



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

General Commercial Registry No. 818201000
(Former Registration No. 27074/06/B/92/9)

**Drafts of resolutions on issues of the Agenda regarding the Shareholders Ordinary
General Meeting of Intralot dated 11 June 2014**

(item (d) of paragraph 3, article 27 of C.L.2190/1920, as it applies)

1. Submission for approval of the restated corporate and consolidated annual financial statements of the fiscal year 01.01.2012 to 31.12.2012, due to the application of the amended International Accounting Standard 19 and of the corporate and consolidated annual financial statements of the fiscal year 01.01.2013 to 31.12.2013 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 year.

The President of the General Meeting submits for the approval of the Shareholders Meeting the restated corporate and consolidated financial statements of the fiscal year from 01.01.12 to 31.12.12 due to the application of the amended International Accounting Standard 19 and the corporate and consolidated annual financial statements of the fiscal year 01.01.2013 to 31.12.2013 and the Report of the Board of Directors compiled on the basis of books and data 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 24.03.2014, as well as the Report of the Auditor, which is as follows:

.....
The General Meeting accepts with votes, that is % of those present, the President’s above proposal and approves the restated annual corporate and consolidated financial statements of the fiscal period from 1.1.2012-31.12.2012 and the annual corporate and consolidated financial statements of the fiscal period from 1.1.2013-31.12.2013, as well as the relevant reports by the BoD and the Certified Auditor.

2. Discharge of both the Board of Directors members and the Certified Auditor from any liability for indemnity regarding Company’s management, the financial statements and the consolidated financial statements during the fiscal period under examination (01.01.2013-31.12.2013).

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 discharges the members of the Board of Directors and the Certified Auditor

from all liability for indemnity regarding this fiscal period under examination (01.01.2013 - 31.12.2013).

3. Election of regular and alternate Certified Auditors for the audit of the fiscal year 1.1.2014 to 31.12.2014 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, and elects the companies "SOL S.A." and "Grant Thornton" to audit the fiscal period of 01.01.14 – 31.12.14, and decides that the Certified Auditors' remuneration will be determined according to the decisions of the Supervisory Council of the Institute of Certified Public Accountants.

4. Election of new Audit and Compliance Committee in accordance with Law 3693/2008.

It is suggested to elect a new members Audit and compliance Committee according to article 37 of L. 3693/2008, which will be consisted of Messrs independent(s) non executive(s) [and non executive(s)] Board of Directors members.

The General Meeting of the Company's shareholders approved, with votes, that is % of those present, the abovementioned General Meeting President's proposal and appointed Messrs as members of the Audit and compliance Committee according to article 37 of L. 3693/2008.

5. Approval of the remuneration of the Board of Directors members for the fiscal year 2013 and pre-approval of remuneration and compensations of non-executive members of the Board of Directors for the year 2014, pursuant to art. 24 of Codified Law 2190/1920 & art. 5 of the Law 3016/2002.

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, to be distributed and paid according to the duration of participation of each member in the BoD in the period from 01.01.2013 to 31.12.2013, and the determination of the compensation of the non-executive members of the BoD for this year, for the time they afford for meetings of the Board of Directors and for fulfilling their duties, to the amount of and authorizes the Board of Directors to perform the actions necessary for the implementation of the above; also approves the remuneration of the non-executive members of the BoD for the time afforded to meetings of the Board of Directors and the fulfillment of their duties in general, in 2013, as decided in the BoD's meeting of 31.12.2013, in the frame of the decision of 28.5.2013 by the General Meeting of the Shareholders of the Company.

6. Determination of the maximum salary of persons employed by the Company or by entities controlled by the Company for the period after 01.07.2014 in accordance with art. 23a 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, its Chairman's proposal and resolves for the approval of payment of the proposed salary to Messrs, who render their services to the Company under a dependent employment relationship, for the period after 01.07.2014.

7. 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.

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, according to article 23 of C.L. 2190/1920 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 42e' of Codified Law 2190/1920 and, therefore, for conducting on behalf of the affiliated companies of acts falling within the Company's purposes.

8. Approval for the formation of untaxed reserves from dividends of companies having their registered offices in European Union countries.

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 approval of the formation of untaxed reserves from dividends of companies having their registered offices in European Union countries in the amount of € 1,532,337.00.

9. Approval for a five-year commitment of the amount of 1,180,000€ of existing taxable reserves of the Company for the formation of temporary special reserve in 2013, which will be used to cover the Company's own participation in the program NSRF "ICT4 GROWTH, Support for Businesses for investment projects of development, providing innovative products and value added services" and in accordance with the terms of par.3.10 of action plan ICT4 GROWTH.

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 commitment for five years of the amount of 1,180,000€ of existing taxable reserves of the Company for the formation of temporary special reserve in 2013, which will be used to cover the Company's own participation in the program NSRF "ICT4 GROWTH, Support for Businesses for investment projects of development, providing innovative products and value added services" and in accordance with the terms of par.3.10 of action plan ICT4 GROWTH.

10. Share buy – back pursuant to art. 16 of Codified Law 2190/1920 and authorization to the Board of Directors on compliance with legal stipulations.

The approval of the buy-back program in accordance with the provisions of the art.16 of C.L. 2190/1920, up 10% of the paid share capital, for the time period of the next 24 months with effect from today and until 11.06.2016, with a minimum price of Euro.....and maximum of Euro..... is proposed. 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 program 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 affairs.