



**CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
AS AT JUNE 30, 2005, AND 2004  
(ACCORDING TO INTERNATIONAL FINANCIAL REPORTING STANDARDS)

The attached interim consolidated financial statements were approved by the Board of Directors at September 28, 2005 and they are posted on the internet at the company's site «[www.opap.gr](http://www.opap.gr)». The attention of the reader is drawn to the fact that the extracts published in the press aim at providing the public with certain elements of financial information but they do not present a comprehensive view of the financial position and the results of operations of the Company and the Group, in accordance with International Financial Reporting Standards.



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## Company information

<u>Board of directors:</u>	Kostakos Sotiris (Chairman) Niadas Vasilis (C.E.O.) Anisios Ioannis Karkasis Christos Koulousousas Sotiris Kranias Dimitrios Liapis Seraphim Likopoulos Dimitrios Nikolaropoulos Sotiris Pavlias Nikolaos Politis Dimitrios Rigopoulos Kostantinos Spanidis Sotiris
<u>Legal Form:</u>	Société Anonyme (Anonymos Etairia)
<u>Country:</u>	Greece
<u>Register Number:</u>	46329/06/B/00/15
<u>Auditors:</u>	Grant Thornton

## **Review report**

### **For the Period Ended June 30, 2005 To the Shareholders of OPAP S.A.**

We have reviewed the accompanying interim financial statements as well as the consolidated financial statements of the societe anonyme OPAP S.A., as of and for the six-month period ended 30 June 2005. These interim financial statements are the responsibility of the Company's management. We conducted our review in accordance with the Greek Review Standard, which is based on the International Standard on Review Engagements.

Our work mostly involves assessing disclosures made in the interim financial statements and providing adequate explanation on issues discussed with the Company's financial and accounting department. The extent of this work is substantially limited as compared to the one required for the issuance of an audit opinion, where the objective is to form and express a thorough opinion on the financial statements.

We have not performed an audit and, accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial statements, as well as the consolidated financial statements, do not give a true and fair view in accordance with the International Financial Reporting Standards that have been adopted by the European Union.

**Athens, September 28<sup>th</sup> 2005**


The Chartered Accountants

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VASILIS K. KAZAS  
SOEL reg. n° 13281

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SOTIRIS A. KONSTANTINOU  
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**Grant Thornton**   
Chartered Accountants  
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116 35 Athens



**OPAP S.A.**

**Consolidated Income Statements**  
**For the Six-month Periods Ended June 30, 2005, and 2004**  
**(Thousands of Euro, except for per share amounts)**

	Notes	2005		2004	
		1/1- 30/06/2005	1/4- 30/06/2005	1/1- 30/06/2004	1/4- 30/06/2004
Revenues	H2	1,708,984	828,209	1,510,083	814,878
Cost of sales	H4	(1,349,162)	(668,771)	(1,170,745)	(636,069)
<b>Gross profit</b>		<b>359,822</b>	<b>159,438</b>	<b>339,338</b>	<b>178,809</b>
Other operating income	H3	2,197	981	1,867	838
Distribution costs		(39,858)	(23,231)	(25,362)	(10,807)
Administrative expenses		(17,651)	(9,326)	(14,960)	(6,550)
Other operating expenses	I1	(1,197)	(972)	(840)	(117)
Income from provisions	H5	-	-	148,012	-
Income from associates		-	-	118	109
Amortization of Goodwill	EII	-	-	(1,211)	(605)
<b>Profit from operations</b>		<b>303,313</b>	<b>126,890</b>	<b>446,962</b>	<b>161,677</b>
Net financing results	H6	5,894	3,472	3,188	2,170
<b>Profit before tax</b>		<b>309,207</b>	<b>130,362</b>	<b>450,150</b>	<b>163,847</b>
Tax expense	H8	(106,422)	(48,516)	(161,695)	(59,042)
<b>Profit after tax</b>		<b>202,785</b>	<b>81,846</b>	<b>288,455</b>	<b>104,805</b>
<b>Attributable to:</b>					
Equity Holders		<b>202,790</b>	<b>81,857</b>	<b>288,487</b>	<b>104,824</b>
Minority Interest		(5)	(11)	(32)	(19)
<b>Basic earnings per share</b>	H9	<b>0.64</b>	<b>0.26</b>	<b>0.90</b>	<b>0.32</b>

Chairman of Board  
of Directors

Chief Executive  
Officer

Chief Financial  
Officer

Chief Accounting  
Officer

Kostakos Sotiris

Niadas Basilis

Tsaousis Kostantinos

Tsilivis Kostantinos



**The attached notes form an integral part of these financial statements**

**OPAP S.A.**

**Consolidated Balance Sheets**  
**As at June 30, 2005, and 31, December 2004**  
**(Thousands of Euro)**

	Notes	2005	2004
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	H18	488,273	423,567
Inventories	H15	405	482
Trade receivables	H16	36,921	36,381
Other receivables	H17	161,601	227,967
<b>Total current assets</b>		<b>687,200</b>	<b>688,397</b>
<b>Non - current assets</b>			
Intangible assets	H11	236,249	244,704
Property, plant and equipment	H10	38,171	40,350
Goodwill	H12/EII	21,196	21,196
Investments in associates	H13	338	338
Other non current assets	H14	11,126	11,526
Deferred tax assets	H21	6,203	6,538
<b>Total non-current assets</b>		<b>313,283</b>	<b>324,652</b>
<b>TOTAL ASSETS</b>		<b>1,000,483</b>	<b>1,013,049</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>Current liabilities</b>			
Borrowings	H22	17,759	21,574
Trade and other payables	H24	113,319	117,179
Tax liabilities		399,176	340,771
Accrued Liabilities	H25	42,178	4,858
<b>Total current liabilities</b>		<b>572,432</b>	<b>484,382</b>
<b>Non - current liabilities</b>			
Borrowings	H22	17,786	25,345
Employee benefit plans		23,341	23,369
Provisions	I1	730	-
Other liabilities	H23	5,255	5,277
<b>Total non current liabilities</b>		<b>47,112</b>	<b>53,991</b>
<b>Capital and Reserves</b>			
Issued capital	H19	95,700	95,700
Reserves	H20	43,700	43,700
Dividends proposed		-	296,670
Exchange differences		189	41
Retained earnings		241,194	38,404
<b>Equity attributable to equity Holders</b>		<b>380,783</b>	<b>474,515</b>
Minority interest		156	161
<b>Total equity</b>		<b>380,939</b>	<b>474,676</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>1,000,483</b>	<b>1,013,049</b>

