



## **INVITATION**

Of the shareholders of the société anonyme under business name:  
**"INTRALOT SA - INTEGRATED LOTTERY SYSTEMS AND SERVICES"**  
bearing the distinctive title  
**"INTRALOT"**

**General Commercial Registry No. 818201000**

Former Registration No. 27074/06/B/92/9

**to the Ordinary General Meeting**

According to Law and the Company's Articles of Association and by relevant decision of the Company's Board of Directors, Company's Shareholders are invited to attend the Ordinary General Meeting to be held on Thursday, the twenty-sixth (26<sup>th</sup>) of May 2016, at 13:00, at the premises of the Company's branch at Peania Attica (19<sup>th</sup> km Markopoulou Ave., Peania, Attica, to discuss and decide upon the following issues on the Agenda:

### **ISSUES OF THE AGENDA**

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.
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).
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.
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.
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.
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.

7. Share buy back pursuant to article 16 of the 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.

8. Announcements.

The Company informs its shareholders on the following:

A. Right to attend and vote at the General Meeting

All Shareholders of the Company have the right to attend the General Meeting and vote in person or by proxy, subject to the provisions of C.L.2190/1920, as amended and in force, and as follows. Each share gives right to one vote.

Whoever appears as a shareholder in the records of the Dematerialized Securities System managed by the "Hellenic Exchanges S.A.", where the transferable securities (shares) of the Company are registered, has the right to participate in the General Meeting. The proof of the shareholding status is made by presenting relevant written certification of Hellenic Exchanges S.A. or alternatively, via direct electronic connection of the Company with the archives of the Hellenic Exchanges S.A.

The qualification as a shareholder must be in force on the beginning of 21.05.2016 (Record Date) that is, of the fifth (5th) day before the day of session of the General Meeting on 26.05.2016 and the relevant written confirmation or electronic certification on the shareholder's qualification must be received by the Company, at the latest, by 23.05.2016, that is the third (3rd) day before the session of the General Meeting.

Towards the Company, only persons having shareholding qualification on the aforementioned Record Dates are entitled to participate in and vote at the respective General Meeting. Shareholders, not having complied with the provisions of article 28a of C.L.2190/1920 as it applies, may only attend the General Meeting following its approval.

The exercise of such rights does not presume the blocking of the beneficiary's shares not the adherence to another similar procedure which restricts the possibility of sale and transfer of such shares during the period between the Record date and General Meeting.

B. Final dates for exercising Minority Shareholders' Rights pursuant to par. 2, 2a, 4 and 5 of article 39 of C.L.2190/1920.

1. Shareholders representing one twentieth (1/20) of the paid capital share capital of the Company, may ask:

a) with a request which must be received by the Board of Directors fifteen (15) days prior to the General Meeting (that is by 11.05.2016) and which must be accompanied by a justification or draft resolution for approval at the General Meeting, to include additional matters to the agenda of the General Meeting. The revised agenda is

published thirteen (13) days prior to the date of the General Meeting (that is on 13.05.2016), in the same manner as the previous agenda.

b) with a request which must be received by the Board of Directors at least seven (7) days prior to the date of the General Meeting that is by 19.05.2016, to make available to the shareholders at least six (6) days prior to the date of the General Meeting, that is until 20.05.2016, draft resolutions in relation to the matters included in the original or revised agenda.

2. Any shareholder may ask, by request submitted to the Company at least five (5) full days prior to the General Meeting, that is by 20.05.2016, the provision to the General Meeting of certain information on the Company's business, to the extent that said information is useful for the accurate assessment of matters on the agenda.

3. Shareholders representing one fifth (1/5) of the paid capital stock of the Company, are entitled to ask by request submitted to the Company at least five (5) full days prior to the General Meeting, that is by 20.05.2016, the provision to the General Meeting of information on the course of the corporate affairs and its financial status.

Detailed information regarding the above minority rights and the right to exercise them is available on the Company's website ([www.intralot.com](http://www.intralot.com)).

#### C. Procedure for voting by proxy

Each shareholder participates in the General Meeting and vote either in person or by proxy. A proxy acting as a delegate for more than one shareholders may vote in a different manner for each shareholder. Legal entities may participate in the General Meeting by appointing one to three natural persons as their proxies.

A shareholder may appoint a proxy for a single General Meeting or for any General Meeting that may occur within a specified period of time. The proxy votes according to the shareholder's instructions, if any, and is obligated to maintain a record of voting instructions for at least one (1) year as from the submission of the minutes of the General Meeting to the relevant competent authority, or as from the resolution's recording in the Register of Sociétés Anonymes, should the resolution is subject to publication. Failure of the proxy to comply with the instructions he has received, does not affect the status of the General Meeting's resolutions, even if the delegate's vote was instrumental in their adoption.

A shareholder's proxy is obligated to inform the Company, prior to the beginning of the session of the General Meeting, of any specific event, which may be useful to shareholders to evaluate the risk of the proxy serving interests other than the shareholder's interests. Conflict of interest may result when the proxy: a) is shareholder exercising control over the Company or is another legal person or entity controlled by such shareholder, or b) is a member of the Board of Directors or of the Company's management or of a shareholder exercising control over the Company or other legal person or entity controlled by the shareholder who exercises control on the Company, or c) is employee or chartered auditor of the Company or shareholder exercising control on the Company or other legal person or entity controlled by a shareholder, who exercises control on the Company, or d) is spouse or first degree relative to one of the natural persons mentioned above under cases a' to c'.

The appointment and the revocation of a shareholder's proxy is made in writing and is notified to the Company in the same manner, at least three (3) days prior to the date of session of the General Meeting.

Each shareholder may appoint up to three (3) proxies. However, if a shareholder holds Company shares appearing in more than one securities' accounts, this restriction does not prevent the shareholder from appointing separate proxies for shares appearing in each securities' account as regards the General Meeting.

The Company makes available on its website ([www.intralot.com](http://www.intralot.com)) the form to be used for appointing a proxy. The shareholder should submit this form completed and signed, to the Shareholder Services Department of the Company, at the address: 64, Kifisias Ave. and 3, Premetis St., at Maroussi, Attica or fax it to: +30 2106106800, at least three (3) days prior to the date of the General Meeting. The beneficiary is kindly requested to confirm that the proxy's appointment form is successfully dispatched and received by the Company and, for this purpose, to contact the company at the telephone nr: +30 2130397000 (Shareholder Services Department).

The Company's Articles of Association does not foresee the possibility of participation of the shareholders in the General Meeting by electronic means, without the physical presence of shareholders at its premise or the distance participation of shareholders in the voting process either by electronic means or via post, and may not appoint or recall a proxy by electronic means, as no relevant Ministerial Resolutions determining the minimum technical specifications for safeguarding the id of the shareholder and the safety of the electronic or other connection, have been issued.

#### D. Available Documents & Information

The information of article 27 par.3 of C.L.2190/1920 will be available in electronic format on the Company's website ([www.intralot.com](http://www.intralot.com)). The full text of any documents and drafts of resolutions provided in article 27 par. 3, cases c and d, of C.L.2190/1920, will be available in paper format at the offices of the Company's Shareholder Services Department at the following address: 64, Kifisias Ave. and 3, Premetis St., Maroussi, Attica.

**Maroussi 04.05.2016**  
**THE BOARD OF DIRECTORS**