



DISTINCTIVE TITLE

General Commercial Registry No. 818201000

Drafts of proposed resolutions on issues of the Agenda regarding the Shareholders Ordinary General Meeting of Intralot dated 30 May 2024

(Article 123 par. 4 of Law 4548/2018 as in force)

1. Submission for approval of the corporate and consolidated annual financial statements of the fiscal year 01.01.2023 to 31.12.2023 in accordance with the International Financial Reporting Standards (I.F.R.S.), after hearing the relevant above-mentioned fiscal year.

The President of the General Meeting submits for the approval of the Shareholders Meeting the corporate and consolidated financial statements of the fiscal year from 01.01.23 to 31.12.23 and the Report of the Board of Directors compiled on the basis of books and records 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 28.03.2024, as well as the Report of the Auditors, which is as follows:

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The Annual Financial Statements, the Annual Report of the Board of Directors and the Statutory Auditor's Report for the fiscal year 2023 have been included in the Annual Financial Report of the Company for the fiscal year 2023 and are available on the Company's website at <http://www.intralot.com> and on the website of the "Hellenic Exchange – Athens Stock Exchange S.A." (ATHEX). The Annual Financial Statements along with the relevant reports as mentioned above, will be filed with the General



2. Approval of the overall management of the Company per article 108 of Law

5. Discussion and voting on the Remuneration Report provided in article 112 of L. 454

administrative support and commercial exploitation of lotteries and Systems specified in paragraph 3 hereinabove;

- (5) the study, design and implementation of any kind of software and multi-purpose electronic systems of the State, Legal Entities of Public Law and Private Law, Public Utility Services and generally of any Organizations, Public Services and individuals, as well as the purchase and import of materials for the execution of the above projects;
- (6) The provision of technical support services to other companies, the study, installation, commissioning and maintenance of the technical infrastructure of other companies, including the purchase, leasing of the necessary technical equipment and generally, the acquisition for the purpose of exploiting of any type of technology and standard technical equipment, means and installations;
- (7) the creation and disposal of audiovisual material for educational, cultural, scientific and recreational purposes, in any technical form and with any means, according to the provisions of the law in force from time to time;
- (8) the mediation, as regards the disposal of audiovisual works of third parties;
- (9) the supply and/or marketing of equipment and software, as well as the provision of services for the organization of any kind of lottery games through alternative networks and means, including but not limited to mobile telephony, digital television and the internet, according to the provisions of the law in force from time to time, in Greece and/or abroad;
- (10) the organization, promotion, administration and operation of any kind of lottery games through alternative networks, including but not limited to mobile telephony, digital television and the internet, according to the provisions of the law in force from time to time, in Greece and/or abroad;
- (11) the development, administration and exploitation of real estates of the Company or of any third party and the provision of consulting services and marketing (market research) and advertisement services in the above-mentioned sectors in Greece and/or abroad;
- (12) the investments in real estates, the evaluation of real estates and the preparation of any kind of study, research and business plan, about the exploitation of real estates in Greece and/or abroad;
- (13) the provision of any kind of telecommunication services and value added services through conventional and/or alternative networks in Greece and/or abroad, as well as the study, design, development, construction, supply, marketing, installation, maintenance and support of isolated or integrated systems, products and any kind of equipment and/or software for telecommunications, mobile telephony, any kind of networks, satellite communications, electronics, informatics, internet, telematics, audiovisuals, television, digital television and the provision of any related services or projects.

2. In order to fulfill the above purpose, the Company may:

- a) participate in any other company or firm of any legal form whatsoever, in Greece or abroad, with the same or similar purpose, or it may participate in holding companies and it may merge with another company or absorb another related sole proprietorship or company of any legal

