



JUSTIFICATION OF PROPOSAL FOR SELECTION OF CANDIDATES OF THE BOARD OF DIRECTORS

Pursuant to article 18 par. 1 and 9 of L. 4706/2020 and the Letter of the Hellenic Capital Market Commission dated 17.05.21 with protocol number 1149 addressed to companies with securities listed on the Athens Stock Exchange relating to the notifications, clarifications and recommendations regarding the actions of the listed companies in view of the convocation of their General Meetings, the shareholders are informed on the proposal of the Board of Directors to the General Meeting of the Company for the members proposed to be elected, which is posted on the Company's website www.intralot.com as follows:

It is proposed to the General Meeting, according to the definitions of articles 18 par. 1 and 9 of L. 4706/2020, the election of a new Board of Directors with a six-year term, starting from its election by the General Meeting of Shareholders of the Company.

The new nine-member Board of Directors to be elected, which will manage the Company, is proposed as consisting of the following persons: Socrates Kokkalis, Konstantinos Antonopoulos, Chrysostomos Sfatos, Nikolaos Nikolakopoulos, Fotios Konstantellos, Alexandros-Stergios Manos, Ioannis Tsoumas, Adamantini Lazari and Dionysia Xirokosta.

The following are proposed as independent members of the Board of Directors: Messrs. Ioannis Tsoumas, Adamantini Lazari and Dionysia Xirokosta, who fully meet all requirements of article 4 of L. 3016/2002 and article 9 of L. 4706/2020 given that the Remuneration and Nomination of the Board of Directors Committee has also checked their compliance with the independency conditions and therefore they have no relationship of dependence with the Company or of other affiliated companies.

All of the above persons have been found to have the required professional skills, knowledge, qualifications, independence of judgment, reputation and experience and also have sufficient guarantees, ethics, reputation and integrity, which render them suitable for election to the Board of Directors of the Company.

Regarding the first seven (7) proposed persons, they are already members of the Board of Directors of the Company and have a thorough knowledge of its operation and business activities and are essentially proposed for re-election. Mr. Socrates Kokkalis, President and CEO and Messrs. Chrysostomos Sfatos, Nikolaos Nikolakopoulos and Fotios Konstantellos, Deputy CEOs, have full knowledge and daily involvement with corporate affairs and for this reason are absolutely suitable for their election to the Board. The same applies in relation to Messrs. Konstantinos Antonopoulos and Alexandros-Stergios Manos, as Mr. Konstantinos Antonopoulos was the CEO of Intralot until 2014 and is fully aware of the Company's activities and Mr. Alexandros-Stergios Manos is an executive with over 20 years of experience in leading Information Technology companies. Finally, Mr. Ioannis Tsoumas has sufficient knowledge in the field of activity of the Company as he has been



an executive for a number of years in strategic positions in a company listed on the Athens Stock Exchange specializing in the fields of high technology services and solutions, such as Intralot.

Regarding the two (2) new proposed for election persons, as independent non-executive members, both meet the staffing needs of the Board of Directors of the Company with persons who have the skills and experience required based on the duties they undertake and their role on the Board. Specifically, Mrs. Adamantini Lazari is an economist and has sufficient knowledge and experience as she is or has been an executive for a number of years in large Groups of Companies, in Banking Companies, in the Greek Stock Exchanges (HELEX), in the Greek Central Securities Depository SA and has participated in Audit Committees of listed companies (see her detailed CV below) and Mrs. Dionysia Xirokosta, due to her many years of experience as a Lawyer and her long participation as a managerial executive (General Manager) in the Competition Commission (see her detailed CV below).

The above proposed composition of the Board of Directors as a whole reflects a wide range of knowledge and experience per subject of the members of the Board of Directors and will contribute to the effective management of the Company, balanced decision making and the promotion of corporate interest.

