



**INTRALOT SOCIETE ANONYME
INTEGRATED LOTTERY SYSTEMS AND SERVICES**

Share Capital Increase by payment in cash with a pre-emption right in favor of the existing shareholders

Date of detachment and period for the exercise and trading of the pre-emption rights

DATE OF DETACHMENT OF THE PRE-EMPTION RIGHTS: 10.10.2023

PERIOD FOR THE EXERCISE OF THE PRE-EMPTION RIGHTS: 13.10.2023 - 26.10.2023

PERIOD FOR THE TRADING OF THE PRE-EMPTION RIGHTS: 13.10.2023 - 23.10.2023

“INTRALOT SOCIETE ANONYME INTEGRATED LOTTERY SYSTEMS AND SERVICES” (“**INTRALOT**” or the “**Company**”) notifies the investors of the following:

On the basis of the Company’s Board of Directors resolution dated 02.10.2023, in accordance with the provision of Article 24 par.1 (b) of Law 4548/2018 pursuant to the authorisation granted to the Board of Directors by the decision of the Ordinary General Meeting of the Company’s shareholders dated 30.08.2023, it was decided, among others, that the Company’s share capital will increase up to the amount of sixty nine million eight hundred twenty seven thousand five hundred eighty six Euro and thirty cents (€69.827.586,30), with the issuance of up to two hundred thirty two million seven hundred fifty eight thousand six hundred twenty one (232.758.621) new, ordinary registered, voting, dematerialised shares with a nominal value of €0,30 each (the “**New Shares**”) and with an issue price of €0,58 per New Share (the “**Issue Price**”), paid in cash and with a pre-emption right in favor of the existing shareholders of the Company (the “**Share Capital Increase**”).

The holders of pre-emption rights to the Share Capital Increase will be entitled to acquire New Shares with a ratio of 0,626812359123923 New Shares for each old share of the Company. There is no subscription guarantee for the New Shares and if the Share Capital Increase is not fully subscribed for, there is a possibility for a partial increase and the Company’s share capital will be increased up to the amount actually subscribed and paid in accordance with article 28 paragraph 1 of Law 4548/2018.

After the completion of the Share Capital Increase, and in the event that the Share Capital Increase is fully subscribed for, the share capital of the Company will amount to one hundred eighty one million two hundred twenty eight thousand six hundred eighty six Euros and thirty cents (€181.228.686,30), divided into six hundred four million ninety five thousand six hundred twenty one (604.095.621) ordinary registered, voting, dematerialised shares with a nominal value of thirty cents of Euro (€0,30) each. The total raised proceeds of the Share Capital Increase, if fully subscribed, will amount to €135.000.000,18. The total difference between the nominal value of the New Shares and their Issue Price, amounting (if the Share Capital Increase is fully subscribed for) to sixty five million one hundred seventy two thousand four hundred thirteen Euro and eighty eight cents (€65.172.413,88), will be credited to the account “Share Premium”.

On 04 October 2023, the Minutes of the Board of Directors of the Company dated 02.10.2023, by virtue of which the Share Capital Increase was decided, was registered at G.E.M.I. (General Commercial Registry), under Registration Number 3793564.

Deadline for the exercise of the pre-emption right

The deadline for the exercise of the pre-emption rights of the existing shareholders, in accordance with article 26 par.2 of Law 4548/2018, is fourteen (14) calendar days with a possibility for extension by a later decision of the Company's BoD, subject to the compliance with the deadline for payment of the Share Capital Increase.

Date of detachment of the pre-emption right

The date of detachment of the pre-emption right at the Share Capital Increase is set on 10.10.2023 (the “**Detachment Date**”). From the Detachment Date, the existing shares of the Company will be traded at the Athens Stock Exchange (the “**ATHEX**”) without the right to participate in the Share Capital Increase and the starting price of the existing common, registered voting shares of the Company at ATHEX will be defined in accordance with the ATHEX Regulation, in conjunction with the decision no. 26 of the ATHEX Board of Directors, as in force.

Procedure for exercising the pre-emption right

The following persons have the pre-emption right for the New Shares in the Share Capital Increase:

- i) all the shareholders of the Company, who will be registered in the Dematerialized Securities System (D.S.S.), on the date of identification of beneficiaries (record date) according to article 5.2 of the ATHEX Regulation, i.e., on 11.10.2023, if they retain these rights at the time of their exercise, and
- ii) those who acquire pre-emption rights during their trading period on ATHEX.

The above under items (i) and (ii) persons will be entitled to exercise the pre-emption rights for the New Shares with a ratio of 0,626812359123923 New Shares for each old share of the Company.

Under the Company’s Board of Directors resolution dated 02.10.2023, the Issue Price may be higher than the stock price at the time of the detachment of the pre-emption right according to the provisions of the ATHEX Regulation.

The period for the exercise of the pre-emption rights is set from 13.10.2023 until 26.10.2023.