- 1.2 Upon decision of the Extraordinary General Meeting of the Company's Shareholders, dated 30.10.96, the Company's shares, namely five thousand (5,000) bearer shares, were converted into registered shares, with the purpose of adjusting to the provisions of L.2328/95, as amended by L.2372/96 (article 11) and P.D. 82/96. 82/96. The conversion of the above bearer shares into registered shares was approved by the Decision No EM 10819/14.11.96 of the Prefect of Athens and it was published in the Issue No 7564/19.11.96 of the Government Gazette of the Hellenic Republic (Bulletin for Sociétés Anonymes and Limited Liability Companies).
- 1.3 Upon decision of the Extraordinary General Meeting of the Company's Shareholders, dated 21.09.98, which was approved by the Prefect of Athens and particularly by the decision No EM 10800/23.10.98 of the latter, the above-mentioned Company's share capital was increased by nine hundred and fifty million (950,000,000) Greek Drachmas, by way of capitalization of:
- a) The special reserves for the accounting year 1993, coming up to 12,600,000 Greek Drachmas
 - b) The special reserves for the accounting year 1994, coming up to 43,961,642 Greek Drachmas
 - c) The special reserves for the accounting year 1995, coming up to 50,000,000 Greek Drachmas
 - d) The balance of profit carried forward for the accounting year 1997, coming up to 843,438,358 Greek Drachmas
- and by issuing ninety-five thousand (95,000) new registered shares, with a nominal value of ten thousand (10,000) Greek Drachmas each. Therefore, the Company's share capital came up to one billion (1,000,000,000) Greek Drachmas, divided into one hundred thousand (100,000) registered shares with a nominal value of ten thousand (10,000) Greek Drachmas each.
- 1.4 Upon decision of the Extraordinary General Meeting of the Company's

shares with a nominal value of one hundred and twenty-five (125) Greek Drachmas each.

- 1.5 Upon decision of the Extraordinary General Meeting of the Company's Shareholders, dated 03.06.99, the above-mentioned decrease of the nominal value of shares and increase of the Company's share capital were annulled, since the necessary payment was not made within the deadline prescribed by the Law. Therefore, the Company's share capital came up to one billion (1,000,000,000) Greek Drachmas, divided into one hundred thousand (100,000) registered shares with a nominal value of ten thousand (10,000) Greek Drachmas each.

Upon decision of the above Extraordinary General Meeting of the Company's Shareholders, the nominal value of shares was decreased once again from ten thousand (10,000) Greek Drachmas each to one hundred and twenty-five (125) Greek Drachmas each, while eight million (8,000,000) common registered shares were issued in order to replace the old ones.

Furthermore, upon the same decision as above of the Extraordinary General Meeting of the Company's Shareholders, the Company's share capital was increased by one hundred and fifty-eight million eight hundred and twelve thousand five hundred (158,812,500) Greek Drachmas, by paying in cash and by issuing one million two hundred and seventy thousand five hundred (1,270,500) new common registered shares with a nominal value of one hundred and twenty-five (125) Greek Drachmas each.

Therefore, after such increase, the Company's share capital came up to one billion one hundred and fifty-eight million eight hundred and twelve thousand five hundred (1,158,812,500) Greek Drachmas in total, divided into nine million two hundred and seventy thousand five hundred (9,270,500) common registered shares with a nominal value of one hundred and twenty-five (125) Greek Drachmas each.

- 1.6 Upon decision of the Extraordinary General Meeting of the Company's Shareholders, dated 25.02.2000, the Company's share capital was increased by three billion four hundred and seventy-six million four hundred and thirty-seven thousand five hundred (3,476,437,500) Greek Drachmas, by way of capitalization of the part of the reserves "difference resulting from the issue of shares above par" and by issuing twenty-seven million eight hundred and eleven thousand five hundred (27,811,500) new shares with a nominal value of one hundred and twenty-five (125) Greek Drachmas each.

Therefore, after such increase, the Company's share capital came up to four billion six hundred and thirty-five million two hundred and fifty thousand (4,635,250,000) Greek Drachmas in total, divided into thirty-seven million eighty-two thousand (37,082,000) common registered shares with a nominal value of one hundred and twenty-five (125) Greek Drachmas each.