**The attached notes form an integral part of these financial statements**





**OPAP S.A.**

**Consolidated Cash Flow Statements  
For the Six-month Periods Ended June 30, 2005, and 2004  
(Thousands of Euro)**

	<b>2005</b>	<b>2004</b>
<b>OPERATING ACTIVITIES</b>		
Profit Before tax	309,207	450,150
<b>Adjustments for:</b>		
Depreciation & Amortization	11,773	14,437
Net financing income	(6,709)	(4,652)
Employee Benefit Plans	791	621
Provisions for bad debts	2,271	2,908
Released provisions for contingent liabilities	-	(148,012)
Other non cash items	160	(1,025)
	<b>317,493</b>	<b>314,427</b>
Increase (Decrease) in inventories	77	(63)
Increase (Decrease) in trade & other receivable	61,853	(26,865)
Increase (Decrease) in payables	41,854	2,302
Increase (Decrease) in taxes payables	(6,711)	107
	<b>414,566</b>	<b>289,908</b>
Income taxes Paid	(40,833)	(20,219)
<b>Cash flow from operating activities</b>	<b>373,733</b>	<b>269,689</b>
<b>INVESTING ACTIVITIES</b>		
Proceeds from sale of plant and equipment	-	118
Guarranties	(4)	-
Loans raised to personel	115	(587)
Purchase of plant and equipment	(8,439)	(13,021)
Purchase of intangible assets	(356)	(901)
Interest received	6,709	4,654
<b>Cash Flows from investing activities</b>	<b>(1,975)</b>	<b>(9,737)</b>
<b>FINANCING ACTIVITIES</b>		
Repayment of borrowings	(11,374)	(19,518)
Dividends payments	(295,678)	(139,328)
<b>Cash Flow from Financing Activities</b>	<b>(307,052)</b>	<b>(158,846)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>64,706</b>	<b>101,106</b>
Cash and cash equivalents at beginning of year	423,567	294,806
<b>Cash and Cash equivalents at end of year</b>	<b>488,273</b>	<b>395,912</b>

**The attached notes form an integral part of these financial statements**



**OPAP S.A.**

**Consolidated Statement of Changes in Net Equity  
For the Six-month Periods Ended June 30, 2005 and 2004  
(Thousands of Euro)**

Equity attributable to equity holders								
	Notes	Share capital	Exchange Differences	Other reserves	Dividends proposed	Retained Earnings	Minority Interest	Total
<b>Balance as at December 31, 2003</b>		<b>95,700</b>	<b>(12)</b>	<b>43,060</b>	<b>137,170</b>	<b>5,531</b>	<b>252</b>	<b>281,701</b>
Net profit for the period						288,487	(32)	<b>288,455</b>
Exchange Differences			27					<b>27</b>
Dividends paid					(137,170)			<b>(137,170)</b>
<b>Balance as at June 30, 2004</b>		<b>95,700</b>	<b>15</b>	<b>43,060</b>	<b>0</b>	<b>294,018</b>	<b>220</b>	<b>433,013</b>
<b>Balance as at December 31, 2004</b>		<b>95,700</b>	<b>41</b>	<b>43,700</b>	<b>296,670</b>	<b>38,404</b>	<b>161</b>	<b>474,676</b>
Net profit for the period						202,790	(5)	<b>202,785</b>
Exchange Differences			148					<b>148</b>
Dividends Paid					(296,670)			<b>(296,670)</b>
<b>Balance as at June 30, 2005</b>		<b>95,700</b>	<b>189</b>	<b>43,700</b>	<b>0</b>	<b>241,194</b>	<b>156</b>	<b>380,939</b>

**The attached notes form an integral part of these financial statements**



## Reconciliation between Greek GAAP and IFRS

### A. Adjustments to Equity

	As at December 31, 2004	As at December 31, 2003
	(Thousands of Euro)	
Shareholders' equity under Greek GAAP (Minority interest included)	<b>165,174</b>	<b>158,612</b>
Retirement benefits costs	2,675	820
Deferred tax	6,538	19,614
Amortization adjustments	(494)	(300)
Depreciation adjustments	(30)	166
Amortization of Goodwill	6,661	4,239
Provisions for other operating loss	-	(38,617)
Dividends proposed	296,670	137,170
Income tax charge	(2,485)	-
Exchange differences	5	(3)
Revaluation surplus	(38)	-
	309,502	123,089
<b>Shareholders' equity under IAS</b>	<b>474,676</b>	<b>281,701</b>

### B. Adjustments to Profit and Loss

	For the period ended June 30, 2004	For the year ended December 31, 2004
	(Thousands of Euro)	
Net profit under Greek GAAP	410,466	478,734
Retirement benefits costs	128	1,855
Deferred tax	(13,441)	(13,076)
Amortization adjustments	(122)	(194)
Depreciation adjustments	(104)	(196)
Amortization of Goodwill	1,211	2,422
Release of provisions for other operating loss	38,617	38,617
Exchange differences	(14)	(45)
Income tax charge	(148,254)	(2,484)
	(121,979)	26,899
<b>Net profit under IAS</b>	<b>288,487</b>	<b>505,633</b>

**Retirement Benefits Costs:** Under Greek G.A.A.P. provisions for compensation to personnel have been calculated based on the requirements of Greek commercial law and the company's collective bargain agreement, for I.F.R.S. requirements provisions have been calculated based on an actuarial study. Differences arising due to the adjustment of the Greek G.A.A.P. balance sheet to



comply with I.F.R.S. until 1999 have charged the Retained earnings, while subsequent differences have been charged to the operating results for the respected periods.

**Deferred Income Taxes:** Under Greek G.A.A.P. accounting for the defer taxes is not permitted. Under I.F.R.S. deferred income tax liabilities and assets should be recorded for tax effect of all temporary differences between the tax and book basis of assets and liabilities.

**Capitalization and Amortization Adjustments:** Under Greek GAAP there are certain categories of expenses (e.g. listing expenses) which can be capitalized on the balance sheet and amortized. Under I.F.R.S. these categories of expenses must be expensed and therefore have been transferred to the results of the fiscal years to which they pertain.

**Depreciation Adjustments:** Under Greek GAAP, depreciation is calculated based on rates determined by the tax authorities which may differ from the fixed assets estimated useful lives, on which depreciation is based under I.F.R.S. Specifically, the useful life of equipment of agents was readjusted from five to eight years.

**Amortization of Goodwill:** Under Greek GAAP, amortization of Goodwill is calculated by using standard rate of 20% (or five years useful life) under I.F.R.S. amortization is based on the estimation of useful life (Company estimated ten years useful life).

**Provisions for Other Operating Loss:** Under Greek G.A.A.P. provision for the compensation to the operator of Stihima had been accounted on accrual basis. Under I.F.R.S. the amount of provision reflects the estimation of management for the total loss that may occur. In the first quarter of 2004 the accumulated amount of provision was totally reversed in both financial statements prepared by I.F.R.S. and Greek G.A.A.P. The difference between the accumulated amount under I.F.R.S. and Greek G.A.A.P. was deducted from the income statement.

**Dividends Proposed:** Under Greek G.A.A.P. the amount of dividends proposed by the board of directors should be included at the liabilities. Under I.F.R.S. these amount should be included at the equity until it will be approved by the annual meeting of shareholders.

**Income Tax Charge:** Under Greek GAAP, no income tax charge is calculated in respect of interim periods. Under I.F.R.S., an income tax charge is calculated.

The amount charged to income tax in 2004 pertains to income tax charge of a subsidiary which is under its first financial year (exceeding twelve month period).

**Exchange Differences:** Under Greek GAAP differences that arouse from the translation of foreign companies are deducted from income statement. Under I.F.R.S. these differences are deducted directly from equity.