The procedure of the pre-emption rights exercise will be the following:

The pre-emption rights may be exercised during business days and hours throughout the exercise period, either through the D.S.S. Participants of the shareholders' securities accounts (investment services firms or custodian bank) by submitting an application to them, or directly at the branches of Piraeus Bank S.A. (for investors that are not willing to exercise them through their D.S.S. Participants). The total amount paid for the subscription of New Shares corresponding to the exercised pre-emption rights should be credited simultaneously with the exercise of the rights (by care of the investor who exercises its rights or the D.S.S. Participant through which the rights are exercised, accordingly), in the special bank account opened for the Share Capital Increase in Piraeus Bank S.A.

Specifically, as regards the exercise of the pre-emption right at the branches of Piraeus Bank S.A., the beneficiaries must follow the procedure below:

a) present their ID card, tax registration number, a print-out of their details in the D.S.S. as well as the relevant Certificate of Pledged Rights for the exercise of pre-emption rights, which they should seek from their D.S.S. Participant.

b) declare at the time of exercise of their rights their registry securities code number, the number of their Securities Account and the authorised D.S.S. Participant of their Securities Account to whom they wish the registration of the New Shares corresponding to the exercised pre-emption rights to be made, and

c) pay in cash, in the special bank account opened by the Company for the Share Capital Increase, the total price of the New Shares corresponding to their exercised pre-emption right. The payment of the above amount will be made either by depositing cash in the special bank account that has been opened especially for this Share Capital Increase or by debiting a deposit account that may be kept by the shareholder in Piraeus Bank S.A. by an amount equal to the total price of the New Shares corresponding to the exercised pre-emption right and then an equal credit of the above special bank account of the Share Capital Increase.

After exercising their pre-emption rights, the subscribers will receive a receipt, which is not a temporary title and will not be traded on a market or can be transferred.

In case of multiple subscriptions for New Shares by the same person in accordance with the data held in the D.S.S., the total number of subscriptions shall be treated as a single subscription.

Any pre-emption rights which will not be exercised by the end of the exercise period will automatically expire and will no longer be in force.

The investors exercising their pre-emption rights will not bear any settlement costs and costs for the credit of the New Shares in their securities account or any other cost. With regard to the purchase of pre-emption rights, the purchaser shall bear any costs and charges agreed with the investment firm or bank acting as intermediary for such purchase as well as the fees and charges applied by ATHEXCSD.

The New Shares shall be distributed to beneficiaries in dematerialised form by crediting the Securities Account of each beneficiary on the D.S.S., as declared by each beneficiary.

Fractions of New Shares will not be issued. If any exercised pre-emption rights produce decimal number of New Shares, New Shares shall be rounded down to the nearest integer for each beneficiary, while it will not be possible to exercise pre-emption rights for any remaining share fraction.

If for any reason the paid-up amount with respect to the New Shares (excluding amounts paid for the purchase of pre-emption rights) must be returned to those who have exercised pre-emption rights, this will be made free of any interest.

Procedure for exercising the Oversubscription Right

Under the Company's Board of Directors resolution dated 02.10.2023, the persons who have fully exercised their pre-emption rights are entitled to an oversubscription right (the "**Oversubscription Right**") for the acquisition at the Issue Price of New Shares that may remain to be offered following the timely exercise or expiration of the pre-emption rights (the "**Unallocated Shares**"). Oversubscription Rights may be exercised for the acquisition of Unallocated Shares not exceeding 200% of the New Shares to be issued from the exercised pre-emption rights.

The Oversubscription Right shall be exercised simultaneously with the exercise of the pre-emption rights throughout the exercise period of pre-emption rights, during business days and hours, either through the D.S.S. Participants of the investors' securities accounts (investment services firms or custodian bank) by submitting an application to them, or directly at the

branches of Piraeus Bank S.A. (for investors that do not wish to exercise them through their D.S.S. Participants).

The existence of a deposit account in Piraeus Bank S.A. is a prerequisite for exercising the Oversubscription Right through the network of branches of Piraeus Bank S.A.

The beneficiaries of the Oversubscription Right, provided that they will have exercised in full their pre-emption rights, can exercise the Oversubscription Right on any Unallocated Shares, by submitting a written declaration at the branches of Piraeus Bank S.A. where the number and value of the New Shares they wish to acquire will be stated. The exercise of the Oversubscription Right will be carried out by pledging the deposit account held or to be opened by the beneficiary in Piraeus Bank S.A., for an amount equal to the value of the New Shares for which such beneficiary exercises the Oversubscription Right.

On the day of full or partial satisfaction of the exercised Oversubscription Right of the beneficiary, Piraeus Bank S.A. will debit the beneficiary's account for an amount equal to the total value of the New Shares that will be finally allocated to the beneficiary of the Oversubscription Right and credit the special bank account which has been opened specifically for the Share Capital Increase.

