

**MOTIONS
OF THE BOARD OF DIRECTORS TO THE GENERAL MEETING
OF THE 24TH JUNE 2015**

FIRST ITEM OF THE AGENDA

“Submission for approval of the Company and the Group Financial Statements, prepared under the International Financial Reporting Standards (IFRS) for the fiscal year 01.01.2014 to 31.12.2014, following the hearing of the related Management Report and Chartered Accountants - Auditors’ Report”

Upon a related motion made by the Company’s Board of Directors, the attending shareholders are kindly requested to approve the Financial Statements of the Company and the Group, prepared according to the International Financial Reporting Standards (IFRS) for the fiscal year 01.01.2014 to 31.12.2014, together with the Management Report and the Chartered Accountant - Auditor’s Report, attached thereto.

Aforementioned Financial Statements and Management Report and the Chartered Accountant-Auditor’s Report, have been distributed and are before you, while have also been posted on the Company’s website since 23.03.2015.

SECOND ITEM OF THE AGENDA

“Release of Directors and Chartered Accountants – Auditors from any liability for the management of the Company and the Company and the Group Financial Statements for the fiscal year under consideration (01.01.2014 – 31.12.2014)”

Upon a related motion made by the Company’s Board of Directors, the attending shareholders are kindly requested to approve the release of Directors and Chartered Accountant – Auditor from any liability for the management of the Company and the



Company and the Group Financial Statements for the fiscal year 01.01.2014 to 31.12.2014.

THIRD ITEM OF THE AGENDA

“Election of regular and alternate Chartered Accountants – Auditors for the auditing of the Company and the Group Financial Statements, for the fiscal year 01.01.2015 to 31.12.2015 and determination of their remuneration”

Upon a related motion made by the Company’s Board of Directors, the attending shareholders are kindly requested to elect the SA Chartered Auditor Company named “SOL S.A. CHARTERED AUDITORS” for the auditing of the Company and the Group Financial Statements for the fiscal year 01.01.2015 to 31.12.2015.

The remuneration of the said Chartered Accountants – Auditors shall be determined according to the applicable provisions of the Chartered Auditors Association.

FOURTH ITEM OF THE AGENDA

“Approval of the appropriation of the Company’s financial results of fiscal year 01.01.2014 to 31.12.2014”

Upon a related motion made by the Company’s Board of Directors, the attending shareholders are kindly requested to approve the non distribution of any dividend for the fiscal year 01.01.2014 to 31.12.2014 and to carry forward the period’s financial results.

FIFTH ITEM OF THE AGENDA

“Approval of compensations granted to Directors during the previous year and preliminary approval of remunerations and compensations to Directors for 2015, under article 24 of Codified Law 2190/1920 and article 5 of Law 3016/2002”



Upon a related motion made by the Company's Board of Directors, the attending shareholders are kindly requested to approve the total amount of 141.321,12, Euros, which was paid to BoD Members, as compensation for the time they spent in BoD meetings during the year 2014 and the fulfillment of their duties in general, according to the provisions of article 5 of Law 3016/2002 on Corporate Governance, as currently in force, which, moreover, had already been pre-approved by the General Assembly of the last year.

Furthermore, the attending shareholders are kindly requested to pre-approve the granting of the amount equal with the one granted last year, as compensation to Directors, for the time they shall spend in BoD meetings during 2015 and the fulfillment of their duties in general, according to the aforementioned.

SIXTH ITEM OF THE AGENDA

"Approval of contract conclusion, in application of article 23a of the Codified Law 2190/1920, as currently in force"

Upon a related motion made by the Company's Board of Directors, the attending shareholders are kindly requested to approve the following, pursuant to article 23a of Codified Law 2190/1920, as applicable:

- 1) The, since 28.03.2014, renewal of the employment contract of Mr. Petros Souretis, 1st Vice President and CEO, retroactive since 01.01.2014 and up to 31.12.2015.
- 2) The modification of employment contract dated 01.05.2014 of Mr. Dimitrios Theodoridis, 2nd Vice President and General Director of Real Estate-Development..
- 3) The modification of the contracts dated 15.05.2014, for the provision of independent services of Mr. Dimitrios Pappas, Member of the BoD, as Director and Business Development Manager & General Manager Constructions and Infrastructure, on one part, and as an Executive Registered on the Company's Contractor Certificate, on the other part .
- 4) The modification of the contracts dated 09.05.2014, for the provision of independent services of Mr. Ch. Kallis, Member of the BoD and General Manager of Steel Structures, Telecom and Energy Projects, with the company.