**Revaluation surplus:** Under Greek tax Law companies must revalue their land and building for tax purposes based on specific rates. Any revaluation is recognized directly in equity. Under I.F.R.S. the application of cost method for the accounting of land and buildings does not permit such revaluation.



**OPAP S.A.**  
**Notes to the Consolidated Interim Financial Statements**

**A. General Information**

OPAP S.A. was established as a private legal entity in 1958.

OPAP S.A. was reorganized as a société anonyme in 1999 and its accounting as such began in 2000.

The Company has the sole concession to operate and manage nine existing numerical lottery and sports betting games as well as two new numerical lottery games, which it has yet to introduce. The Company also holds the sole concession to operate and manage any new sports betting games in Greece as well as a right of first refusal to operate and manage any new lottery games permitted by the Hellenic Republic.

The Company currently operates six numerical lottery games (*Joker, Lotto, Proto, Extra 5, Super 3 and Kino*) and three sports betting games (*Stihima, Propo and Propo-goal*). It has also designed two new lottery games (*Bingo, and Super 4*). It distributes its games through an extensive on-line network of approximately 5,346 dedicated agents.

**B. The Company's Reorganization**

Until 1999, OPAP S.A. operated as a non-profit organization. The Company had the exclusive right to operate numerical lottery and sports betting games. For the games operated, OPAP S.A. paid the Hellenic Republic the total revenues from numerical lottery and sports betting games minus a specific percentage retained to cover its operational expenses and implement its development plans.

At the time OPAP S.A. was reorganized into a société anonyme, a valuation committee was appointed, under relevant Greek law, to revalue the organization's assets and liabilities on the basis of their value. This committee consisted of a chartered accountant, a chartered surveyor and an employee of the Ministry of Commerce, which do not constitute a "professional valuer" within the meaning of International Accounting Standards. A professional valuer may have made a different determination as to market value. The difference between the fair market value and the historical value resulted in the initial share capital of € 29,347,000, with the sole shareholder being the Hellenic Republic.

The Company purchased from the Hellenic Republic the 20-year exclusive right to operate certain numerical lottery and sports betting games for € 322,817,000. Since the date of that agreement, the Company no longer pays the Hellenic Republic a percentage of its revenue, and its relationship with the Hellenic Republic has been that of a Company with its shareholder in accordance with Greek corporate law.

As a non-profit organization, the Company was not subject to income taxation. Since its reorganization into a société anonyme, it has been subject to income tax applicable to Greek corporations generally. During 2000, however, its profit subject to tax was determined by deducting from its profits before tax non-taxable amounts that included the amount of dividends paid by the Company to the Hellenic Republic.

### **C. Main Developments**

On June 25th 2005, the Company gets on a partial revision of the contract with INTRALOT S.A as regards the operation of Stihima. The revision has retroactive validity from January 30th 2005. The main changes of the contract are as follows:

- a) The increase in the percentage of attribution to the winners that the Contractor guarantees. The new percentage arises to 64.92% upon the revenues as a result of the gradual introduction of games between Greek teams, live betting, under/over betting and non-sports events. The Contractor pays every amount over the above percentage, after the expiration of the contract.
- b) The date of the clearance which will come by the completion of the contract concerning the period between January 30th 2005 and January 29th 2007.

### **D. Basis of preparation**

The consolidated interim financial statements for the period ended as at June 30, 2005 have been prepared in accordance with International Financial Reporting Standards (and in particular International Accounting Standard No. 34), using the historical cost convention, except as disclosed in the accounting policies below.

### **E. Changing in Accounting Policies**

The same accounting policies and methods of computation are followed in the interim financial statements as have been used in preparing the audited annual financial statements for the period ended as at December 31, 2004 (the "Annual Financial Statements), except for the accounting policies discussed below.

In 2003 and 2004, the IASB issued a series of new IFRS and revised International Accounting Standards (IAS), which in conjunction with unrevised IAS's issued by the International Accounting Standards Committee, predecessor to the IASB, is referred to as "the IFRS Stable Platform 2005". The Group applies "the IFRS Stable Platform 2005" from January 1<sup>st</sup> 2005.

#### **Ei. Adoption of IAS 1 (rev 2003)**

The application of IAS 1 (rev 2003) led to an update of the presentation of financial statements. Minority interests are now included as a separate line item within equity. Profit and loss attributable to minority interests and that attributable to owners of the parent company is now presented as an allocation of the net result of the period.

#### **Eii. Adoption of IFRS 3 (rev 2004)**

Following the transition to IFRS 3 (2004) on 1 January 2005, the amortization of goodwill has ceased. In accordance with the specific transitional provisions of IFRS 3 (2004), the accumulated amortization at 31 December, 2004 was eliminated against the original gross amount of goodwill. Goodwill is now subject only to periodic testing for impairment.

## **F. Principal Accounting Policies**

The significant accounting policies adopted in the preparation of these interim financial statements and in determining the results for the six months period and the financial position are set out below:

### **(i) Basis of consolidation**

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries. Subsidiaries are companies in which OPAP directly or indirectly has an interest of more than one half of the voting rights or otherwise the power to exercise control over their operations have been consolidated. Subsidiaries are consolidated using the purchase method from the date on which effective control is transferred to the Company and cease to be consolidated from the date on which control is transferred out of the Company. All inter-company transactions have been eliminated. Where necessary accounting policies for subsidiaries have been revised to ensure consistency with those adopted by the Company. The balance sheet of subsidiaries denominated in foreign currencies are translated in euro using the balance sheet date exchange rates, average exchange rates are used for the translation of the income statement and cash flow statement. Translation gains or losses arising are reported as a separate component of shareholders equity.

### **(ii) Investments in associates**

The company's investments in its associates are accounted for under the equity method of accounting. These are entities in which the Company has significant influence and which are neither a subsidiary nor a joint venture of the Company. The investments in associates are carried on the balance sheet at cost less goodwill, plus post acquisition changes in the Company's share of net assets of the associate, less any impairment value. The statement of income reflects the Company's shares of the results of operations of the associates.

### **(iii) Revenues**

Revenues from games are recognized upon the completion of games, typically immediately before the announcement of the results of games, which occurs twice weekly. Revenues from sports betting games that last longer than three or four days are recognized on a cash basis twice weekly.

Other categories of revenues are recognized under the following methods:

- a) other revenues are recognized when the event has occurred; and
- b) interest on short-term investments (typically 12 or less days) is recognized on a cash basis, and at the balance sheet date on an accrual basis.

### **(iv) Borrowings**



Loans are recorded as liabilities at the date funds are received. Loan issuance expenses are included in results of operations. At subsequent balance sheet dates, loans are shown at their unpaid principal amount. Interest expenses are recognized when paid and at the balance sheet date to the extent that these expenses are accrued and unpaid. Loans are classified as long-term if they mature in more than one year and short-term if they mature in one year or less.

#### **(v) Retirement Costs**

Pursuant to the collective bargaining agreement between the Company and its employees, the Company is obliged to pay its employees retirement benefits following completion of the requisite service period. The cost of these benefits, determined periodically on an actuarial basis, is recognized as an expense in the year that the service was rendered. A portion of this benefit may be paid to an employee prior to his retirement.

