



## INVITATION

Of the shareholders of the société anonyme  
**"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 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 Tuesday, the twenty-fifth (25<sup>th</sup>) of June 2019, at 12:00, 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 01.01.2018 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.
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).
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.
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).
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.
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.

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

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 L.4548/2018 and as follows. Each share gives right to one vote.

Only 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 and vote in the General Meeting. The proof of the shareholding status is made by any legitimate means, however, on the basis of information received by the Company from the central repository of securities if it provides registry services or through the participants and registered intermediaries in the central repository of securities in any other case.

The qualification as a shareholder must be in force on the beginning of 20.06.2019 (Record Date) that is, of the fifth (5th) day before the day of session of the General Meeting on 25.06.2019 and only those who are shareholders upon that specific date have the right to participate and vote at the General Meeting. Shareholders, not having complied with the provisions of par. 4 of article 128 of L.4548/2018 as it applies, may only attend the General Meeting unless the General Meeting denies this participation because of an important cause which justifies its denial.

B. Final dates for exercising Minority Shareholders' Rights pursuant to par. 2, 3, 6 and 7 of article 141 of the Law 4548/2018.

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 10.06.2019) 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 12.06.2019), 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 18.06.2019, to make available to the shareholders at least six (6) days prior to the date of the General Meeting, that is until 19.06.2019, 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 19.06.2019, the provision to the General



Meeting of certain information on the Company's business, to the extent that said information are relevant with the matters on the agenda.

3. Shareholders representing one tenth (1/10) 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 19.06.2019, the provision from the Board of Directors 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 shareholder may vote in a different manner for each shareholder.

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 General Meeting's date. 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 for the majority's attainment.

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 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 forty-eight (48) hours 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, Kifissias Ave. and 3 H. Sabbagh – S. Khoury str, at Maroussi, Attica or fax it to: +30 2106106800, at least forty-eight (48) hours 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.

#### D. Available Documents & Information

The information of par.3 and 4 of article 123 of the Law 4548/2018 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 par.4 of article 123 of the Law 4548/2018, will be available in paper format at the offices of the Company's Shareholder Services Department at the following address: 64, Kifissias Ave. and 3, H. Sabbagh – S. Khoury str, Maroussi, Attica.

Maroussi 03 June 2019  
THE BOARD OF DIRECTORS