- 1.7 Upon decision of the Ordinary General Meeting of the Company's shareholders, dated 07.06.2001, the Company's share capital was increased by thirty-nine million nine hundred and fifty-five thousand eight hundred and fifty-five

(39,955,855) Greek Drachmas, by way of capitalization of the part of the reserves "difference resulting from the issue of shares above par" and the nominal value of shares was increased and it came up to one hundred and twenty-six Greek Drachmas and 0.0775 (126.0775), and furthermore the Company's share capital and the nominal value of each share were converted from Greek Drachmas into Euros.

- 1.11 Upon decision of the Company's Board of Directors, dated 30.12.2004, made in accordance with the provisions of article 13 par. 9, C.L.2190/1920 regarding disposal of the Company's shares to the members of the Company's Board of Directors and to the Company's personnel, the Company's share capital was increased, by way of payment in cash by the beneficiaries, by forty-eight thousand eight hundred and three Euros (EUR 48,803), by issuing one hundred and thirty-one thousand nine hundred (131,900) registered shares of the Company with a nominal value of EUR 0.37 each. Therefore, after such increase, the Company's share capital came up to fourteen million three hundred and eighty-three thousand four hundred and eleven Euros and forty-five cents (EUR 14,383,411.45), divided into thirty-eight million eight hundred and seventy-four thousand and eighty-five (38,874,085) registered shares with a nominal value of thirty-seven cents (EUR 0.37) each.
- 1.12 Upon decision of the Ordinary General Meeting of the Company's Shareholders, made during a repetitive meeting, dated 04.05.2005, the Company's share

issuing eighteen thousand eight hundred and thirty-six (18,836) new shares of the Company with a nominal value of EUR 0.37 each (a' decision of the Company's Board of Directors, dated 16.12.06) and by three hundred and fifty-three thousand eight hundred and forty-seven Euros and sixty-five cents (353,847.65) by issuing nine hundred and fifty-six thousand three hundred and forty-five (956,345) new shares of the Company with a nominal value of EUR 0.37 each (b' decision of the Company's Board of Directors, dated 16.12.06). Therefore, after such increase, the Company's share capital came up to twenty-nine million one hundred and fifty-three thousand seven hundred and sixty-five Euros and fifty-seven cents (29,153,765.57), divided into seventy-eight million seven hundred and ninety-three thousand nine hundred and sixty-one (78,793,961) registered shares with a nominal value of thirty-seven cents (EUR 0.37) each.

- 1.15 Upon decision of the General Meeting of the Company's Shareholders, dated 24.10.2007, the Company's share capital was increased by eighteen million one hundred and twenty-two thousand six hundred and eleven Euros and three cents (18,122,611.03), by way of capitalization of the part of the reserves "difference resulting from the issue of shares above par" and the nominal value of the Company's shares was increased by twenty-three cents (EUR 0.23). According to the same decision as above, the nominal value of each share was decreased by thirty cents (EUR 0.30) and seventy-eight million seven hundred and ninety-three thousand nine hundred and sixty-one (78,793,961) new shares were issued. Therefore, the Company's share capital came up to forty-seven million two hundred and seventy-six thousand three hundred and seventy-six Euros and sixty cents (EUR 47,276,376.60), divided into one hundred and fifty-seven million five hundred and eighty-seven thousand nine hundred and twenty-two (157,587,922) common registered shares en-GB

