



## INTRALOT

### **Document for the provision of information I 3401/05 regarding the offer in Greece of INTRALOT's shares in the framework of the annual implementation of its stock option plan (article 4 para. 1 e)**

The Company INTRALOT, in the framework of a) the annual implementation of the Stock Option Plan (the Plan I) addressed to the INTRALOT's Management, the personnel of INTRALOT and of INTRALOT's subsidiaries, as it (Plan I) was approved by the Extraordinary General Meetings of the Shareholders of the company on 28/02/2001 and 27/09/2001 and b) the implementation of the Stock Option Plan that has been approved by the General Assemblies of the Shareholders on 4.05.2005 and 22.09.2006 ("the Plan II"), relating to the Company Management, the General Directors and the Managerial Officers of the Company and of its subsidiary companies in Greece and abroad and in accordance with the article 4 paragraph 1e of the Law N.3401/2005, informs the investors the following:

a)-In the framework of the implementation Plan I, as it is described below, the beneficiaries of Stock Option Rights, are invited to declare in writing to the Company's Board of Directors their intention to exercise fully or partially their rights and to pay in cash the price within the first fortnight of December 2006.

-The above offer concerns 13 beneficiaries of the Company and its subsidiaries and relates to 35,220 new common registered shares of INTRALOT, with a nominal value of €0.37 each, that will result from the share capital increase of the Company that will take place on December 2006, without amendment of it's the Company's statutes and without affording a preemption right on the existing shares during the issuance, according to the article 13 par. 9 of Codified Law 2190/1920.

According to the Plan I (in effect from November 2002), the issuance price of the new shares, whenever the Rights are exercised, is €5.87 per share. However, following the decision of the Board of Directors of the Company (and in execution of the decisions of the General Meeting of the shareholders of the Company which provide that in the event that the number of shares of the Company is altered then both the number of the shares of the beneficiary, and the offer price will be readjusted so as to allow that the proportion of participation of each beneficiary to the share capital of the Company will remain constant), the issuance price of the new shares was set, due to the increase of the share capital of the Company, after the decision of the General Meeting taken on 04/05/2005 and the issuance of one new share for each old, for the current year and the years to come, to €2.935 per share.

b) - In the framework of the implementation Plan II as it is described below, the beneficiaries of Stock Option Rights, are invited to declare in writing to the Company's Board of Directors their intention to exercise fully or partially their rights and to pay in cash the price within the first fortnight of December 2006.

- The above offer concerns, for the first year of the Plan II (2006), 72 beneficiaries, 39 of them have been participated and to the Plan I and relates to 1,000,000 new common registered shares, of nominal value 0.37 euros each, which will result from the share capital increase of the Company that will take place on December 2006, without amendment of the Company's Statute, and without affording a preemption right on the existing shares during the issuance, according to article 13 paragraph 9

of the Codified Law 2190/1920. For full disclosure purposes, is noticed that entitled to Stock Option Rights are also 18 officers of its subsidiaries abroad.

According to the Plan II, the issuance price of the new shares, whenever the rights are exercised, is 10 euros per share.

INTRALOT's Board of Directors during December 2006, will decide via its decisions and proceed to the increases of the share capital of the Company and the issuance of new common registered shares ( in accordance with Plan I and Plan II), in proportion with the number of rights that will have been exercised by declaration of the beneficiaries and the number of shares that will be paid during December 2006.

After timely payment of the price of the shares by the beneficiaries, the Board of Directors will certify the payment of the increases ( in accordance with Plan I and Plan II) and will proceed to all legal actions, according to the applicable legislation, so as the new shares will start to be traded in the Athens Stock Exchange.

## **BRIEF DESCRIPTION OF THE PLAN I**

According to the Plan I, that was approved by the Extraordinary General Meetings of the shareholders of the Company on the February 28th, 2001 and on the September 27th, 2001:

a) the shares of INTRALOT that will be issued finally, if all the granted rights will be exercised, will not exceed the 5% of the shares of the Company.

b) the issuance price of each share was initially set at €5.87 per share.

c) beneficiaries of the Stock Option are the Chairman, the CEO, the Members of the Board of Directors of the Company and of its subsidiaries, their directors and other executives irrespective of the term of their employment, as well as other employees that on 31/12/2000 had completed five years of employment in the Company, including their previous employment in subsidiaries and/or in associate companies.

