



**“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 26 May 2016**

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

1. Submission for approval of the corporate and consolidated annual financial statements of the fiscal year 01.01.2015 to 31.12.2015 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 corporate and consolidated financial statements of the fiscal year from 01.01.15 to 31.12.15 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 30.3.2016, 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 annual corporate and consolidated financial statements of the fiscal period from 1.1.2015-31.12.2015 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 (01.01.2015-31.12.2015).

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 (01.01.2015 - 31.12.2015).

3. Election of regular and alternate Certified Auditors for the audit of the fiscal year 1.1.2016 to 31.12.2016 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 company(-ies) "....." to audit the fiscal period of 01.01.16 – 31.12.16, 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. Approval of the remuneration of the Board of Directors members for the fiscal year 2015 and pre-approval of remuneration and compensations of non-executive members of the Board of Directors for the year 2016, 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 01.01.2015 to 31.12.2015, 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;

5. Approval, in accordance with article 23a of Codified Law 2190/1920, of contracts and remunerations of persons coming under the definition of the abovementioned article, with the Company or legal entities controlled by the Company.

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 contracts of the Company or legal entities controlled by the Company with Messrs, and the payment of remuneration to Messrs, who render their services to the Company under a dependent employment relationship or to legal entities controlled by the Company.

6. 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, 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.

7. 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 effectand untilwith 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.

8. Announcements.

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