



**“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 25 June 2019**

(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 01.01.2018 to 31.12.2018 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 01.01.18 to 31.12.18 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 15.04.2019, 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 2018 have been included in the Annual Financial Report of the Company for the fiscal year 2018 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 1.1.2018-31.12.2018 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 (01.01.2018-31.12.2018).

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 2018, 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 (01.01.2018-31.12.2018).

3. Election of regular and alternate Certified Auditors for the audit of the fiscal year 1.1.2019 to 31.12.2019 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 SOL S.A. (3, Fokionos Negri str., Athens) and Grant Thornton (56 Zefyrou str., Paleo Faliro) for the audit of the fiscal period of 01.01.19 – 31.12.19 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 €181.250 plus V.A.T. for each audit company for the audit of the fiscal year 1.1.2019 to 31.12.2019 and for the issuance of the tax certificate provided by the article 65a of the L.4174/2013, as in force.

4. Approval of the remuneration of the Board of Directors members for the fiscal year 2018 according to art. 109 of Law 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 01.01.2018 to 31.12.2018, in application of the decision of the Ordinary Shareholders Meeting dated 16.5.2018.

5. 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 1.1.2019 to 31.12.2019), pursuant to art. 109 of Law 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 preapproval of the provision of compensation

and remuneration to the non-executive Board of Directors members of the Company for the current fiscal year (from 1.1.2019 to 31.12.2019), pursuant 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 2018, i.e. and authorizes the Board of Directors to perform the actions necessary for the implementation of the above.

It is hereby noted that the Company is in the process of drafting a new Remuneration Policy, pursuant to articles 110 and 111 of L. 4548/2018, which will be submitted for approval to a next General Meeting of the Shareholders.

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 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.

7. Confirmation of the resolution of the Extraordinary General Meeting of the Company's shareholders dated 17th April 2019 in relation to the election of the Audit and Compliance Committee in accordance with Law 4449/2017.

A new three –member Audit and Compliance Committee for the duration of six years was elected by the Extraordinary General Assembly of 17.04.19 consisting of Messrs

- Sotirios Filos as President and
- Anastasios Tsoufis and Ioannis Tsoukaridis as members

According to art. 44 of L. 4449/2017, the Audit and Compliance Committee is a Board of Directors committee and is consisted of the above mentioned independent – non executive members of the BoD.

The other requirements of the art. 44 of L. 4449/2017 regarding the composition of the Audit and Compliance Committee are: (a) that all members of the Committee should have as a whole sufficient knowledge in the field in which the Company operates where Mr. Sotirios Filos is member of BoD since 2008, Mr. Anastasios Tsoufis since 2004 and Mr. Ioannis Tsoukaridis since 2014 and (b) that at least one member of the Audit Committee should have sufficient knowledge in auditing and accounting where Mr. Sotirios Filos has proven sufficient knowledge in auditing and accounting since he was working as Certified Auditor at S.O.L. S.A. All three members of the Audit and Compliance Committee meet the requirements of independence of article 4 of L. 3016/2002. Moreover Mr. S. Filos meets the condition of independence and has been elected as President by the Extraordinary General Meeting of 17.04.19

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 confirms the decision dated 17.04.2019 of the Extraordinary General Meeting of the Shareholders regarding the election of the Audit and Compliance Committee of the Company.

9. Announcements.

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