- 1.17 Upon decision of the Company's Board of Directors, dated 17.12.2008, made in accordance with the provisions of article 13 par. 13 of C.L.2190/1920 regarding disposal of the Company's shares to the members of the Company's Board of Directors and to the Company's personnel, the Company's share capital was increased, by way of payment in cash by the beneficiaries, by five thousand eight hundred and eighty-eight Euros and forty cents (5,888.40), by issuing nineteen thousand six hundred and twenty-eight (19,628) new shares of the Company with a nominal value of EUR 0.30 each. Therefore, after such increase, the Company's share capital came up to forty-seven million six hundred and eighty-eight thousand five hundred and sixteen Euros and thirty cents (47,688,516.30), divided into one hundred and fifty-eight million nine hundred and sixty-one thousand seven hundred and twenty-one (158,961,721) common registered shares with a nominal value of thirty cents (EUR 0.30) each.
- 1.18 Upon decision of the Ordinary General Meeting of the Company's shareholders, dated 16.05.2018, the Company's share capital was decreased by six hundred thousand Euros (€600,000), through the cancellation of two million (2,000,000) own shares with a nominal value of €0.30 each. Following such decrease, the Company's share capital was shaped at forty seven million eighty eight thousand five hundred and sixteen Euros and thirty cents (47,088,516.30€), divided into one hundred and fifty six million nine hundred and sixty one thousand seven hundred and twenty one (156,961,721) common registered shares with a nominal value of thirty cents (0.30€) each.
- 1.19 Upon decision of the Ordinary General Meeting of the Company's shareholders, dated 29.06.2021, the Company's share capital was decreased by one million four hundred and ten thousand Euros (€1.410,000), through the cancellation of four million seven hundred thousand (4,700,000) own shares with a nominal value of €0.30 each. Following such decrease, the Company's share capital was shaped at forty five million six hundred and seventy eight thousand five hundred and sixteen Euros and thirty cents (45,678,516.30€), divided into one hundred and fifty two million two hundred and sixty one thousand seven hundred and twenty one (152,261,721) common registered shares with a nominal value of thirty cents (0.30€) each.
- 1.20 Upon decision of the Extraordinary General Meeting of the Company's shareholders, dated 17.05.2022, the Company's share capital was decreased by one million one hundred and seventeen thousand four hundred eighty Euros and eighty cents (€1,117,480.8), through the cancellation of three million seven hundred twenty four thousand nine hundred thirty six (3,724,936) own shares with a nominal value of €0.30 each. Following such decrease, the Company's share capital was shaped at forty four million five hundred and sixty one thousand thirty five Euros and fifty cents (44,561,035.5€), divided into one hundred and forty eight million five hundred and thirty six thousand seven hundred and eighty five (148,536,785) common registered shares with a nominal value of thirty cents (0.30€) each.
- 1.21 Pursuant to an authorization granted by the decision of the Extraordinary General Meeting of the Company's shareholders dated 23.05.2022, the Board of Directors decided on 21.06.2022, to increase the Company's share capital by up

to sixty six million eight hundred forty thousand sixty four Euro and fifty cents (€66,840,064.5) by issuing of up to two hundred twenty two million eight hundred thousand two hundred fifteen (222,800,215) new common registered, dematerialized shares with voting rights of a nominal value of €0.30 each, through payment in cash, with issue price Euro fifty eight cents (€0.58) and with pre-emption rights in favor of the existing shareholders of the Company. The difference between the nominal value of the new shares and the issue price of sixty two million three hundred eighty four thousand sixty Euro and twenty cents (€62,384,060.20) will be credited to the account “Share Premium”.

Following the above, the Company's share capital was shaped at one hundred eleven million four hundred one thousand one hundred Euro (€11,401,100), divided into three hundred seventy one million three hundred thirty seven thousand (371,337,000) common registered shares with a nominal value of thirty cents (0.30€) each.

- 1.22 Pursuant to an authorization granted by the decision of the Ordinary General Meeting of the Company's shareholders dated 30.08.2023, the Board of Directors decided on 02.10.2023, to increase the

3. Any decision on increase of the Company's share capital made in accordance with the provisions of par. 2 of this article constitutes a modification of the Company's Articles of Association.

ARTICLE 6
Shares

1. The Company's shares are registered shares, indivisible shares and listed on the Hellenic Exchanges - Athens Stock Exchange S.A. and they are dematerialized, while these shares - and any modification thereof-are registered in the records of any other competent body which shall be lawfully designated for this purpose.
2. The date of issue of shares is determined to be the date of their registration in the records of any competent body, which shall be lawfully designated for this purpose, according to the relevant provisions.
3. Following observance of the provision set forth in article 51 of L. 2396/1996 (as amended by article 13 of L. 3884/2010), a shareholder of the Company shall mean the shareholder registered in the records of any other competent body, which shall be lawfully designated for this purpose.
4. The dematerialized shares of the Company can only be transferred upon relevant registration thereof in the register of securities, in accordance with the relevant provisions in force from time to time. Any person who is registered in the register of securities is considered by the Company issuing those shares to be a shareholder of the Company.