#### **(vi) Property, Plant and Equipment**

The cost of tangible assets acquired after January 1, 2000 is stated at cost.

The value of tangible assets as at December 31, 1999 was estimated by a valuation committee appointed in accordance with relevant Greek corporate law. The revalued amounts were recognized in the balance sheet as of that date, with the revaluation surplus reflected as a fair value revaluation reserve and subsequently used for the formation of the Company's initial share capital.

Depreciation is calculated using the straight-line method based on cost or revalued amount as follows:

Land	nil
Buildings	20 years
Plant & Machinery	5-8 years
Vehicles	6.5 years
Equipment	5 years

#### **(vii) Intangible Assets and Goodwill**

The 20-year concession granted by the Hellenic Republic to the Company to operate numerical lottery and sports betting games has been stated at cost, which was determined by independent actuaries.

The cost of software acquired before December 31, 1999 has been stated at its revalued amount. Software acquired after January 1, 2000 is stated at cost.

The value of software was estimated as at December 31, 1999 by the valuation committee referred to in (vi) above. The revalued amounts were recognized in the balance sheet as of that date, with the revaluation surplus reflected as a fair value revaluation reserve and subsequently used for the formation of the Company's initial share capital.





Amortization is calculated using the straight-line method based on cost or revalued amount as follows:

Concession	20 years
Software	3 years

Goodwill is recorded as an intangible asset and is the surplus of the cost of acquisition over the fair value of identifiable assets of a subsidiary, associate at the date of acquisition. Any goodwill of the acquired company is recorded as asset of the subsidiary company using the exchange rate of the balance sheet date. Up to December 31, 2004 it was amortized to income through "Amortization of goodwill" using the straight-line method over a period of ten years and Goodwill arising from the acquisition of associate and subsidiary entities is presented separately in the balance sheet.

Following the transition to IFRS 3 (2004) January 1<sup>st</sup>, 2005 the amortization of goodwill has ceased. Goodwill is now subject only to periodic testing for impairment. (see also note Eii).

### **(viii) Inventories**

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the yearly weighted average cost formula. The value of raw materials and consumables at December 31, 1999 was determined by the valuation committee referred to in (vi) above.

### **(ix) Exchange Differences**

At the balance sheet date, foreign currency monetary items are calculated using the relevant currency exchange rate.

Non-monetary items are stated at historical cost, using the exchange rate at the date of the relevant transaction.

Foreign currency transactions are recorded at the currency exchange rate prevailing on the date of the transaction.

### **(x) Income Tax Expense**

Income tax expense is calculated on taxable profits of the year using applicable tax rates. For all deductible temporary differences that arise from the difference between the taxable base used for the calculation of taxable income and the amount stated in financial statements, a deferred tax liability or deferred tax asset is recognized. The principal temporary differences that arise are from the provisions for employee retirement benefit plans and provision for other operating loss(reverse of provision).

The tax rate that is used for the calculation of deferred tax is the same as the tax rate used for the calculation of the Company's tax liabilities at the balance sheet date.

### **(xi) Other Non-current Assets**

Non-current assets are recorded at their historical cost, without any present value discount from the date of their anticipated maturity or realization.

#### Warranty Deposits

Warranty deposits are placed on deposit with certain suppliers to secure the Group's obligations to those suppliers. Amounts remain as demands for their duration. Upon the maturity of these obligations, the amounts on deposit may be applied against all or a portion of the outstanding obligations according to the terms of the deposit, with any balance being returned to the Group.

#### Prepayments for Retirement Benefits

These amounts are paid to employees in accordance with the parent Company's collective bargaining agreement. Since December 31, 2000 these amounts are paid to employees who have completed 17.5 years of service (prior to December 31, 2000 the requirement was 25 years of service). The amount given is the total retirement compensation for the service rendered to that date (until December 31, 2000 the amount given was 50% of total retirement compensation for the service rendered). Prepaid amounts are deducted from the lump-sum retirement benefit payable to the employee upon termination. Interest on prepaid amounts accrued at the rate of 2%.

#### Housing Loans to Personnel

In accordance with the parent Company's collective bargaining agreement, eligible full-time employees are entitled to housing loans. These loans have a term of 25 years with an initial two-year grace period on repayments of principal and interest. Interest accrued at the rate of 2%.

There are three types of housing loans:

Acquisition	Up to €32,281.73
Construction	Up to €16,140.86
Repair	Up to €8,070.43

### **(xii) Cash and Cash Equivalents**

Cash and cash equivalents include cash in hand cash in open bank accounts and short-term deposits.

### **(xiii) Provisions**

Provisions are recognized and accounted for when the Group determines that an obligation (legal or constructive) has arisen, it is probable that the Group will have to expend money or other resources to satisfy the obligation and a reliable estimate can be made of the amount of the obligation.



Provisions are reconsidered at each balance sheet date so as to reflect the current estimate of the obligation.

A provision is applied only to expenditures in respect of which the provision was originally recognized.

#### Provision for Doubtful Receivables

The Group establishes provisions for receivables equal to the amount of receivables from agents that management of the Group estimates as doubtful. To determine the provisions necessary at a balance sheet date, guarantees paid by agents are taken into consideration in accordance with regulations governing the Company's relationship with its agents. These guarantees are used to offset bad debts from agents.

Management estimates that its provisions for credit risk are adequate due to its credit risk controls, the large volume and disparate nature of its receivables and the real-time credit control of the Group's agents through its on-line network.

#### **(xiv) Use of estimates**

The preparation of the financial statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant estimates include the estimated useful lives of tangible and intangible assets and provisions for any potential losses. Actual results could differ from those estimates.

#### **(xv) Reclassifications**

Certain prior period amounts have been reclassified to conform to current presentation.

#### **G. Seasonality**

Under International Financial Reporting Standards, the Company's operations are not affected by seasonality or cyclical factors, except for operations relating to *Stihima*, for which the sales increase in connection with significant sports events, such as the European or World Cup.



## H. Notes to Financial Statements

### 1. Investments in subsidiaries

The Company's subsidiaries that were fully consolidated in the accompanying interim financial statements are as follows:

<b>Consolidated subsidiary</b>	<b>Ownership interest</b>	<b>Country of incorporation</b>	<b>Principal activities</b>
OPAP (CYPRUS) LTD	100%	Cyprus	Numerical lottery games
OPAP GLORY LTD	90%	Cyprus	Sports betting company
OPAP INTERNATIONAL LTD	100%	Cyprus	Holding Company
OPAP SERVICES S.A.	100%	Greece	Sports events- Promotion

The effective date of first consolidation for both «OPAP (CYPRUS) LTD» and «OPAP GLORY LTD» companies was October 1<sup>st</sup>, 2003 for «OPAP INTERNATIONAL LTD» was February 24<sup>st</sup> 2004 and for «OPAP SERVICES S.A.» was September 15<sup>th</sup> 2004.

