://www.intralot.com>.

4. Election of regular and alternate Certified Auditors for the audit of the fiscal year 01.01.2023 to 31.12.2023 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 Committee, the election of the Audit Firms for the audit of the fiscal period of 01.01.2023 – 31.12.2023 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 firm for the joint audit of the whole fiscal year 1.1.2023 to 31.12.2023 as well as for the issuance of the tax certificate provided by the article 65a of the L.4174/2013, as in force.

5. Discussion and voting on the Remuneration Report provided in article 112 of L. 4548/2018 in relation to the fiscal year 2022.

[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 2022 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). 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 29, 2020, with a validity of four years and is available on the Company's website www.intralot.com.

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 2022.

6. Approval of the remuneration of the BoD members for the fiscal year 2022 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, its 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 31.12.2022 resolved according to the Remuneration Policy of the Company.

7. 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 1.1.2023 to 31.12.2023), 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 1.1.2023 to 31.12.2023), 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.

8. 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

9. Announcement of the 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. Constantinos Farris as a new (executive) member of the Board of Directors during its session held on 21.03.2023 in replacement of the resigned member Mr. Fotios Konstantellos and for the rest of his term. His CV is available at the Company's website www.intralot.com

10. Election of a new Board of Directors and appointment of its independent members.

In accordance with Article 18 of the Company's Articles of Association, the Board of Directors is composed of seven (7) to eleven (11) members. The term of the members of the Board of Directors is six years and is extended until the expiry of the period within which the next ordinary General Meeting must be held and until the relevant decision is taken.

The Shareholders' General Meeting is called to elect a new Board of Directors with a term of six (6) years, in accordance with the Company's Articles of Association.

Following the suggestion of the Remuneration and Nomination Committee for the Election of Members of the Board of Directors, the Board of Directors proposes to the General Meeting the election of a ten-member Board of Directors, composed of the following candidates:

- Sokratis Kokkalis,
- Konstantinos Antonopoulos,
- Chrysostomos Sfatos,
- Konstantinos Farris,
- Dimitrios Theodoridis,
- Soohyung Kim,
- Vladimira Mircheva,
- Ioannis Tsoumas,
- Adamantini Lazari, and
- Dionysia Xirokosta

The ten-member composition proposed above allows the effective performance of the Board of Directors' responsibilities, reflects the size and activity of the Company and characterizes the diversity of knowledge, qualifications and experience that can contribute to the achievement of its business objectives.

The above proposal includes the re-election of seven (7) existing members of the Board of Directors and the election of three (3) new members (Mrs. Vladimira Mircheva and Messrs. Soohyung Kim and Dimitrios Theodoridis). Following the decision of the General Meeting, the new Board of Directors is constituted in accordance with the provisions of article 77(3) of Law No. 4548/2018 and article 20 of the Company's Articles of Association and decides on the assignment of its responsibilities.

The proposal for the election of the aforementioned members of the Board of Directors has been evaluated and reviewed by the Remuneration and Nomination Committee for the Election of Members of the Board of Directors, in accordance with the applicable regulatory and legislative framework, the Greek Corporate Governance Code, which the Company has adopted and implements, the Company's Board Member Suitability Policy, as well as in accordance with high standards of corporate governance and best practices, in order for the Board of Directors to be able to determine that the proposed candidates are suitable both individually and collectively.

In particular, the Remuneration and Nomination Committee for the Election of Members of the Board of Directors evaluated the candidate members for the Board of Directors both individually and collectively, taking into account:

- the assessment of the collective and individual capabilities of the Board of Directors, as stated in the Corporate Governance Statement for the year 2022 included in the INTRALOT Group's Annual Report for the financial year ended 31 December 2022, which is available on the Company's website

https://www.intralot.com/files/Report_IFRS_4Q2022_GR_FINAL.pdf

regarding the substantial contribution of each member proposed for re-election to the activities of the Board of Directors and its Committees and the substantial contribution to the work of these bodies and commitment to the role.

- the skills, experience, knowledge and qualifications of the members of the Board of Directors, as well as their curricula vitae and other professional commitments of the proposed members of the Board of Directors, as available on the Company's website www.intralot.com

- the provisions of the applicable regulatory and legislative framework, the approved Company's Board Member Suitability Policy, the Greek Corporate Governance Code, based on which it has determined that:

✓ the level of gender diversity will exceed the minimum legal requirements (i.e. will be 30%, exceeding the minimum legal requirement of 25%, rounded to the previous integer, in accordance with article 3 of Law No. 4706/2020),

✓ the number of proposed independent members is as required by current legislation, ensuring a high level of independence of the Board of Directors and its Committees (3 out of 10 members),

✓ the suitability criteria set out in the applicable regulatory framework and in the Company's Suitability Policy of the Board of Directors members are met.

