



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

“INTRALOT”

Sociétés Anonymes Reg. No. 27074/06/B/92/9

**Drafts of resolutions on issues of the Agenda
(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 01.01.2010 to 31.12.2010, 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; and decision on the distribution of said year's profits.

The President of the General Meeting submits the corporate and consolidated financial statements of the fiscal year from 01.01.10 to 31.12.10 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 29.03.2011, as well as the Report of the Auditor, which is as follows:

.....

and proposes that the company’s profit, as on 31.12.2010, as appears in the aforementioned corporate and consolidated financial statements, be appropriated as follows:

- a) the amount of 718.895,00 Euro (gross before tax) for dividends, and
- b) the amount of 214.200 Euro on remuneration of the BoD

namely, dividend of 0,0045€per share to be distributed. It is also proposed that stockholders holding shares of the Company at the Closing of the trading day of the Athens Stock Exchange on 20.5.2011, shall have the right to receive dividends (namely, stockholders of the Company who are recorded in the database of the Dematerialized Securities System until the record date, that is Wednesday 25 May 2011), and that dividends be paid within the time period provided by law, that is within two months as from 31.5.2011.

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 1.1.2010-31.12.2010, as well as the relevant reports by the BoD and the Certified Auditor and the appropriation of the profit as described above, and decides that stockholders of the company on 20.5.2011 shall have the right to receive dividends (namely, stockholders of the Company who are recorded in the database of the DSS until the record date, that is the Wednesday 25 May 2011), and that the dividends be distributed within the time period provided by law, that is within two months as from 31.5.2011.

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 (01.01.2010-31.12.2010).

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 (01.01.2010 - 31.12.2010).

3. Election of regular and alternate Certified Auditors for the audit of the fiscal year 1.1.2011 to 31.12.2011 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 "SOL SA" to audit the fiscal period of 01.01.11 – 31.12.11, 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 remuneration on the profits and compensations of the Board of Directors members for the fiscal year 2010 and pre-approval of remuneration and compensations of non-executive members of the Board of Directors for the year 2011, 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 €14.200 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 01.01.2010 to 31.12.2010, 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 an amount non-exceeding the limits set by the Ordinary General Meeting of the Shareholders of the Company of 2010 for the last year, 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 2010, as decided in the BoD's meeting of 31.12.2010, in the framework of the decision of 10.6.2010 by the GA of Company Stockholders.

5. Determination of the maximum salary of Board of Directors members employed by the Company as for the period 01.07.2011 - 30.06.2012 pursuant to 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 President's proposal and the payment of a salary to Mr. Konstantinos G. Antonopoulos, Vice-Chairman of the BoD and Chief Executive Officer of the Company and to Messrs Andreas Papoulias

and Fotios Mavroudis, who render their services to the Company under a dependent labor relationship , for the period from 01.07.2010 to 30.06.2012, up to an amount which will not exceed the limits set by the Ordinary General Meeting of the Shareholders of the Company of 2010 for the respective last year's time period.

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.

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.

7. Amendment to the Articles of Association of the Company in order to comply with Law No. 3884/2010. Specifically:

Amendments to articles 8 (Minority Rights), 11 (Invitation – Agenda of the General Meeting), 12 (Persons having the right to participate at the General Meeting – Representation), 13 (List of Shareholders with Voting Rights), 17 (Issues of Discussion – Minutes of the General Meeting), 18 (Resolution on the discharge of Members of the Board of Directors and Auditors)

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 amends the above articles of association of the Company, as follows:

Article 8

Minority Rights

1. By application of stockholders, representing the one twentieth (1/20) of the paid capital stock, the board of directors should convoke an exceptional general meeting of stockholders, by appointing a day of meeting not exceeding the forty five (45) days of the date of service of the application to the president of the board of directors. The application includes the subject matter of the agenda. Should the general meeting be not convoked by the board of directors within twenty (20) days from the service of the relevant application, the convocation is made by the applicant stockholders at the expenses of the company, by order of the one-member first instance court of the seat of the company, which is entered at the procedure of injunction. In this order are set forth the place and time of the meeting, as well as the agenda.

2. By application of stockholders, representing the one twentieth (1/20) of the paid capital stock, the board of directors should enter in the agenda of a general meeting, which has already been convoked, additional issues, if the relevant application devolves to the board of directors at least fifteen (15) days prior the general meeting. The additional issues should be published or

notified, care of the board of directors, as per article 26 of C.L.22190/1920, at least seven (7) days prior the general meeting. The request to record additional matters in the agenda must be accompanied by justification or draft of resolutions to be approved by the General Meeting, and the revised agenda is published in the same manner as the preceding agenda, thirteen (13) days before the day of the general meeting, and is at the same time made available to the shareholders through the Company website, along with the justification or draft of resolution submitted by the shareholders, according to article 27, par.3 of C. L.2190/1920.

3. By application of stockholders representing the one twentieth (1/20) of the paid capital stock, the Board of Directors should make available to the stockholders, drafts of resolutions of matters included in the initial agenda or any revised agenda, at least six (6) days prior to the date of the general meeting, should the relevant application reach the Board of Directors at least seven (7) days prior to the date of the general meeting.

The Board of Directors is under no obligation to record matters in the agenda, publish or notify them along with justification and drafts of resolutions submitted by the stockholders, should their content evidently opposes to the law or the public morality.