5) The sale of 3.621.739 preference shares, registered, non-voting and non-convertible into Common and non-listed, of «HELLAS ON LINE» (share serial numbers 1.700.001-5.321.739) to the company «INTRACOM HOLDINGS», dated from 08.05.2014.

6) Company's participation by 60% in the Special Purpose Societe Anonyme (SPSA), named «RURAL CONNECT BROADBAND NETWORKS SPECIAL PURPOSE SOCIETE ANONYME" and the distinctive title «RC», established by the members of the bidder Union of Companies "UNION OF COMPANIES INTRAKAT -INTRACOM HOLDINGS-HELLAS ONLINE» which became temporary Private Partnership Entity (PPE) with the 14940/22.08.2014 decision awarded by Information Society SA for the project *"Development of Broadband Infrastructure on Rural "White" "Areas of Greek Territory and Operations Services - Development of Infrastructure by PPP - Geographical Unit 2,"* and the approval of the contracts signed regarding the aforementioned project, in accordance with the provisions of Law. 3156/2003 and C.L. 2190/1920, in particular: Bond Loan Agreement (amounting up to 7.000.000 €), VAT Bond Loan Agreement (amounting up to 4.000.000 €), with all related financial documents (as defined in such agreements), as well as the other collateral contracts, as described in detail in by 23.12.2014 decision of the Board of Directors of the Company (Shares Bond Loan Pledge Agreement, Shares VAT Bond Loan Pledge Agreement, Subordinated Bond Loan Documents, Shareholders Bond Loan Pledge Agreement, Shareholders VAT Bond Loan Pledge Agreement, Lenders Contract, Public-Private Partnership Contract and Construction Contract) as well as any other related supplementary - amending contract.

7) Financial (liquidity facilitations) and the guarantees provided by the Company to and in favor of our subsidiaries and affiliates of article 42e of C.L. 2190/1920, as well as to and in favor of joint ventures and the Consortiums / Unions of Companies, in which the Company participates and/or its affiliated undertakings, according to article 42e of Codified Law 2190/1920, as well as to approve all transactions, contracts, guarantees, etc. as detailed on page 83 and following of the Annual Financial Report.

SEVENTH ITEM OF THE AGENDA

“Permission to Company Directors and Managers, under article 23, par. 1 of Codified Law 2190/1920, as currently in force”



Upon a related motion made by the Company's Board of Directors, the attending shareholders are kindly requested to approve, according to article 23 par. 1 of Codified Law 2190/1920, the granting of permission to Company Directors and Managers to take, either on their own account or on the account of third parties, actions that are considered to fall within any of the Company's objectives as well as to participate as general partners in partnerships pursuing similar objectives and participate in the share capital and/or the Board of Directors of affiliated undertakings of the Company, in the meaning of article 42 par. e of Codified Law 2190/1920.

EIGHTH ITEM OF THE AGENDA

"Miscellaneous announcements"

At the General Meeting of Shareholders of the Company it is announced that on 30.12.2014 the merger through absorption of its 100% subsidiary PRISMA DOMI ATE from our Company, was completed, upon approval of the competent authorities, the relevant decisions being published in No. 13642 /31.12.2014 Government Gazette TAE - EPE & GEMI, and requested Mr. Shareholders to ratify the decision.

Accordingly, the General Meeting of Shareholders unanimously approve and ratifies the above mentioned, and in particular the merger by absorption of PRISMA DOMI ATE by the Company and its complete substitution ipso jure, as universal successor thereto, to all the rights, obligations and general legal relations of that acquired company, which recognizes that continue to apply, as if this merger had not taken place.

Regarding this item of the agenda, there are no other announcements towards the attending shareholders.