CHAPTER III
SHAREHOLDERS

ARTICLE 7

- 1.

year. In this case, the deadline for the payment of the share capital in accordance

previous paragraph, when shares are taken by credit institutions or by companies providing investment consulting services, which are entitled to accept title deeds for safeguarding, according to everything specified in the previous paragraph, and in order to offer them to the shareholders, in accordance with the provisions of paragraph 1 of article 26 of L. 4548/2018. In addition, there is no case of exclusion from the pre-emption right, when the capital increase is intended to give employees a holding in the Company's share capital in accordance with articles 113 and 114 of L. 4548/2018.

The Capital may be increased, in part, by contributions in cash and, in part, by contribution in kind. In this case, the competent body which decides on the increase should declare that the fact that shareholders who contribute in kind do

maximum, it delivers the shares which have already been issued or are issued and it delivers the shares to the above named beneficiaries, by increasing the Company's share capital, while it confirms the increase of the share capital. The decision of the Company's Board of Directors confirming the payment of the amount of increase should be made every three months, in deviation of the provisions of article 20 of L. 4548/2018. The provisions of article 26 of L. 4548/2018 do not apply to those capital increases.

Upon decision made, in accordance with the provisions of paragraphs 3 and 4 of article 130, and paragraph 2 of article 132 of L. 4548/2018, which is subject to publication, in accordance with the provisions of article 12 of L. of 4548/2018, the General Meeting of the Company's Shareholders is entitled to authorize the Company's Board of Directors to prepare a plan for the disposal of shares, according to the provisions of the previous paragraph, by increasing the share capital, if necessary, and by maki

the paid up capital, the Company's Board of Directors is obliged to notify the Ordinary General Meeting of the Company's Shareholders of the amounts paid by the Company due to any reason whatsoever during the last two years to the members of the Board of Directors or the Company's managers as well as of any remuneration paid to those persons as a result of any contract whatsoever concluded between them and the Company. In all the above-mentioned cases,

**CHAPTER IV
GENERAL MEETING**

**ARTICLE 9
Powers of the General Meeting**

1. The General Meeting of the Company's shareholders is the supreme body of the Company and it is entitled to decide on every Company issue as per L. 4548/2018. The decisions of the General Meeting shall also be binding on absent or dissenting shareholders.

2. The General Meeting of the Company's Shareholders is the sole competent body to decide on the following issues:
 - a) Modifications of the Articles of Association; Modifications include increases, regular or extraordinary, and decreases of the share capital;
 - b) Election of members of the Board of Directors, and auditors;
 - c) The approval of the overall management as per article 108 of L.4548/2018 and the discharge of auditors;
 - d) Approval of the annual and any consolidated financial statements;
 - e) Distribution of annual profits;
 - f) The approval of the provision of remuneration or advance payments as per article 109 of L. 4548/2018;
 - g) The approval of the overall remuneration policy as per article 110 of L. 4548/2018 and of the remuneration report as per article 112 of L. 4548/2018;
 - h) The merger, splitting, transformation, revival, extension of the duration or the dissolution of the Company; and
 - i) Appointment of liquidators.

The provisions of the previous paragraph do not apply to:

- a) Any share capital increases or readjustments which are explicitly assigned by law or by the Articles of Association to the Board of Directors, as well as increases imposed by the provisions of other Laws;
- b) The modification or adaptation of the provisions of the Company's Articles of Association by the Board of Directors in cases expressly provided for by law;
- c) The appointment under the Company's Articles of Association of the first Board of Directors;
- d) The election of Directors, made in accordance with the Articles of Association, as per article 82 of L. 4548/2018, who will replace other Directors whose position became vacant due to resignation, death or forfeiture from the position due to any other reason whatsoever;

- e) The absorption as per articles 78 and 78a of C.L. 2190/1920 of a Société Anonyme by another Société Anonyme holding 100% or 90% or more of its shares;
- f)

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2. If such quorum fails to be present in the first meeting, the General Meeting shall be held again within twenty (20) days of the date of postponement, by invitation with notice of at least ten (10) days. The repetitive General Meeting is considered to have reached a quorum and validly meets in order to discuss the initial agenda items regardless of the part of the paid-up capital being represented therein. No other invitation to the repetitive meeting is required, if the initial invitation specifies the place and date of the repetitive meetings, provided that the repetitive meeting shall be convened at least five (5) full days after the meeting which was adjourned.
3. The decisions of the General Meeting of the Company's Shareholders are made by absolute majority of votes being represented in the meeting.