## 2. Segment Information

### Business Segments for the Period Ended June 30, 2005

	PROPO	LOTTO	PROTO	STIHIMA	PROPO GOAL	JOKER	EXTRA 5	SUPER 3	KINO	TOTAL
<i>(Thousands of Euro)</i>										
<b>Revenues</b>	44,351	28,268	20,641	602,663	704	107,294	10,759	36,529	857,775	<b>1,708,984</b>
<b>Gross profit</b>	15,771	12,633	6,521	91,040	97	37,978	2,571	10,937	182,274	<b>359,822</b>
<b>Other information :</b>										
Tangible and Intangible Assets	7,122	4,539	3,314	96,773	113	17,229	1,728	5,866	137,736	<b>274,420</b>
Current Assets	17,834	11,367	8,300	242,337	283	43,144	4,326	14,689	344,920	<b>687,200</b>
Segment Assets	24,956	15,906	11,614	339,110	396	60,373	6,054	20,555	482,656	<b>961,620</b>
Unallocated Assets										<b>38,863</b>
<b>TOTAL ASSETS</b>										<b>1,000,483</b>
Segment Liabilities	5,094	3,247	2,371	69,223	81	12,324	1,236	4,196	98,525	<b>196,297</b>
Unallocated Liabilities										<b>423,247</b>
<b>TOTAL LIABILITIES</b>										<b>619,544</b>
Additions of tangible and intangible assets	30	19	14	402	-	72	7	24	571	<b>1,139</b>
Depreciation and amortization	305	195	142	4,152	5	739	74	252	5,909	<b>11,773</b>

### Business Segments For the Period Ended June 30, 2004

	PROPO	LOTTO	PROTO	STIHIMA	PROPO GOAL	JOKER	EXTRA 5	SUPER 3	KINO	TOTAL
<i>(Thousands of Euro)</i>										
<b>Revenues</b>	42,838	32,809	24,066	884,151	1,041	135,614	20,395	70,639	298,530	<b>1,510,083</b>
<b>Gross profit</b>	15,563	14,584	7,447	169,847	379	46,988	5,415	20,711	58,404	<b>339,338</b>
<b>Other information:</b>										
Tangible and Intangible Assets	8,371	6,411	4,703	172,779	203	26,501	3,986	13,804	58,339	<b>295,097</b>
Current Assets	16,975	13,001	9,536	350,349	412	53,738	8,082	27,991	118,294	<b>598,378</b>
Segment Assets	25,346	19,412	14,239	523,128	615	80,239	12,068	41,795	176,633	<b>893,475</b>
Unallocated Assets										<b>40,019</b>
<b>TOTAL ASSETS</b>										<b>933,494</b>
Segment Liabilities	5,706	4,370	3,205	117,764	139	18,063	2,716	9,409	39,763	<b>201,135</b>
Unallocated liabilities										<b>299,346</b>
<b>TOTAL LIABILITIES</b>										<b>500,481</b>
Additions of tangible and intangible assets	393	301	221	8,116	10	1,245	188	648	2,740	<b>13,862</b>
Depreciation and amortization	410	314	230	8,453	10	1,297	195	675	2,853	<b>14,437</b>

There are no sales transactions between business segments. Segment assets consist of property, plant and equipment, intangible assets, inventories, trade and other receivables, cash and cash equivalents. Unallocated assets principally consist of deferred tax, long term investments and goodwill.

Segment liabilities comprise operating liabilities and exclude items such as taxation, employee benefit plans and provisions.

A portion of cost of sales was allocated to business segments according to the revenues of each business segment.

### 3. Other operating income

The analysis of other operating income for each category during the period is as follows:

For the Period Ended June 30,	2005	2004
	(Thousands of Euro)	
Rents	640	395
Exchange differences	717	380
Other	840	1,092
<b>Total</b>	<b>2,197</b>	<b>1,867</b>

### 4. Cost of Sales

The analysis of cost of sales classified by nature of expense is as follows:

Six Month Period Ending June 30,	2005	2004
	(Thousands of euro)	
Prize payouts to lottery and betting winners	1,105,498	902,688
Lottery agents' commissions	137,242	128,818
Betting Commissions	62,954	90,915
Depreciation	2,052	3,441
Amortization	8,675	8,832
Repairs and maintenance expenditures	3,871	3,631
Third party outsourcing	5,233	6,326
Greek Professional Football Teams Association	3,905	3,687
Staff cost	6,530	6,204
Other expenses	10,394	12,782
Provisions for bad debtors	2,271	2,908
Retirement benefit costs	537	513
<b>Total cost of sales</b>	<b>1,349,162</b>	<b>1,170,745</b>

Prize payouts to lottery and betting winners includes an amount of €36,979,700 which is a provision calculated as the difference between actual payment to the winners of *Stihima* and target payout of 64.92% for the period.

Lottery Agents' commissions are commissions accrued to the Company's dedicated sales agents. They are accounted at a fixed rate of 8% on revenues which are generated from *Stihima* and *Super 3*, 7% on the revenues of *Kino* and 12% for the other games. The rate for the fixed odds organized in Cyprus is 10%.

Betting commissions are paid to the operator of *Stihima* for the services that this entity provides in relation to the operation of *Stihima*, which was introduced in 2000. Distributions to the Greek Professional Football Association are related to the *Propo* and *Propo-goal* games.

## 5. Income from provisions

During the six month period ended June 30, 2004, the parent company, based on Decision 953/2004 of the Athens Court, recognized the reversal of the accumulated provision of €148,012,000 that had been recognized by the Company through December 31, 2003, based on the 2/21.3.2003 decision of the Arbitration Court, pursuant to which the company would have been obligated to pay to INTRALOT S.A. an amount of €36,900,000 for every year that it didn't include horserace and greyhound race betting as additional *Stihima* betting events.

## 6. Net Financing Income

For the Period Ended June 30,	2005	2004
	(Thousands of Euro)	
Interest expense for Bank borrowings	(815)	(1,464)
<b>Interest income from</b>		
Bank deposits	6,093	4,117
Personnel loans	47	36
Other interest income	569	499
Total interest income	<u>6,709</u>	<u>4,652</u>
<b>Net Financing Income</b>	<b>5,894</b>	<b>3,188</b>

The weighted average interest rate on the Group's borrowings was 3.42% in 2005, and 3.51% in 2004. The average interest rate earned on short-term bank deposits was 2.08% in 2005 and 2.02% in 2004.

## 7. Staff Costs

For the Period Ended June 30,	2005	2004
	(Thousands of Euro)	
Employee remuneration	13,349	10,234
Social security costs	2,359	1,845
Retirement benefit costs	1,206	927
Other remuneration	<u>1,001</u>	<u>1,270</u>
<b>Total Staff Costs</b>	<b>17,915</b>	<b>14,276</b>

The average number of full-time employees was 342 in 2005 and 279 in 2004. The average number of part-time personnel was 422 in 2005 and 360 in 2004.

## 8. Tax Expense

For the Period Ended June 30,	2005	2004
	(Thousands of Euro)	
Income tax expense	(106,087)	(148,254)
Deferred tax	(335)	(13,441)
<b>Total Tax Expense</b>	<b>(106,422)</b>	<b>(161,695)</b>

Domestic income tax is calculated at 32%. The tax on the Company's profit before tax amount differs from the theoretical amount that would arise using the statutory tax rate applicable to the Company. Taxation for foreign entities is calculated at the rates prevailing in the respective countries.