The beneficiaries of the Oversubscription Right who exercise their Oversubscription Right through D.S.S. Participants will submit the relevant application through them, in which the number of New Shares corresponding to the exercised Oversubscription Right will be mentioned. D.S.S. Participants should be authorised by beneficiaries and take appropriate action to properly exercise their customers' Oversubscription Right. It is noted that in the event of exercise of pre-emption rights and the related Oversubscription Right through omnibus securities accounts, each D.S.S. Participant, to which the relevant omnibus account is held, will ensure that the registered intermediary confirms that the relevant pre-emption rights of the final investor are fully exercised by the registered intermediary.

In case of multiple oversubscription applications for New Shares by the same person in accordance with the data held in the D.S.S., the total number of oversubscriptions shall be treated as a single oversubscription.

After exercising Oversubscription Rights, the subscribers will receive a receipt, which is not a temporary title and will not be traded on a market or transferred.

In case the number of Unallocated Shares is greater than the number of Shares requested through oversubscriptions, the oversubscriptions will be satisfied in their entirety. If the number of Unallocated Shares is not sufficient for the full satisfaction of the demand from oversubscriptions, the beneficiaries of the Oversubscription Rights will be satisfied pro-rata and on the basis of the number of New Shares for which an Oversubscription Right has been exercised as against the total number of Unallocated Shares until those are completely exhausted. Any paid oversubscription amounts that will not be used to acquire Unallocated Shares will be released and returned interest-free to those who exercised the Oversubscription Right.

Procedure for the Subscription of the Private Placement Shares

In the event that after the exercise of the pre-emption rights and the Oversubscription Rights, there are Unallocated Shares still available, those can be offered at their Issue Price, at the discretion of the Board of Directors by way of private placement in collaboration with the Lead Underwriter (the "**Private Placement Shares**"). The Lead Underwriter and the Underwriter have undertaken to distribute and place to investors any Private Placement Shares after the exercise of the pre-emption rights and the Oversubscription Rights without a firm commitment (the "**Private Placement**"). The process of expression of interest for the Private Placement

Shares that will be arranged by the Lead Underwriter will take place one (1) working day after the end of the period for the exercise of pre-emption and Oversubscription Rights and will be completed by the end of the following working day, i.e., at 14:00 Greek time.

Withdrawal

In the event of any significant new factor, material mistake or material inaccuracy, which may affect the assessment of the New Shares and which arises between the time when the Prospectus (as defined below) is approved and the closing of the public offering of the New Shares or the time when the trading of the New Shares begins, whichever occurs later, the Company shall publish a supplement to the Prospectus, in accordance with Article 23 of Regulation (EU) 2017/1129, as in force.

In the event of publication of a supplement to the Prospectus, pursuant to par. 2a) of article 23 of Regulation (EU) 1129/2017, as in force, investors who have already agreed to subscribe or oversubscribe for the acquisition of New Shares before the supplement is published shall have the right to withdraw their subscription within two (2) business days after the publication of the supplement. That period may be extended by the Company. The final date of the right of withdrawal shall be stated in the supplement.

Prospectus

Further information on the Company, the New Shares and the Share Capital Increase is included in the prospectus (the "**Prospectus**"), which has been approved by the Board of Directors of the Capital Market Commission on 05.10.2023, and will be available from 06.10.2023 to investors, pursuant to article 21 par. 2 of Regulation (EU) 2017/1129, as in force, in electronic form on the following websites:

- ATHEX (<http://www.helex.gr/el/web/guest/company-prospectus>)
- Company (<https://www.intralot.com/share-capital-increase-2023>)
- The Lead Underwriter, namely the company "Ambrosia Capital Hellas" (<https://ambrosiacapital.gr/intralot>)
- The Underwriter, namely the company "Euroxx Securities S.A." (<https://www.euroxx.gr/gr/content/article/intralot>)
- The Issue Advisor, namely the banking company "Piraeus Bank S.A." (www.piraeusholdings.gr/intralot)

Also, during the period of exercise of the pre-emption rights, the Prospectus will be available to the investors in printed form as well, upon request, at no extra cost at the Company's offices at the following address: 19th km., Peania - Markopoulou Ave., 190 02 Peania, Attica (tel. +30 210 61 56 000) as well as the branch network of the Issue Advisor, the office of the Lead Underwriter in Greece (7 Alimou Avenue, Alimos 174 55) and the office of the Underwriter in Greece (7 Paleologou St., Chalandri 152 32). 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.



The date of commencement of trading of the New Shares on ATHEX, following the completion of the Share Capital Increase, will be decided by the Company and will be announced in a further announcement, in accordance with applicable legislation.

Shareholders and investors who are interested in further information and clarifications related to this Prospectus may contact Company's offices at 19th km. Peania - Markopoulou Ave., 190 02 Peania, Attica, (Mr. Michail Tsagkalakis and Mr. Antonios Mandilas, tel.: +30 210 61 56 000) during business days and hours.

Peania, 06 October 2023

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