ARTICLE 14
Special quorum and majority of
the general meeting of the company's shareholders

1. Exceptionally, the General Meeting is considered to have reached a quorum and validly meets in order to discuss the agenda items when shareholders representing at least one half (1/2) of the paid-up capital are present or represented therein, and in order to make decisions related to:
 - a) change of the Company's nationality;
 - b) alteration of the Company's object of activities
 - c) increase of the shareholders' obligations;
 - d) regular capital increase, unless required by law or made through capitalization of reserves;
 - e) the decrease of the capital unless it is made as per paragraph 5 of article 21 of L. 4548/2018 or paragraph 6 of article 49 of L. 4548/2018;
 - f) alteration of the manner of distribution of profits,
 - h) the merger, splitting, transformation, revival, extension of the duration or the dissolution of the Company;
 - i) the provision or renewal of power to the Board of Directors for a capital increase in accordance with paragraph 2 of article 5 hereof; and
 - j) any other case for which the law provides that the General Meeting decides with increased quorum and majority.
2. In the case of the preceding paragraph, if the quorum required by the last subparagraph is not reached, the General Meeting is invited and meets again in accordance with paragraph 2 of article 13 hereof and is in quorum and meets validly on the issues of the original agenda when shareholders representing at least one-fifth (1/5) of the paid up capital are present or represented therein. No other invitation to the repetitive meeting is required, if the initial invitation specifies the place and date of the repetitive meetings, provided that the repetitive meeting shall be convened at least five (5) full days after the meeting which was adjourned.

3. All the decisions of paragraph 1 of this article are made by a majority of two thirds (2/3) of votes which are represented in the meeting.

ARTICLE 15

President - Secretary of the General Meeting

1. Until the election of its president, which is done by the General Meeting with simple majority, the Meeting is chaired by the President of the Board of Directors or his/her deputy.
2. The president of the General Meeting may be assisted by a secretary and a teller, elected in the same way. The president checks the regularity of the General Meeting, the identity and authorization of those being present, the accuracy of the minutes, directs the discussion, brings the items to the vote and announces the outcome of the voting procedure.

ARTICLE 16

Agenda Items - Minutes of the General Meeting of the Company's Shareholders

1. The discussions and decisions of the General Meeting of the Company's Shareholders are limited to the agenda items.
2. A summary of the discussions and decisions made during the General Meeting of the Company's Shareholders is entered in a special book of minutes. The President of the General Meeting is obliged to write in the minutes a summary of a shareholder's opinion, upon relevant request of such shareholder. The president of the General Meeting is entitled to refuse to record an opinion if it refers to issues apparently out of the agenda or its content is manifestly contrary

the respective accounting year. However, the waiver of the Company from its claims against the members of the Board of Directors or other persons or any compromise of the Company with them may only take place subject to the conditions of paragraph 7 of article 102 of L. 4548/2018. The above approval is also taken into consideration at the trial on the Company's compensation regarding the liability of the members of the Board of Directors in accordance with articles 102 et seq. of L. 4548/2018.

2. The Members of the Board of Directors are entitled to vote with regard to the approval of the overall management referred to in paragraph 1 of this article only with the shares they own, whether they are the owners of those shares or representatives of other shareholders, provided that they have been granted the relevant authorization and express and specific instructions as regards the voting. This also stands for the Company's employees.