The Remuneration and Nomination Committee for the Election of Members of the Board of Directors has determined that each proposed member of the Board of Directors is adequately qualified in terms of knowledge and skills - including academic and professional qualifications - experience and background to fulfil the duties assigned to him/her, as well as to meet the requirements of his/her position. It also confirmed the honesty and integrity of each proposed Board member, his/her good reputation, his/her ability to devote sufficient time to fulfilling his/her duties, and the absence of any conflict with respect to his/her election.

In addition, the Remuneration and Nomination Committee for the Election of Members of the Board of Directors assessed and validated the collective suitability of the Board of Directors, the fact that its composition reflects the knowledge, skills and experience required to fulfil its duties, the fact that the BoD members have the necessary skills to present their opinions, as well as the fact that the Board of Directors collectively has sufficient knowledge in all the areas in which the Company is active.

Independent Non-Executive Members

The Board of Directors, following the suggestion of the Remuneration and Nomination Committee for Board Members, proposes the appointment by the General Meeting of the following members who meet the independence criteria set by the regulatory and legislative framework and by article 9 par. 1 and 2 of Law 4706/2020:

Ioannis Tsoumas, Adamantini Lazari and Dionysia Xirokosta.

The Remuneration and Nomination Committee for the Election of Members of the Board of Directors has also verified that they meet the conditions of independence in accordance with the provisions of article 9 par. 1 and 2 of Law 4706/2020 and has concluded that there are no obstacles or incompatibilities in their persons. Taking into account their curricula vitae, the proposed independent members are considered suitable for the performance of their duties, as they have sufficient knowledge, skills and experience, independence of judgement, good moral character and good repute. The election of the above independent members of the Board is considered appropriate as they have many years of experience and knowledge in the Company's fields of activity.

The curricula vitae of all the members proposed by the Board of Directors are available on the Company's website www.intralot.com.

The General Meeting of the Company's Shareholders accepted, with votes (.....), i.e. with a percentage% of those present, the above proposal of the President of the General Meeting and specifically elected the above as members of the Company's BoD for a six-year term, which may be extended until the expiry of the period within which the next ordinary General Meeting must be held and until the relevant decision is taken, and appointed as independent members of the Board of Directors Messrs. Ioannis Tsoumas, Adamantini Lazari and Dionysia Xirokosta.

11. Resolution regarding the type of the Audit Committee, its composition (number of members and their positions) and of its term.

In relation to the structure, composition and number of members of the Company's Audit Committee, it is reminded that the Annual General Meeting of Shareholders of 29.06.2021 had decided in accordance with the provisions of article 44 of Law no. 4449/2017, as amended, the Audit Committee shall be a Committee of the Board of Directors, its term shall be equal to the term of the Board of Directors and its Members shall be three (3) in total, consisting of three (3) Independent Non-Executive Members of the Board of Directors.

The Board of Directors, taking into account the provisions of article 44 par. 1b of Law 4449/2017 as in force after its amendment by article 74 of L. 4706/2020, as well as the suggestion of the Remuneration and Nomination Committee of Board members, proposes, in the context of election, according to the above, a new Board of Directors, the appointment of the Company Audit Committee as a Committee of the Board of Directors, in accordance with the provisions of article 44 of Law 4449/2017, as in force, its term to be equal to the term of the new Board and its members to be a total of three (3) Independent Non-Executive Members.

The General Meeting of the Company's Shareholders approves, with votes (.....), that is% of those present, the General Assembly's President's proposal and appointed the Audit Committee of the Company as a Committee of the Board of Directors in accordance with the provisions of article 44 of L 4449/2017, as in force, its term to be equal to the term of the Board and its members to be total three (3) Independent Non-Executive Members.

