

Important Notice

This prospectus (in English) of the société anonyme under the corporate name “INTRALOT S.A. - INTEGRATED LOTTERY SYSTEMS AND SERVICES” (hereinafter the “Issuer”) was approved by the Board of Directors of the Hellenic Capital Market Commission on 05.10.2023 (hereinafter the “Prospectus”) and relates to (i) the offering to the public in Greece (hereinafter the “Public Offering”) of up to 232.758.621 new ordinary registered voting shares to be issued by the Issuer (hereinafter the “New Shares”) in accordance with the resolution of the Issuer’s Board of Directors dated 02.10.2023 for the share capital increase by cash payment, pre-emption right in favor of the existing shareholders and issuance of up to 232.758.621 new ordinary registered voting shares, pursuant to the authorisation granted to the Board of Directors by a decision of the Ordinary General Meeting of the Issuer’s shareholders held on 30.08.2023, and (ii) the admission to trading of the New Shares on the Regulated Market of the Athens Exchange (hereinafter the “ATHEX”).

The Prospectus has been approved by the Board of Directors of the Hellenic Capital Market Commission, only in connection with the information furnished to investors, as required under the Prospectus Regulation (EC) 2017/1129, the Delegated Regulations of the European Commission (EC) 2019/979 and 2019/980 and the Law 4706/2020, as currently in force. The aforementioned approval should not be considered as an endorsement of the Issuer or the New Shares. Prospective investors should make their own assessment as to the suitability of investing in the New Shares. This Prospectus will be valid for a period of twelve (12) months from its approval by the Board of Directors of the Hellenic Capital Market Commission.

The Prospectus will be available to investors, as per article 21 par.2 of the Regulation (EC) 2017/1129, from 06.10.2023 in electronic form on the websites of ATHEX (<http://www.helix.gr/el/web/guest/company-prospectus>), the Issuer (<https://www.intralot.com/share-capital-increase-2023>), the Lead Underwriter, i.e. the company “Ambrosia Capital Hellas” (<https://ambrosiacapital.gr/intralot>), the Underwriter, i.e. the company “Euroxx Securities S.A.” (<https://www.euroxx.gr/gr/content/article/intralot>), as well as the Issue Advisor, i.e. the banking company “Piraeus Bank S.A.” (www.piraeusholdings.gr/intralot). According to article 21, par. 5 of Regulation (EU) 2017/1129, the HCMC publishes on its website (http://www.hcmc.gr/el_GR/web/portal/elib/deltia) the approved prospectuses.

In addition, printed copies of this Prospectus will be made available during the Public Offering period to investors at no extra cost, if requested, at the premises of the Issuer, as well as at the branch network of the Issue Advisor and at the premises of the Lead Underwriter and the Underwriter in Greece. Any significant new factor, material mistake or material inaccuracy relating to the information included in this Prospectus, which may affect the assessment of the New Shares of the Issuer and which arises or is noted between the time when this Prospectus is approved and the closing of the Public Offering period or the delivery of the New Shares on ATHEX, shall be mentioned in a supplement to the Prospectus, which shall be published in accordance with at least the same arrangements as above.

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Furthermore, the pre-emption rights, the Oversubscription Rights and the Shares described in the Prospectus are not registered and will not be registered, in accordance with the respective securities law regulations, in any jurisdiction except Greece, and may not be offered, sold or delivered in any jurisdiction where it is unlawful to do so. Consequently, copies of this Prospectus shall not and will not be posted or delivered or sent outside of Greece, in any way, to any jurisdiction, where such offer or solicitation would be unlawful.

The Prospectus does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. Any securities described therein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in or into the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

You must comply with all laws applicable in any jurisdiction in which you buy, offer or sell any pre-emption rights, Oversubscription Rights or Shares or possess or distribute the Prospectus, and you must obtain all applicable consents and approvals; neither the Company nor the Underwriters (as defined in the Prospectus) will have any responsibility for any of the foregoing legal requirements.

Finally, investors outside of Greece or investors subject to the legislation and jurisdiction of other countries may be forbidden by such legislation to exercise any rights deriving from any existing Shares or any New Shares, regardless of whether they participated in any way in the Public Offering. The Public Offering will be carried out exclusively in Greece and is governed by Greek law.

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