An amount of €6,421,000 is included in the income tax expense of the current period. The amount relates to additional income tax charges that aroused after the finalization of tax obligations for the years 2003 and 2004 by tax authorities.

## 9. Earnings Per Share

The calculation of earnings per share is as follows:

For the Periods Ended June 30,	2005	2004
Net profit attributable to shareholders (in thousands of euros)	202,790	288,487
Weighted average number of ordinary shares in issue	319,000,000	319,000,000
<b>Basic earnings per share</b>	<b>0.64</b>	<b>0.90</b>



### 10. Property, Plant and Equipment

Plant and machinery mainly includes equipment for lottery agents. All property, plant and equipment are currently unencumbered.

	<b>Land &amp; Buildings</b>	<b>Plant &amp; Machinery</b>	<b>Vehicles &amp; Equipment</b>	<b>Total</b>
(Thousands of Euro)				
<b>Year ended December 31, 2004</b>				
Opening net book amount	<b>8,132</b>	<b>12,941</b>	<b>4,143</b>	<b>25,216</b>
Additions	12,429	9,860	1,775	<b>24,064</b>
Disposals cost				<b>0</b>
Depreciation charge	(1,064)	(6,694)	(1,172)	<b>(8,930)</b>
<b>At December 31, 2004</b>				
Cost or Valuation	20,968	41,094	15,020	<b>77,082</b>
Accumulated depreciation	(1,471)	(24,987)	(10,274)	<b>(36,732)</b>
<b>Net Book Amount</b>	<b>19,497</b>	<b>16,107</b>	<b>4,746</b>	<b>40,350</b>
<b>Period ended June 30, 2005</b>				
Opening net book amount	<b>19,497</b>	<b>16,107</b>	<b>4,746</b>	<b>40,350</b>
Additions	219	61	497	<b>777</b>
Depreciation charge	(579)	(1,480)	(897)	<b>(2,956)</b>
<b>At June 30, 2005</b>				
Cost or Valuation	21,187	41,155	15,517	<b>77,859</b>
Accumulated depreciation	(2,050)	(26,467)	(11,171)	<b>(39,688)</b>
<b>Net Book Amount</b>	<b>19,137</b>	<b>14,688</b>	<b>4,346</b>	<b>38,171</b>

## 11. Intangible Assets

	Software	Rights	Total
	(Thousands of Euro)		
<b>Year ended December 31, 2004</b>			
Opening net book amount	2,821	258,253	261,074
Additions	1,344	-	1,344
Amortization charge	(1,573)	(16,141)	(17,714)
<b>At December 31, 2004</b>			
Cost or Valuation	9,255	322,817	332,072
Accumulated amortization	(6,663)	(80,705)	(87,368)
<b>Net Book Amount</b>	<b>2,592</b>	<b>242,112</b>	<b>244,704</b>
<b>Period ended June 30, 2005</b>			
Opening net book amount	2,592	242,112	244,704
Additions	362	-	362
Amortization charge	(746)	(8,071)	(8,817)
<b>At June 30, 2005</b>			
Cost or Valuation	9,617	322,817	332,434
Accumulated amortization	(7,409)	(88,776)	(96,185)
<b>Net Book Amount</b>	<b>2,208</b>	<b>234,041</b>	<b>236,249</b>

Intangible assets are currently unencumbered.

Amortization of the 20-year concession is totally included in cost of sales, whereas amortization of software is allocated among cost of sales, administrative expenses and distribution costs .

## 12. Goodwill

The analysis of goodwill aroused from the acquisition of Opap Glory Ltd (subsidiary) and Glory Technology Ltd (associate) is as follows:

	Opap Glory Ltd	Glory Ttechnology Ltd	Total
	(Thousands of Euro)		
<b>Goodwill at the acquisition date</b>	14,231	9,993	<b>24,224</b>
Accumulated Depreciation	(1,779)	(1,249)	<b>(3,028)</b>
<b>Net Book Amount</b>	<b>12,452</b>	<b>8,744</b>	<b>21,196</b>

Following the transition to IFRS 3 (2004) on 1 January 2005, the amortization of goodwill has ceased. Goodwill is now subject only to periodic testing for impairment.

### 13. Investments in associates

In October 2003 the company acquired 20% of Glory Technology Ltd a Cypriot company, for €10 millions. After the allocation of purchase price to the identifiable assets and liabilities the residual amount of €9,993,000 was attributed to Goodwill which will be amortized over ten years.

The reconciliation of the balance is as follows:

	(Thousands of Euro)
Cost of investment	10,000
Less Goodwill	(9,993)
Plus share of post acquisition earnings	331
<b>Net Book Amount</b>	<b>338</b>

The company's interest in the associate Glory Technology Ltd is as follows

Associate	Ownership Interest	Country of Incorporation	Principal activities
Glory Technology Ltd	20%	Cyprus	Software services

### 14. Other Non-current Assets

	As at June 30, 2005	As at December 31, 2004
	(Thousands of Euro)	
Warranty deposits	835	831
Prepayments of retirement benefits	5,769	6,099
Prepayments to assets suppliers	1,502	1,502
Housing loans to personnel	<u>3,020</u>	<u>3,094</u>
<b>Total other non-current assets</b>	<b><u>11,126</u></b>	<b><u>11,526</u></b>

The current portion of Other Non-current Assets is included in other current assets and deferred expenses. (See Note 17).

### 15. Inventories

The analysis of inventories is as follows:

	As at June, 30 2005	As at December 31, 2004
	(Thousands of Euro)	
Raw materials	149	102
Consumable materials	<u>256</u>	<u>380</u>
<b>Total inventories</b>	<b>405</b>	<b>482</b>

Inventories consist mainly of paper and printing material that is used for the printing of lottery tickets.

## 16. Trade Receivables

The analysis of trade receivables is as follows:

	<b>As at June 30, 2005</b>	<b>As at December 31, 2004</b>
	(Thousands of Euro)	
Receivables from lottery agencies	29,492	29,461
Bad and doubtful debts	17,824	14,735
Less provisions for bad and doubtful debts	(13,150)	(10,879)
Prepayments to suppliers	884	1,410
Other receivables	1,871	1,654
<b>Total Trade Receivables</b>	<b>36,921</b>	<b>36,381</b>

Management considers that the Group's main credit risk consists of bad and doubtful debts of agents. As at June 30, 2005 this debt amounted to € 17,824,000 (€14,735,000 in 2004). To cover this risk the Group established a provision of € 13,150,000 (€10,879,000 in 2004). A collective warranty deposit fund that jointly secures the agents' obligations to the parent Company, amounting to €4,940,000 at June 30, 2005, is also available to cover bad debts (€5,003,000 in 2004). See also Note 23. Management considers these provisions to be adequate.