12. Election of a new Audit Committee.

Following the suggestion of the Board of Directors which, took into account the provisions of par. 1 of article 44 of L. 4449/2017 as in force after its amendment by article 74 of L. 4706/2020 and the suggestion and proposal of the Remuneration and Nomination of Members of the Board Committee dated 01.08.2023, the President of the General Assembly proposes the election of the independent non-executive members Messrs. Ioannis Tsoumas, Adamantini Lazari and Dionysia Xirokosta as members of the Audit Committee of the Company

The other conditions set by article 44 of L. 4449/2017, as in force after its amendment by article 74 of L. 4706/2020, regarding the composition of the Audit Committee are that the members of the Committee have in their entirety adequate knowledge in the field where the company operates where all three independent non-executive members, according to their CVs have sufficient knowledge and experience.

Specifically, Mr. Ioannis Tsoumas, according to his CV, has sufficient knowledge in the field of activity of the Company as he has been an executive for a number of years in strategic positions in a company listed on the Athens Stock Exchange specializing in high technology IT services and solutions, such as our Company and he is already a member of the Board since October 2020, Ms. Adamantini Lazari, according to her

CV, is an economist and has sufficient knowledge and experience as she is or has been an executive for a number of years in large Groups of Companies, in Banking Companies, in the Greek Stock Exchanges (HELEX), in the Greek Central Securities Depository S.A. and has participated in Audit Committees of listed companies and Mrs. Dionysia Xirokosta due to her many years of experience as a Lawyer and her long participation as a managerial executive (General Manager) in the Competition Commission and she is already an independent member of the Board as of June 2021.

In addition, at least one member is required to have sufficient knowledge in auditing and accounting where Mr. Ioannis Tsoumas has sufficient knowledge and experience in auditing or accounting as he is a retired economist, having worked for a long time as a director in the Accounting Department of a listed on the Athens Stock Exchange Company and, also, as Head of Financial Department for the controlling procedures of the Financial Reports as well as of the control systems of the Financial Data in close cooperation with the Certified Auditors. All three (3) members of the Audit and Compliance Committee of the Company meet the conditions of independence of article 9 (par. 1 and 2) of Law 4706/2020 and par. 1 (d) of Law 4449/2017 as in force but also in accordance with the provisions of Article 44 par. 1 of Law 4449/2017, as in force) as, in particular, they do not hold more than 0.5% of the Company's share capital and do not have any dependency relationship with the Company or its affiliated persons and there are no obstacles or incompatibilities relating to them with regards to any relevant provisions, including the applicable Corporate Governance Code and the Company's Internal Regulations, and all of them are already independent members of the Company's Board of Directors and their re-election is proposed.

The General Meeting approves, with votes (.....), that is % of those present, the General Assembly's President's proposal and the appointment of the independent non-executive members Messrs. Ioannis Tsoumas, Adamantini Lazari and Dionysia Xirokosta as members of the Audit Committee of the Company for a term equal to the term of the Board of Directors, i.e. for six (6) years as from today, and may be extended until the expiry of the time period within which the next ordinary General Meeting must be held and until the relevant decision is taken.

13. Permission 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 within the meaning of article 32 of Law 4308/2014 and therefore to carry out on behalf of the affiliated companies transactions that fall within the purpose pursued by the Company.

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.

14. Granting of authorization to the Board of Directors in order for the latter to increase the share capital of the Company, pursuant to article 24 par. 1(b) of Law 4548/2018.

The General Meeting approves, according to law and the Company's articles of association with.....votes, that is.....% of those present, the granting of authorization by the General Meeting to the Board of Directors in order to resolve, pursuant to art. 24 para. 1(b) of Law 4548/2018 with the required by law quorum and majority, the increase of the share capital of the Company up to an amount not exceeding the 100% of the paid-up share capital on the date of granting of such authorizations to the Board of Directors, namely to increase the share capital by up to the amount of €111,401,100 (nominal capital) with the issuance of new common registered shares with voting rights, and to define the specific terms and time-schedule of the share capital increase with a relevant resolution pursuant to the applicable provisions of Law 4548/2018, including, indicatively, the structure of the increase, the subscription price of the new shares, the allocation criteria between the different categories of investors, the execution of the necessary contracts or agreements with banks or/and other investment services companies acting as intermediaries, organizers, coordinators or administrators and in general, to proceed with any required or advisable action, deed or transaction for the implementation of the share capital increase, including the relevant amendment of the Articles of Association of the Company. In addition, it will have to option to resolve that in case the share capital increase is not fully covered, there will be a possibility of partial coverage and, furthermore, to define relevant terms and conditions. The aforementioned authorization will remain in force for six (6) months as of the resolution of the General Meeting. The Board of Directors may exercise the abovementioned powers once.

15. Announcements.

Update from the Board of Directors on corporate affairs.