The CVs of the re-elected members are already posted on the Company's website www.intralot.com, while the CVs of the two (2) new proposed members are listed below:

CURRICULUM VITAE

PERSONAL INFORMATION

FULL NAME:	Dina (Adamantini) Lazari
ADDRESS:	81, Alexandras Ave., 11474 Athens, Greece
TELEPHONE:	+30 6977200398
E-mail:	dinalaz@yahoo.com, dina.k.lazari@gmail.com
MARITAL STATUS:	Single
DATE OF BIRTH:	12 April 1958
PLACE OF BIRTH:	Thessaloniki, Greece

PROFESSIONAL EXPERIENCE

<i>July 2014 – Present:</i>	Senior Advisor to the Board - Domius Capital Advisors LLP (a London- based, FCA regulated, Corporate Finance Advisory Boutique focusing on the provision of Strategic Advice, M&A execution and Private Capital raising for Funds and corporates. Main sectors of expertise are Shipping, Technology and Financial Institutions and the Emerging Europe geography)
<i>October 2020 – Present:</i>	New Agriculture – New Generation (civil non-profit company) Founder
<i>December 2009 – May 2021:</i>	Hellenic Exchanges – ATHEX STOCK EXCHANGE S.A. (ATHEX) - Member of the Board of Directors Non - executive Vice Chairwoman of the BoD (September 2010 – May 2015) Member of the Audit Committee
<i>August 2019 – May 2021:</i>	Hellenic Central Securities Depository S.A (ATHEX CSD) Non – executive Vice Chairwoman of the BoD Member of the Audit Committee
<i>October 2014- Present:</i>	SELONDA S.A. – Member of the BoD Member of the Audit Committee At the Group level: Villa Precieux; Chairwoman of the BoD Sparfish: Chairwoman of the BoD Polemarcha: Member of the BoD
<i>November 2016 – Present:</i>	PERSEUS S.A. – Member of the BoD Member of the Audit Committee

<i>April 2010-November 2013:</i>	Hellenic Sugar Industry S.A. (HSI S.A.) – Non-Executive Vice Chairwoman of the BoD Member of the Audit Committee
<i>August-November 2012:</i>	Emporiki Bank – Senior Advisor to the Management on Cultural and Sponsorship Issues
<i>December 2009-July 2012:</i>	Agricultural Bank of Greece (ATEbank) – Deputy Governor (Executive Vice Chairwoman of the BoD)
<i>December 2009- October 2012:</i>	Interbanking Systems S.A. (DIAS S.A.) - Member of the BoD
<i>January 2010-April 2011:</i>	ATE Techniki – Pliroforiki S.A. (subsidiary of the Agricultural Bank of Greece specialising in construction and IT projects) - Chairwoman of the BoD
<i>January 2010-November 2011:</i>	ATE Cards S.A. (subsidiary of the Agricultural Bank of Greece) - Chairwoman of the BoD
<i>March 1994-December 2009:</i>	Emporiki Bank –Senior Advisor to the Management on international activities issues (March 1994-April 2008) and on Cultural & Sponsorship issues (May 2008 – November 2009)
<i>July 2008-December 2009:</i>	Emporiki Bank Historical Archives - Manager and member of the BoD
<i>July 2002-July 2005:</i>	Hellenic Industry for Sacks and Plastic Products S.A. (subsidiary of Emporiki Bank and Alpha Bank) - Chairwoman of the BoD and Managing Director
<i>November 2001-March 2004:</i>	Agricultural Bank of Greece - Member of the BoD Member of the Audit Committee Chairwoman of the Depreciations and Doubtful Debt Committee
<i>November 1993-February 1999:</i>	Economic Office of the Prime Minister – Senior Advisor (parallel employment at Emporiki Bank). Scope: Public Finance, International Economic and Financial Relations, Sectoral Programmes (Fertiliser Industry, Lumber Industry), Privatisations (Hellenic Shipyards - Skaramangas, Elefsis Shipyard, Hellenic Telecommunications Organisation [HTO], Business Restructuring Organisation enterprises, ad hoc issues (e.g. study to establish ONE-STOP-SHOP for investments

	<p>in Greece based on which the Hellenic Centre for Investment (ELKE) was established), policy on SMEs, deregulation of the energy market; etc.</p> <p>-Member of the 2nd Community Support Framework 1994-99 Monitoring Committee as a representative of the Prime Minister's Economic Adviser's Office.</p> <p>-Responsible (on behalf of the Economic Office of the Prime Minister) for monitoring the implementation of Accessibility Operational Programmes-Major Roads and Agricultural Sector Development, as well as the Thessaly and West Macedonia Regional Operational Programmes (ROPs).</p> <p>-Government representative on the Social Dialogue panel on Development-Competitiveness-Employment with the social partners (Hellenic Federation of Enterprises [SEV], Greek General Confederation of Labour [GSEE], Hellenic Confederation of Professionals, Craftsmen & Merchants [GSEVEE], etc.).</p>
<i>April 1994-April 1997:</i>	National Foundation for the Reception and Reinstatement of Expatriate Greeks (EIYAPOE) – Member of the BoD
<i>November 1990-February 1994:</i>	Emporiki Bank - International Activities Division Responsible for Division's human resources, budget drafting and expenditure and investment reporting.
<i>1992-1993:</i>	Ad hoc collaboration with consulting companies and private businesses in drafting: cost-benefit analysis studies, feasibility studies, personnel training programmes, labour market studies, etc.
<i>May 1990-November 1990:</i>	Emporiki Bank – Human Resources Division, Policy Section Scope: study, recommendation and monitoring the implementation of policies on human resource issues (incentives policy, recruitment policy, human resources development, evaluation, etc.)
<i>January 1990-April 1990:</i>	Ministry for Transport and Communications – Advisor on incomes policy (collective labour agreements for supervised organisations) and working conditions in specific workplaces