CHAPTER V BOARD OF DIRECTORS

ARTICLE 18 Formation and Term of Office of the Board of Directors

1. The Company is administered by the Board of Directors, which consists of seven (7) to twelve (12) Directors, natural persons or legal entities. A legal entity is obliged to appoint a natural person who shall be entitled to exercise the powers of the legal entity as a member of the Board of Directors.
2. The members of the Board of Directors are elected by the General Meeting of the Company's Shareholders for a period of six (6) years, which is extended until the expiry of the deadline within which the next Ordinary General Meeting of the Company's Shareholders must be held, and until the relevant decision is resolved. The General Meeting may also elect deputy members in the case of resignation or death of the persons elected or those who, for any other reason, have lost their capacity as members of the Board of Directors.
3. The members of the Board of Directors can always be re-elected and they are freely revoked.

ARTICLE 19 Powers and Authorities of the Board Of Directors

1. The Board of Directors has the authority to decide on any act concerning the management of the Company, the management of its assets and the general pursuit of its purpose.
2. The Board of Directors may delegate the powers of management and representation of the Company to one or more persons, its members or not, as well as the Company's internal audit to one or more persons who are not its

members. Those persons are entitled, according to the relevant provision of the

ARTICLE 23

Representation of Members - Quorum - Majority

1. Each Director can validly represent only one member being absent. The representation in the Board of Directors cannot be delegated to persons who are not members of the Board of Directors unless the representation is entrusted to any alternate member of the Board of Directors.
2. The Board of Directors is considered to have reached a quorum and validly meets, when one half (1/2) of its members plus one are present or represented therein. However, the number of Directors being present can under no circumstances be less than three.
3. The resolutions of the Board of Directors are passed validly by absolute majority of the Directors being present and represented therein, unless otherwise provided for herein or by law.

ARTICLE 24

Minutes of the Board of Directors

1. The discussions and resolutions of the Board of Directors are recorded in a special book of minutes, which can also be kept electronically.
2. Copies and extracts of the minutes of the Board of Directors are officially issued by the President of the Board of Directors or by the Managing Director or by the Deputy Managing Director or by another Director without requiring further ratification.
3. The drawing up and signature of the minutes by all members of the Board of Directors or their representatives shall generate effects as valid resolutions of the Board of Directors, even if no meeting was previously held. This arrangement applies even if all Directors or their representatives agree to record a majority decision in the Minutes without holding a meeting. The relevant minutes are signed by all directors. The signatures of the directors or their representatives may be replaced by exchanged emails or other electronic means. The minutes drawn up, as provided herein shall be recorded in the minutes in accordance with paragraph 1 of this article.

ARTICLE 25

Compensation of the Members of the Board of Directors

1. Members of the Board of Directors may receive remuneration or other compensation, the amounts of which are determined by the General Meeting and, as the case may be, the remuneration policy of the Company.

ARTICLE 29
Annual Financial Statements, Annual Reports
and their publication

1. The annual and consolidated financial statements of the Company are prepared, audited and approved in accordance with the provisions of article 145 et seq. of L. 4548/2018.
2. In order for the General Meeting to take a valid decision on the financial statements prepared by the Board of Directors, the financial statements must have been signed by three different persons, namely: a) the chairman of the Board of Directors or his/her deputy, b) the Managing or Executive Director and, in the absence of such a director or where his/her capacity coincides with that of the above persons, by ~~4 members of the Board of Directors~~ ^{one member of the Board of Directors} appointed thereby, and c) the responsible accountant accredited by the Economic Chamber of Greece as an A class license holder for the preparation of financial statements. nt of(Di)3r
3. The Annual Management Report and, where applicable, in accordance wf Directors or his/3(

**CHAPTER VIII
DISSOLUTION LIQUIDATION**

**ARTICLE 31
Reasons for Dissolution of the Company**

1. The Company is dissolved:
 - a) upon expiration of its term provided in the Articles of Association;
 - b) upon decision of the General Meeting passed with an increased quorum and majority;
 - c) by declaring the company in bankruptcy;
 - d) in case a request for declaration in bankruptcy is denied on grounds of lack of resources to cover the costs of the procedure; or
 - e) by a Court order, in accordance with articles 165 and 166, of L. 4548/2018

**ARTICLE 32
Liquidation**

1. Except for the case of bankruptcy, the dissolution of the Company is followed by its liquidation. In the cases of subparagraphs (a) and (d) of paragraph 1 of article 31 of these Articles of Association, the Board of Directors acts in the capacity of a liquidator till the appointment of liquidators by the General Meeting.e these Articles of Association

11. Election of a new Board of Directors and appointment of its independent members.

In accordance with Article 18 of the Company's Articles of Association, the Board of Directors is composed of seven (7) to twelve (12) members. The term of the members of the Board of Directors is six years and is extended until the expiry of the period within which the next ordinary General Meeting must be held and until the relevant decision is taken.