The beneficiaries, according to the above, shall notify to the Company the exact number of shares for which they will participate their option. The payment of the price that corresponds to these shares takes place within the first fifteen days of December, on the same year that they will provide the notification.

d) the exact number of shares that each beneficiary will receive has been determined from the Management of the Company based on the employment period in the Company and the individual attributes of the employee (experience, remuneration, know-how, prospects, postgraduate studies, replacement difficulties of the employ, key person e.t.c.).

e) the beneficiaries, if they wish so, may exercise their rights partially during a five (5) years period as from the notification, following the same procedure. The Stock Option rights of each participant to the Plan is barred following the lapse of five years from its finalization.

f) in case that the number of the shares of the Company will alter, there will be a readjustment to the number of shares of the beneficiary, as well as to the offer price, so as the proportion of participation of each beneficiary to the share capital of the Company will remain constant.

g) The Stock Option right is personal and it can not be transferred and assigned. However, in case of decease of the beneficiary, the Stock Option rights can be exercised from his/her heirs.

h) the beneficiary loses his option right for all of the shares, in case that he voluntarily leaves-resigns from his position until 31/12/2003.

Finally, in case of dismissal due to commitment an act punishable by law, the beneficiary is totally deprived his stock option right on shares of the Company. In any case the above right expires ipso jure on 31/12/2008.

#### **BRIEF DESCRIPTION OF THE PLAN II**

According to the Plan II approved by the General Assemblies of the Company Shareholders on 4.05.2005 and 22.09.2006:

a) the INTRALOT shares that will be finally issued, in case all granted rights are exercised, will not exceed 3% of the current Company shares (77,818,780) or 2,400,000 and that for each year that the plan will be in operation, the Shareholders General Assembly shall be entitled with a specific resolution, to determine the exact number of rights to be granted to the beneficiaries, which, as regards the first year of the plan II (2006), shall amount to up a 1,000,000 shares, according to the decision of the General Assembly.

b) The issuance price of each share was set at ten (10) euros per share.

c) Beneficiaries of the stock option right shall be the Chairman, the CEO and the Members of the Company Board of Directors, the General Directors and Managerial Officers of the company and of its subsidiary companies in Greece and abroad, who will have been employed for at least two years as of November 2006. Pursuant to the above, the beneficiaries shall notify the Company of the exact number of shares they intend to purchase, while the payment of the amount that corresponds to these shares will be made until the first fortnight of December of the same year that the notification has been made.

d) The exact number of shares to be granted to each beneficiary shall be determined by the Company's Management, based on the length of employment with the company and the overall performance of the employee (expertise, promotion prospects, postgraduate studies, length of employment and difficulty of replacement, key person etc.)

e) In case they so wish, beneficiaries are entitled to exercise their option rights partially, within a three (3) year period after notification, following the same procedure. The stock option right of each Plan participant is barred after 15 December 2008.

f) In case of a change in the current number of the company shares, both the beneficiary number of options and the issuance price, shall be readjusted, so as the proportion of participation of each beneficiary to the share capital of the Company will remain constant,

g) The stock option right provided is personal and non transferable. However, in case of death of the beneficiary, the beneficiary's right can be exercised by his successors.

h) The beneficiary will be deprived of his stock option right for the total of shares for which the right has not been exercised in case he voluntarily leaves-resigns from the Company at any time before the payment of the amount that corresponds to exercising the stock options right. However, the beneficiary may retain his right, in whole or in part once he leaves the Company upon relevant consultation with and approval by the Company Management.

Finally, in case of dismissal due to commitment an act punishable by law, the beneficiary is totally deprived his stock option right on shares of the Company.

In all cases, the above right expires ipso jure on 15.12.2008.

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The informative memorandum is available to interested parties at INTRALOT premises (64 Kifissias Ave & 3 Premetis Str., 15125 Marousi), as well as on the Company's Internet webpage (<http://www.intralot.com>). Anyone that wishes to acquire additional information, may contact with the Company during working days and office hours at 4 Kifissias Ave & 3 Premetis Str., Marousi // Shareholder Services Department) // tel. +30 210-61.56.000).