## 17. Other Current Assets and Deferred expenses

The analysis of Other Current Assets is as follows:

	<b>As at June 30, 2005</b>	<b>As at December 31, 2004</b>
	(Thousands of Euro)	
Amounts due from the operator of <i>Stihima</i>	-	52,160
Deferred expenses	-	13,815
Loans to personnel	135	129
Prepayments of retirement benefits	831	540
Other	1,073	758
Prepaid expenses	14,897	16,511
Deferred income tax expense	144,665	144,054
<b>Total Other Current Assets</b>	<b>161,601</b>	<b>227,967</b>



Amounts due from the operator of Stihima along with deferred expenses for the year ended December 31, 2004 were calculated in accordance with the terms of the contract with its operator. The final amount is settled annually at the end of January. According to the terms of the contract if the actual payments to the winners exceeds the target payout then the operator should pay back the company the difference. The operator paid up the settled amount of €52,160,000 at May 6<sup>th</sup> 2005. The amount of deferred expenses was charged in the income statement of the six months period of 2005.

Housing loans to personnel are secured with mortgages on the property purchased.

Prepaid expenses mainly consist of prepayments made to the Greek Football Association, and football clubs for advertising and sponsoring services according to the terms of separate contracts signed with each of those associations.

Deferred income tax expenses refers to an advance payment of the parent company for the next year's profit. According to Greek tax law, companies are obliged to calculate an additional amount of 55% of the current year's income tax charge. On the balance sheet date an equal liability to the deferred income tax is recognized. The amount of Deferred income tax is offset with the next year's income tax.

## 18. Cash and Cash Equivalents

	As at June 30, 2005	As at December 31, 2004
	(Thousands of Euro)	
Cash in hand	456	388
Cash at bank	441,349	404,124
Short term deposit	46,468	19,055
<b>Total cash and cash equivalents</b>	<b>488,273</b>	<b>423,567</b>

The average interest rate earned on bank deposits was 2.08% in 2005 and 2.02% in 2004. The average duration of short-term bank deposits was 30 calendar days in 2005 and 28 in 2004.

## 19. Share Capital

When the Company was organized as a *societe anonyme* in 1999, its articles of association provided that a valuation committee should value its assets within one year. In accordance with that requirement, the committee valued the Company's assets at €33,778,000. Of that amount, €29,347,000 was capitalized through the issuance of one million shares. The balance was applied to the revaluation reserve account within shareholders' equity.

On December 15, 2000, the ordinary shares of the Company were split to increase the number of shares outstanding to 100 million. Consequently, the Company's share capital was increased by €64,270,000 to €93,617,000 through the issuance of 219,000,000 new shares. The €64,270,000 increase consisted of (a) retained earnings, (b) an amount released from the revaluation reserve account, and (c) a portion of the consideration for the concession (€29,347,000).

In 2001, the par value of the Company's shares was increased from €0.29 to €0.30 through the capitalization of untaxed reserves.



All the shares issued by the Company are ordinary shares. The total authorized number of ordinary shares was 319 million at December 31, 2004 with a par value of €0.30 per share (€0.30 in 2003). All issued shares are fully paid. There were no movements in the share capital of the company during the six months period ended June 30, 2005.

## 20. Reserves

The analysis of reserves is as follows:

	Other reserves	Statutory reserves	Untaxed reserves	Total
	(Thousands of Euro)			
<b>At June 30, 2005</b>	3,455	31,900	8,345	<b>43,700</b>

The nature and purpose of each reserve account within shareholders' equity is as follows:

Other reserves reflect amounts deducted from the previous years' earnings. After taxation they are available for distribution to shareholders.

Statutory reserves reflect the addition of a minimum of 5% of the annual net profit of parent company added each year, subject to a maximum balance of 1/3 of the outstanding share capital. This amount is not available for distribution. After the allocation of net profits of 2003 this reserve has reached the statutory amount and further addition is not obligatory.

Untaxed reserves are drawn from untaxed earnings. Any portion of this reserve distributed to shareholders becomes subject to income tax. The intention of the Company is not to distribute these reserves.

## 21. Deferred Taxes

Deferred income tax assets and liabilities are offset when there is a legal right to set off current tax assets against current tax liabilities and those assets and liabilities relate to the same tax authority.

The movements in deferred tax assets and liabilities are as follows:

	Deferred (from income tax statement)	Deferred tax asset	Deferred tax liabilities
	(Thousands of Euro)		
<b>Deferred tax assets, net, as at December 31, 2004</b>		<b>6,538</b>	
Deferred depreciation-Amortization costs	44	44	
Deferred retirement benefits costs	(613)	(613)	
Deferred contingent liabilities provisions	234	234	
	<b>(335)</b>	<b>(335)</b>	
<b>Deferred tax assets, net, as at June 30, 2005</b>		<b>6,203</b>	

The rate used for the calculation of deferred taxes is 32.00%, which is the applicable corporate income tax rate.

Retirement benefit costs are deducted in determining accounting profit as service is provided by the employee. However, in determining taxable profit, these costs are deducted when retirement benefits are paid by the Company. This difference results in the recording of deferred tax assets as economic benefits will flow to the Company in the form of a deduction from taxable profits when retirement benefits are paid.

## 22. Borrowings

The Group's outstanding loans have the following maturities:

	<b>As at June 30, 2005</b>	<b>As at December 31, 2004</b>
	(Thousands of Euro)	
Less than one year	17,759	21,574
One year to five years	17,786	25,345
More than five years	-	-
<b>Total borrowings</b>	<b>35,545</b>	<b>46,919</b>

The weighted average effective interest rates were, 3.42% at June 30, 2005, and 3.51% at June 30, 2004. The Group's loans are floating rate, consisting of a spread over six- or three-month EURIBOR ranging from 0.45% to 0.85%, depending on the loan.

The repayment terms of the loans are the following:

<b>Loan</b>	<b>Number of installments</b>	<b>Installments</b>	<b>First installment</b>
<b>(Thousands of Euro)</b>			
Loan of €29,347	200	Weekly	January 1, 2002
Loan of €29,347	11	Semi-annual	January 1, 2003
Loan of €44,021	9	Semi-annual	June 30, 2003

## 23. Other Liabilities – Non-current

The analysis of other non current liabilities is as follows:

	<b>As at June 30, 2005</b>	<b>As at December 31, 2004</b>
	(Thousands of Euro)	
Warranty deposits from lottery agents	3,557	3,542
Interest of warranty-Penalties against agents	1,698	1,735
<b>Total Other Liabilities</b>	<b>5,255</b>	<b>5,277</b>

Warranty deposits from lottery agents represent amounts placed on deposit to jointly secure obligations of the agents. The warranty deposits are repaid to agents only when they cease to act as agents.

#### 24. Trade and Other Payables – Current

The analysis of trade and other current liabilities is as follows:

	<b>As at June 30, 2005</b>	<b>As at December 31, 2004</b>
	(Thousands of Euro)	
Suppliers	23,518	42,648
Prize payouts to the lottery and betting winners	60,511	58,390
Dividends payable	2,141	1,149
Other payables	<u>27,149</u>	<u>14,992</u>
<b>Total trade and other payables - current</b>	<b>113,319</b>	<b>117,179</b>

#### 25. Accrued Liabilities

The analysis of accrued liabilities is as follows:

	<b>As at June 30, 2005</b>	<b>As at December 31, 2004</b>
	(Thousands of Euro)	
Provisions for payments to betting winners	36,980	-
Other accrued liabilities	5,198	4,858
<b>Total accrued liabilities</b>	<b>42,178</b>	<b>4,858</b>

Provisions for payments to betting winners is a provision calculated as the difference between actual payment to the winners of Stihima and target payout of 64.92% for the period.