	(KTEO - Vehicle Roadworthiness Test Centres).
<i>July 1989-December 1989:</i>	Emporiki Bank – Human Resources Division, Policy Section
<i>November 1985-June 1989:</i>	<p>Secretariat of the Supreme Economic Policy Council (ASOP) – Senior Advisor on social policy issues</p> <ul style="list-style-type: none"> -Secretary of the Quality-of-Life Group (interministerial body chaired by the Minister for Health) -Member of the Secretariat for the preparation and documentation of items on the agenda of Government Bodies: Government Council (KYSYM) - Supreme Economic Policy Council (ASOP) - Prices & Incomes Committee. -Member of the Incomes Policy Compliance Committee. -Responsible (on behalf of the Economic Office of Prime Minister) for monitoring implementation of the Integrated Mediterranean Programmes (IMPs) and drafting the Regional Development Plans for the 1st CSF. -Member of the ad hoc Greek- American Relations Committee (1986).
<i>February 1985-February 1986:</i>	ELINTA S.A. (household appliance manufacturer) – Member of the BoD
<i>December 1982-October 1985:</i>	<p>Economic Office of the Prime Minister - Associate</p> <p>Scope: processing economic and social policy issues. Emphasis on economic planning of the National Health System (ESY) and analysis of the financial and organisational problems of the IKA-Social Insurance Institute.</p>
<i>1982:</i>	ENVIRONMENTAL RESOURCES LTD (London) – Part-time associate conducting comparative surveys related to occupational diseases and occupational health and safety in EEC Member States.

OTHER PROFESSIONAL ACTIVITIES

<i>December 2009-July 2012:</i>	Member of the Executive Committee of the Hellenic Bank Association (EET).
<i>November 2001-December 2004:</i>	Representative of the Economic Chamber of Greece to the Hellenic Organisation of Small and Medium Enterprises and Handicraft (EOMMEX) Advisory Committee (Alternate Member).
<i>May 2001-December 2004:</i>	Representative of the Economic and Social Council (OKE) to the Operational Programme "Competitiveness" Monitoring Committee (Alternate Member).
<i>October 2000-January 2004:</i>	Member of the Working Group of the Ministry of Foreign Affairs to review and coordinate actions in the Middle East with an emphasis on Greek-Arab economic relations.
<i>March 1998-February 1999:</i>	Member of the National Committee of Representatives on the changeover to EURO.
<i>January 1995-February 1999:</i>	Member of the Greek delegation at the international negotiations to establish the Middle East and North Africa Development Bank (MENA Bank).
<i>1997-1998:</i>	Member of the Ministry of Finance Working Group to review, document and evaluate provisions on parafiscal charges.
<i>April 1994-June 1995:</i>	Member of the Ministry of Finance Committee monitoring budget issues.

EDUCATION	
2004	<p>European Master in Multimedia and Audiovisual Business Administration – Distinction.</p> <p>-Interuniversity post-graduate programme (financed by the European Union's Media program) with the participation of: the University of Athens Media Department, University of Metz (France), University "Paris VIII" (France), Haute Ecole "Groupe ICHEC – ISC Saint Louis" (France), Lapland University (Finland), Kemi -Tornio Polytechnic (Finland), New University of Lisbon-C.I.T.L. (Portugal).</p>
1980-81:	<p>LONDON SCHOOL OF ECONOMICS: Master of Science specialising in Industrial Relations and Human Resource Management.</p>
1976-80:	<p>Athens University of Economics and Business (ASOEE): Department of Economics degree (8,25/10).</p>
FOREIGN LANGUAGES	
	Greek (mother tongue), English (excellent), French (elementary).
SEMINARS	
Adam Smith Institute	-Effective Public Awareness and Communication to Support Economic Reform.
International Faculty of Finance	-Private Equity and Venture Capital.
INSEAD	-Negotiation Dynamics.
IIR in association with PWC	-Advanced Techniques & Strategies for Company Valuation.
Hellenic Bank Association	-Project Planning and Control.
University of California, Berkeley (University Extension)	-Advanced Management for Bankers.
International Faculty of Finance	-Project Finance.
Hellenic Management Association (EEDE)	-Analysis and Compilation of Balance Sheets and Financial Statements.
Hellenic Management Association (EEDE)	-Budget as an integrated business management tool.
Athens College	-Money Markets and Foreign Exchange.