4. By application of a stockholder or stockholders representing the one twentieth (1/20) of the paid capital stock, the president of the meeting should adjourn only once the adoption of resolutions by the general meeting, regular and extraordinary alike, on all or certain issues, by appointing as day for the continuation of the meeting, such which is appointed in the application of the stockholders, which however may not exceed the thirty (30) days from the date of the adjournment.

The upon adjournment general meeting is a continuation of the previous meeting and no reiteration of the stockholders' invitation publication formalities is required; moreover, to this meeting may participate even new stockholders, by abiding by the provisions of articles 27 par.2, 28 and 28a of C.L.2190/1920.

5. Upon application of any stockholder, which is filed with the company at least five (5) full days prior the general meeting, the board of directors should give to the general meeting the so required specific information on the business of the company, to the extent that such are useful for the actual assessment of the issues of the agenda. The Board of Directors may issue a single answer to requests of shareholders with similar content. There is no obligation to provide information which is already available on the company website, particularly if in the form of questions and answers. Moreover, by application of stockholders representing the one twentieth (1/20) of the paid capital stock, the board of directors should announce to the general meeting, provided that it is a regular meeting, the amounts that, during the last two year period, were paid to each member of the board of directors or to the directors of the company, as well as any grant to such persons from any cause or contract of the company therewith. In all the above cases the board of directors may decline to give such information for a sufficient material reason, which is entered in the minutes.

6. Upon application of stockholders, representing the one fifth (1/5) of the paid capital stock, which is filed with the company within the time limit of the previous paragraph, the board of directors should give to the general meeting information on the course of the corporate business and the financial position of the company. The board of directors may decline to give such information for a sufficient material reason, which is entered in the minutes.

7. Upon application of stockholders representing the one twentieth (1/20) of the paid capital stock, the adoption of a resolution on any issue of the agenda of a general meeting is held by nominal vote.

8. In all cases of the present article the applicant stockholders should prove their stockholding status and the number of stocks which they hold at the exercise of the relevant right. Such proof is the presentation of a certificate issued by the body responsible for the

registration and booking of the Company's transferable securities, or the certification of stockholding status through direct electronic connection between the aforementioned body and the Company.

9. Stockholders of the Company representing at least the one twentieth (1/20) of the paid capital stock may request the audit of the company by the One-member First Instance Court of its seat.

10. Stockholders of the Company representing the one fifth (1/5) of the paid capital stock, are entitled to request by the One-member First Instance Court of the seat of the company the audit of the company, if from its total course it is made believed that the administration of the corporate business is not run as imposed by the moral and wise management.

Article 11

Invitation – Agenda of the General Meeting

1. The invitation of the general meeting includes at least the exact address of the building, the date and time of the meeting, the issues of the agenda clearly, the stockholders who are entitled to participate, as well as exact directions for the manner in which the stockholders shall be able to participate to the meeting and exercise their rights in person or by proxy, or eventually in distance. The invitation additionally includes what par.2b of article 26 of C.L.2190/1920 projects, and is published as per article 26 of C.L.2190/1920. No additional invitation is required, should the time and place of any repeat meetings required by law in case a quorum is not present, is defined in the initial invitation, subject to a period of at least ten (10) clear days intervening between any postponed meeting and each repeat meeting.

2. No invitation for the convocation of the General Meeting is required where in this meeting appear or are represented stockholders representing the total of the capital stock and none of them objects its holding and the adoption of resolutions.

3. Ten (10) days prior each regular General Meeting each stockholder may receive from the Company the annual financial statements as well as the relevant reports of the Board of Directors and of Auditors.

Article 12

Persons having the right to participate at the General Meeting

1. Any stockholder is entitled to participate in and vote at the General Meeting, either in person or by proxy, pursuant to article 28a of C.L.2190/1920.

2. Stockholders not having complied with the provisions of article 28a of C.L.2190/1920 may only participate in the General Meeting following its authorization.

Article 13

List of Shareholders with Voting Rights

A dully drawn list of stockholders with a right to vote is posted at a prominent location of the Company's premises, twenty four (24) hours prior to any General Meeting.

Such list should include all particulars required by law, such as reference of any proxies of the stockholders, the number of shares and votes of each one and the addresses of stockholders and their delegates.

Article 17

Issues of Discussion – Minutes of the General Meeting

1. The discussions and resolutions of the General Meeting are confined on the issues entered in the agenda.
2. The summary of issues discussed and resolved in a general meeting is entered in a specific book. Following the request of a stockholder, the president of the meeting is obligated to record an accurate summary of this stockholder's opinion in the minutes. A list of stockholders present or represented in the general meeting, drawn according to par.2 of article 27 of C.L.2190/1920, is also entered in the same book. The Board of Directors is responsible for publishing the voting results on the company website within five (5) days of the date of the general meeting at the latest, determining at least the number of shares for which a valid vote was cast in reference to each resolution, the percentage of stock capital represented by these votes, the total number of valid votes cast and the number of votes cast for and against each resolution, as well as the number of abstentions.
3. The copies and extracts of the minutes are confirmed by the President of the Board of Directors, the vice president or the General Manager of the company.

Article 18

Resolution on the Discharge of Members of the Board of Directors and Auditors

1. Upon approval of the annual accounts (annual financial statements), the General Meeting decides by roll call vote on the discharge of members of the Board of Directors and auditors from any liability for indemnity.
2. Members of the Board of Directors may participate in the vote for its discharge, only as stockholders or representatives of other stockholders, provided they have been so delegated and received express and specific voting instructions. The same stands for company employees.
3. The discharge of the Board of Directors is void in the cases of article 22a of C.L.2190/1920.

8. Announcements.

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