## I. Other Disclosures

### 1. Contingencies

Contingent liabilities:

There are no material claims by third parties against the company with the exception of those set forth in a letter by the legal office, which pertain to the following:

- a) lawsuits filed by third parties requested amount €29,500,000, the outcome of which is expected to be in favour of the Company according to legal office.
- b) lawsuits from staff toward dispute of productivity bonus request amount €1,100,000. According to legal office, the possibility of favorable of the above lawsuits is limited.
- c) lawsuits from part time employees toward dispute of benefits request amount € 1,770,000. The legal office estimates that 30% of the requested amount is highly probable to be paid. The company recognised a provision amounted €530,000 against the current period results (other operating expenses).
- d) lawsuits filed by agents requesting amount of € 4,230,000. According to legal office, the possibility of favorable of the above lawsuits is limited.
- e) Lawsuit for moral damages amounting to € 80,152. According to legal office, the possibility of favorable of the above lawsuits is limited.
- f) lawsuit by a Stihima player requesting compensation amounting to € 3,668,378. According to the legal advisor the case has limited possibilities to be unfavourable for the company. In the extreme situation where the outcome is negative the compensation must be paid by the operator of Stihima.
- g) lawsuit by lessor requesting compensation amounting to € 649,000 for damages. The legal office estimates that 30% of the requested amount is highly probable to be paid. The company recognised a provision amounted €200,000 against the current period results (other operating expenses).

OPAP S.A. has signed a contract with the Operator of Stixima, in relation to the operation of certain parts of *Stihima*. The contract signed by OPAP S.A. and the Operator specifies that the betting coupon will include a variety of betting events including absolute-fixed odds and variable-fixed odds betting games.

The Operator requested compensation from the Company for damages due to the Company's failure to introduce horse and greyhound race betting games.

The Company and INTRALOT S.A. sought to resolve the dispute through arbitration. A three-member Arbitration Court issued a decision granting the Operator, in relation to the operation of certain parts of *Stihima*, the amount of €36,900,000 for every year that the commencement of the horse and greyhound racing betting was delayed after March 29, 2001, until horse and greyhound race betting began to operate or until the relevant contract expires (January 28, 2007).

Regarding the above decision OPAP S.A. requested from the Athens Court of Appeal the rescission of the decision. The Appeal was heard by the Court on October 7<sup>th</sup>, 2003 which thereafter issued a decision favorable to the company.



The Operator has appealed against the Athens Court's decision, to the Supreme Court and a hearing is scheduled for October 24, 2005.

The Company's management believes that it is not probable that Operator's appeal will be successful and that therefore it is not likely that the Company will be required to pay compensation to the Operator.

## 2. Commitments

### **Contracts for operating Stihima:**

The Parent Company has entered into arrangements with the Operator of Stihima granting it the exclusive right to operate certain elements of Stihima for 7 years beginning in 1999. Under the terms of this agreement, the contractor selects the betting events, sets the odds, prints the tickets, carries out advertisement, monitors the operation of Stihima and is responsible for the risk management of Stihima. All future fixed odds and non-fixed odds betting games are also expected to be operated by the same contractor, under the agreement, including athletics, horseracing (non-domestic) and greyhound racing. Notwithstanding these agreements, the Company retains the exclusive management of the games and participates actively in many tasks related to their operation. In addition, the contractor trains the Company's staff in all matters relating to the operation of Stihima, as required under the terms of the agreement.

The Parent Company also has the following other main commitments:

#### **a) Obligation for the supply of printing paper and coupons.**

OPAP has signed contracts for the purchase of paper for printing coupons for games and a contract for the purchase of paper coupons for specific games.

#### **b) Maintenance – Operation of information technology department.**

The central data processing system is maintained by Operator of information technology pursuant to an agreement dated February 1997. Under the agreement, the Operator is required to provide and maintain hardware, central system software, the LOTOS (Lottery Operating System) lottery software platform which was developed by the Operator, agency terminals and to develop operational procedures relating to the data processing system. The term of the agreement varies with the service provided. For maintenance services in respect of hardware and central software systems, the term extends to 2007.

#### **c) Development and Maintenance of software for games of EXTRA 5 and SUPER 3**

The Operator is required to provide and maintain the software for the operation of the numeric games EXTRA 5 and SUPER 3. The term of the agreement varies with the service provided and the contract extends for 10 years starting at May 25th, 2002.

#### **d) Development and Maintenance of ERP software**

The Operator is required to provide and maintain ERP related to management and financial services. The maintenance is extended to a period of five years starting at May 25, 2002, and the cost varies with the service provided.

**e) Contracts for operating Stihima in Cyprus:**

On April 2<sup>nd</sup> 2003 Glory Leisure Ltd (OPAP's subsidiary since October 1<sup>st</sup>, 2003) signed an agreement with Glory Technology Limited regarding the use rights of UGS (Universal Game System INTERGRATED TURN-KEY SOLUTION) system of Glory Technology Ltd which automate the on line betting operation. The duration of the agreement is seven years with the right of three years renewal. The annual charge for the use of the system is calculated 5% of the total annual turnover (plus value – added tax ). An annual fee for the service of maintenance that Glory Technology Ltd will provide was also agreed .The maintenance fee is 14 % (plus value –added tax ) of the annual use charge .

For 2004 the cost of use and maintenance of UGS (Universal Game System INTERGRATED TURN-KEY SOLUTION) System came up to € 777,171.04 (€ 38,043.51 for 2003 calculated for one month).

**f) As at June 30, 2005 the Group is a party to an operating leasing agreement relating to transporting vehicles. Future minimum payments under this agreement are as follows:**

	<b>As at June 30, 2005</b>	<b>As at December 31, 2004</b>
	(Thousands of Euro)	
Less than one year	746	481
One to five years	1,511	1,259
More than five years	-	-

**g) As at June 30, 2005 the Group is a party to a lease agreement relating to administration building. Future minimum payments under this agreement are as follows:**

	<b>As at June 30, 2005</b>	<b>As at December 31, 2004</b>
	(Thousands of Euro)	
Less than one year	3,684	3,754
One to five years	9,405	10,690
More than five years	-	-

### 3. Related party disclosures

The wholly owned subsidiary company OPAP Ltd based on the revised interstate agreement effective from January 1st 2003, pays 10% of its revenues to the parent company. This fee amounted €4,372,852 for the current period. The parent Company has also sold paper to its subsidiary which amounted €83,079. The transaction was conducted at standard market terms and conditions. The outstanding amount at June 30th 2005 was €1,423,136.

The parent Company pays €9,270,652 to its wholly owned subsidiary OPAP SERVICES. This amount concerns the following: a) Amount of 1% of its total revenues from the game Kino, with the purpose of improving (equipment, design



etc) agent's outlets. b) Amount of 5% of the above amount as management fee. The relevant fees are a result of the contract signed between these two companies. c) Amount of €107,100 for granting. The amount outstanding at June 30th 2005 was €4,291,052. All the intercompany transactions and balances are eliminated in the consolidated financial statements.

#### **4. Subsequent events**

There have not been any material events subsequent to the end of the interim period ended June 30, 2005.