The Shareholders' General Meeting is called to elect a new Board of Directors with a term of six (6) years, in accordance with the Company's Articles of Association.

Following the suggestion of the Remuneration and Nomination Committee for the Election of Members of the Board of Directors, the Board of Directors proposes to the General Meeting the election of a twelve-member Board of Directors, composed of the following candidates:

Sokratis Kokkalis,
Konstantinos Antonopoulos,
Nikolaos Nikolakopoulos,
Chrysostomos Sfatos,
Konstantinos Farris,
Soohyung Kim,
Dimitrios Theodoridis,
Vladimira Donkova Mircheva,
Ioannis Tsoumas,
Adamantini Lazari,
Dionysia Xirokosta and
Georgios Karamichalis

The twelve-member composition proposed above allows the effective performance of the Board of Directors' responsibilities, reflects the size and activity of the Company and characterizes the diversity of knowledge, qualifications and experience that can contribute to the achievement of its business objectives.

The above proposal includes the re-election of ten (10) existing members of the Board of Directors and the election of two (2) new members (Messrs. Nikolaos Nikolakopoulos and Georgios Karamichalis). Following the decision of the General Meeting, the new Board of Directors is constituted in accordance with the provisions of article 77(3) of Law No. 4548/2018 and article 20 of the Company's Articles of Association and decides on the assignment of its responsibilities.

The proposal for the election of the aforementioned members of the Board of Directors has been evaluated and reviewed by the Remuneration and Nomination Committee for the Election of Members of the Board of Directors, in accordance with the applicable regulatory and legislative framework, the Greek Corporate Governance Code, which the Company has adopted and implements, the Company's Board Member Suitability Policy, as well as in accordance with high standards of corporate governance and best practices, in order for the Board of Directors to be able to determine that the proposed candidates are suitable both individually and collectively.

In particular, the Remuneration and Nomination Committee for the Election of Members of the Board of Directors evaluated the candidate members for the Board of Directors both individually and collectively and taking into account:

- the assessment of the collective and individual capabilities of the Board of Directors, as stated in the Corporate Governance Statement for the year 2022 included in the INTRALOT Group's Annual Report for the financial year ended 31 December 2022, which is available on the Company's website

https://www.intralot.com/files/Report_IFRS_4Q2023_GR_FINAL.pdf

regarding the substantial contribution of each member proposed for re-election to the activities of the Board of Directors and its Committees and the substantial contribution to the work of these bodies and commitment to the role.

- the skills, experience, knowledge and qualifications of the members of the Board of Directors, as well as their curricula vitae and other professional commitments of the proposed members of the Board of Directors, as available on the Company's website www.intralot.com

- the provisions of the applicable regulatory and legislative framework, the approved Company's Board Member Suitability Policy, the Greek Corporate Governance Code, determined that:

✓ the level of gender diversity will exceed the minimum legal requirements (i.e. will be 27%, exceeding the minimum legal requirement of 25%, rounded to the

Committee of the Company for a term equal to the term of the Board of Directors, i.e. for six (6) years as from today, and may be extended until the expiry of the time period within which the next ordinary General Meeting must be held and until the relevant decision is taken.

14. Approval of the new Remuneration Policy of the Company in accordance with article par. 2 of L. 4548/2018, as in force, due to the expiration of the four (4) years duration of the previous one.

The Board of Directors, following a recommendation of the Remuneration and Nomination Committee, recommends the approval of the new Company's Remuneration Policy by the General Meeting, in accordance with article 110 of Law 4548/2018, which introduces the following main changes: a) the additional