DISTINCTIONS

1980-81:	Bodossaki Foundation Scholarship.
1976-80:	Scholarship from the State Scholarships Foundation.

SCIENTIFIC AND SOCIAL ACTIVITIES

- Member of the Investment Committee of Economists Professional Fund (ETAO) (February 2014-present).
- Member of the BoD of NGO "Access2democracy" (founding member)
- Member of the Board of Directors of Economists Professional Fund (ETAO). (December 2004-December 2011).
- Expert Advisor to the Economic and Social Council (OKE) for the preparation of the Opinion on the Operational Programme "Competitiveness" 2000-2006.
- Member of the Assembly of Representatives of the Economic Chamber of Greece (periods 1998-2001, 2001-2004).
- Associate British Institute of Management (ABIM) for the period 1982-84.
- Member of the International Study Group on Flexible Work Patterns, organised by Israeli Professor A. Galin (1988-90).

Curriculum Vitae - Dionysia D. Xirokosta

February 2021

PERSONAL INFORMATION – CONTACT DETAILS

- Name: Dionysia Xirokosta
- Nationality: Hellenic
- Date/place of birth: March 2, 1974 / Athens
- Address: 15, Dimokratias ave. - Psychiko 154 52, Greece
- Cell-phone: +30 6944 848487
- E-mail: dxirokosta@sklavenitis.com/d.xirokosta@gmail.com

MEMBERSHIP IN PROFESSIONAL BODIES – ASSOCIATIONS

- Attorney-at-law admitted to practice in the Athens' Bar since 1998

EDUCATION

- 1996/1997 **Master of Laws (LL.M)**, University of Essex. Taught courses: EC Competition Law, Intellectual Property Law, European Law, International Taxation Law. Grade: "Distinction".
- 1991/1996 **Bachelor of Laws**, Univ. of Athens, Dpt. of Law. Grade: Very Good
- 1991 **High School Diploma** (Απολυτήριο Λυκείου) – Moraitis School.
Graduation grade: Excellent

PROFESSIONAL EXPERIENCE

- **Human Resources Director, Hellenic Hypermarkets Sklavenitis S.A.**
(Jan. 2019- to date)
 - Supervising the activities of all the HR network (27.000 employees)
 - Supporting full cycle recruiting and selection process
 - Responsible for providing clean HR data reports on a regular basis
 - Assisting monthly payroll processes by providing relevant employee information
 - Participating in ad-hoc key HR projects (Group insurance, assessment forms etc.)
 - Reviewing and updating company policies and legal compliance (Covid shield etc.)
 - Being the first point of contact for employees on any HR related queries
 - Supervising personnel file management

- **Director General, Hellenic Competition Commission (HCC)**
(2010 – Dec. 2018)
 - Supervising the activities of all Directorates (Legal Services- Economics – Administrative Directorate) of the HCC
 - Overseeing competition policy and devising strategic planning.
 - Representing the HCC at the highest executive level in the following international fora European Competition Network (ECN), OECD, International Competition Network (ICN). Member-delegate of the ECN Executive Committee and the OECD Competition Committee.
 - Representing the HCC and participating in working groups set up in the context of Greece's Economic Adjustment Programme.
 - Participating as organizer and / or speaker, in numerous conferences / events.

