



**“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 01.01.2011 to 31.12.2011, 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 01.01.11 to 31.12.11 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 29.03.2012, as well as the Report of the Auditor, which is as follows:

.....

and proposes that the company’s profit, as on 31.12.2011, as appears in the aforementioned corporate and consolidated financial statements, be appropriated as follows:

- a) the amount of 562.000 Euro (gross before tax) for dividends, and
- b) the amount of 197.780 Euro on remuneration of the BoD

namely, dividend of 0,0035€ 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 17.5.2012, 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 Tuesday 22 May 2012), and that dividends be paid within the time period provided by law, that is within two months as from 28.5.2012.

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 1.1.2011-31.12.2011, 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 17.5.2012 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 Tuesday 22 May 2012), and that the dividends be distributed within the time period provided by law, that is within two months as from 28.5.2012.

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 (01.01.2011-31.12.2011).

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 (01.01.2011 - 31.12.2011).

3. Election of regular and alternate Certified Auditors for the audit of the fiscal year 1.1.2012 to 31.12.2012 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 01.01.12 – 31.12.12, 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 2011 and pre-approval of remuneration and compensations of non-executive members of the Board of Directors for the year 2012, 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 €197.780 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 01.01.2011 to 31.12.2011, 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 2011 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 2011, as decided in the BoD's meeting of 30.12.2011, in the framework of the decision of 19.5.2011 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 01.07.2012 - 30.06.2013 pursuant to art. 23a of Codified Law 2190/1920– Granting of approval for the signature of a dependent employment agreement with member of the Board of Directors 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 Board of Directors' proposal and grants its approval for the signature of a dependent employment agreement with Mr. Socrates P. Kokkalis, Chairman of the Board of Directors and,

furthermore, it resolves for the payment of monthly salary to the Chairman of the BoD and to Mr. Konstantinos G. Antonopoulos, Vice-Chairman of the BoD and CEO of the Company, for the period from 17.05.2012 to 30.06.2013 regarding to the Chairman of the BoD and from 01.07.2012 to 30.06.2013 regarding to the Vice-Chairman of the BoD and CEO, up to an amount, for each one, which will not exceed the limits set by the Ordinary General Meeting of the Shareholders of the Company of 2011 for the respective last year's time period in relation to the CEO. Additionally, the payment to the members of the BoD Messrs Andreas Papoulias and Fotios Mavroudis, who render their services to the Company under a dependent employment relationship, for the period from 01.07.2011 to 30.06.2013, up to an amount which will not exceed the limits set by the Ordinary General Meeting of the Shareholders of the Company of 2011 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. Share buy back pursuant to art. 16 of Codified Law 2190/1920 and granting of authorization to the Board of Directors of the Company for the observation of the formalities under the provisions of the law.

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 16.05.2014, with a minimum price of Euro.....and maximum of Euro..... is proposed. It is also proposed that the own shares that 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.