LANGUAGES

- **Greek:** Native
- **English:** Proficient {Cambridge University Certificate of Proficiency in English; TOEFL (647); certification of competence by the Ministry of Education}
- **French:** Efficient {Diplôme d'Etudes Françaises (Université de Paris – Sorbonne, 1ère degré) ; Diplôme d'Etudes Supérieures de l'Institut Français d'Athènes 1ère et 2ème degrés;}
- **Italian:** Good knowledge {Palso, Certificato Superiore di Conoscenza}

SKILLS

- Manager of numerous employees: lawyers, economists, information technology experts and administrative staff
- Communication, co-operation and managerial skills gained through my experience as Director General of the Hellenic Competition Commission
- Leadership / team-leading and mentoring skills (experience gained as head of the Hellenic Competition Commission – overseeing and providing guidance in every case assigned to the Authority)
- Synthesis of views and presentation skills gained through my experience as Director General of the HCC and of representing the HCC in various European and international organizations (ECN – OECD – ICN)
- Expertise in EU/Competition law and practice gained through my training and professional experience – 17 yrs of which with the Hellenic Competition Commission – legal drafting skills
- Organizational skills
- Law/Regulation drafting experience gained through my participation as member of several Legislative Drafting Committees and as National Expert in the European Council Negotiation Team.
- Policy making- various stakeholders (Ministries, European Commission, NGA's, SEV- Hellenic Federation of Enterprises)

DIGITAL SKILLS

- Good command of office suite (word processor, spread sheet, presentation software)

CONFERENCES/PUBLICATIONS/TEACHING EXPERIENCE

- French-Hellenic Chamber of Commerce 13/10/2014 – “The Role and the Functioning of the HCC”
- Association of Limited Companies 03/06/2015 – “Competition & Entrepreneurship: Recent Case law of the HCC”
- Law Faculty of the University of Thrace, Komotini, 05/03/2016 – “Energy and Competition”, ssrn.com/abstract=3243788
- Joint Competition Workshop with SEV- Hellenic Federation of Enterprises, 3/11/2016 – “Competition and Associations of Undertakings”
- Cartel & Law Conference 11/05/2017 – “Leniency Program and Settlement Procedure in the Greek Market”, ssrn.com/abstract=3243796
- Businesses and Competition in Greece in the Context of the Digital Single Market 23/02/2017 – jointly organized by the HCC and the American - Hellenic Chamber of Commerce
- Association of Health-Research & Biotechnology Industry 31/05/2017 – “Ordinary sales: Hellenic Competition Commission vs. GlaxoSmithKline”
- Training Workshop for Greek Judges on EU Competition Law, 23/06/2017 - jointly organized by EPLO, Council of State and the HCC

Cooperating with various stakeholders (Government/Ministries, European Commission, SEV etc)

Participating in several Law Drafting Committees.

Co-chairing with the EU Council's negotiation team for the adoption of the new Directive on Private Damages for infringements of competition law in the context of the Greek Presidency of the EU (A' semester 2014).

Contributing as a member of the HCC organizing team to the European Competition Day organized by the Greek Presidency of the Council of the EU.

Representing the HCC in the presentation of its Annual Report at the Special Permanent Committee of Institutions and Transparency of the Hellenic Parliament.

Participating as National Expert in the Council negotiation team for the adoption of the new Directive for the enforcement of European National Competition Authorities (ECN+).

▪ **Director of Legal Services of the HCC,** (2009–2010)

Supervising HCC investigations / drafting the legal assessment in various Statements of Objections, the views of the HCC in support of its decisions before the Courts, legal opinions, effecting dawnraids.

Representing the HCC at European and international fora in numerous occasions: EC – ECN, OECD, ICN

▪ **Head and Deputy Head of Unit of the HCC,** Directorate of Legal Services of the HCC (2006- 2009)

Handling antitrust cases (covered all aspects of procedure: investigation, case preparation, inter-service consultation, drafting of reports and final decisions).

Legal Expert (2001–2005)

▪ **Eurobank, External Associate (attorney)** (1998 - 2001)

External associate (attorney-at-law) in the Legal Services Department.

▪ **Associate at the Center for European Constitutional Law- Themistokles and Dimitris Tsatsos Foundation** , full time (1997 – 1998) part time (1998 - 2000)

Member of the organizing team of European Programs (PHARE, TACIS etc) and of Programs of Technical Assistance to Third Countries. Scientific Associate responsible for the topics: European Law, Competition Law, Consumer Protection, Export Trade.

▪ **Greek Foreign Trade Organization (HEPO)- Scientific Associate – Lecturer,** (1997– 1998)

Lecturer in National and International Seminars to employees of SME's of Third Countries (Bulgaria, Syria, Egypt, South Africa) on the topics: European Law, Competition Law, International Taxation Law.

