



## **INVITATION**

### **TO THE SHAREHOLDERS OF THE SA COMPANY NAMED "INTRACOM CONSTRUCTIONS SOCIETE ANONYME TECHNICAL AND STEEL CONSTRUCTIONS",**

**Trade Name: "INTRAKAT" SA**

**Number of Commercial Registry: 000408501000**

**(Companies Record No 16205/06/B/87/37)**

### **TO ATTEND THE REGULAR GENERAL MEETING**

According to the provisions of law and the Company's Articles of Association, by virtue of a decision made by the Board of Directors at its meeting held on the 4<sup>th</sup> June 2014, Company's Shareholders are hereby invited to attend the Regular General Meeting to be held on Thursday the 26<sup>th</sup> of June 2014, at 09.00 am hours, at the registered offices of the Company, Municipality of Peania, Attica (19<sup>th</sup> km Peania - Markopoulo Ave., Complex B, on the right directed from Peania to Markopoulo), in order to deliberate and resolve upon the following agenda items:

#### **A. AGENDA ITEMS**

1. Submission for approval of the Company and the Group Financial Statements, prepared under the International Financial Reporting Standards (IFRS) for the fiscal year 01.01.2013 to 31.12.2013, following the hearing of the related Management Report and Chartered Accountants - Auditors' Report.
2. 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 (01.01.2013 – 31.12.2013).
3. Election of regular and alternate Chartered Accountants – Auditors for the auditing of the Company and the Group Financial Statements, for the fiscal year 01.01.2014 to 31.12.2014 and determination of their remuneration.
4. Approval of the appropriation of the Company's profits of fiscal year 01.01.2013 to 31.12.2013.
5. Announcement of the election of a new BoD Member to replace a retired one, in accordance with article 18 par. 7 of Codified Law 2190/1920, as it stands today.



6. Election of a new Board of Directors and appointment of independent Members, in accordance with article 3 of Law 3016/2002 as it stands today.
7. Election of a new Audit Committee, in accordance with article 37 of Law 3693/2000.
8. Extension of the duration of the company and amendment of (corresponding) Art. 4 of its Articles of Association.
9. Approval of compensations granted to Directors during the previous year and preliminary approval or remunerations and compensations to Directors for 2014, under article 24 of Codified Law 2190/1920 and article 5 of Law 3016/2002.
10. Approval of contracts conclusion, in application of article 23a of Codified Law 2190/1920, as currently in force.
11. Permission to Company Directors and Managers, under article 23, par. 1 of C.L. 2190/1920 as currently in force.
12. Miscellaneous announcements.

In case no quorum is attained during the above mentioned General Meeting according to the law and the Articles of Association for the resolution upon all or some of the agenda items, Company Shareholders are invited to attend the 1<sup>st</sup> Adjourned General Meeting, to be held on Wednesday, 09.07.2014, at 09.00 am at the same place, with no announcement of any further invitation.

In case that, during the said 1st Adjourned General Meeting, no quorum is attained, according to the law and the Articles of Association for the resolution upon all or some of the agenda items, Company Shareholders are invited to attend the 2<sup>nd</sup> Adjourned General Meeting, to be held on Wednesday, 23.07.2014, at 09.00 am at the same place, with no announcement of any further invitation.

According to Codified Law 2190/1920, as amended by Law 3884/2010 and currently in force, the Company hereby informs its shareholders that:

A. All shareholders are eligible to attend the General Meeting, either in person or by a proxy, by signing a related letter of authorization which is available at the Company's website ([www.intrakat.gr](http://www.intrakat.gr)). Each share entitles its holder to one vote.



The Regular General Meeting may be attended by any shareholder whose name is listed with the DSS (Intangible Securities System), managed by HELLENIC EXCHANGES S.A. where the Company's securities (shares) are held. The shareholding capacity is proved by the presentment of the related written certificate issued by HELLENIC EXCHANGES S.A., or alternatively, by online verification with HELLENIC EXCHANGES records.

The shareholding capacity must be in effect on 21.06.2014 (Recording Date), i.e. on the fifth (5<sup>th</sup>) day before the Regular General Meeting to be held on 26.06.2014. The related written certificate or the online verification for the shareholding capacity must reach the Company by 23.06.2014 at the latest, i.e. on the third (3<sup>rd</sup>) day before the Regular General Meeting.

For the 1st Adjourned General Meeting, the shareholding capacity must be confirmed on 05-07-2014 i.e. on the fourth (4<sup>th</sup>) day before the 1st Adjourned General Meeting (Recording Date of the 1st Adjourned General Meeting); The related written certificate or the online verification for the shareholding capacity must reach the Company by 06-07-2014 at the latest, i.e. on the third (3<sup>rd</sup>) day before the said General Meeting.

For the 2<sup>nd</sup> Adjourned General Meeting, the shareholding capacity must be confirmed on 19-07-2014 i.e. on the fourth (4<sup>th</sup>) day before the 2<sup>nd</sup> Adjourned General Meeting (Recording Date of the 2<sup>nd</sup> Adjourned General Meeting); The related written certificate or the online verification for the shareholding capacity must be produced to the Company by 20-07-2014 at the latest, i.e. on the third (3<sup>rd</sup>) day before the said General Meeting.

Only persons who have established their shareholding capacity on the above respected Recording Date shall be deemed by the Company to be eligible for attending and voting at the Regular General Meeting. In case of non-compliance with the provisions of Article 28a of Codified Law 2190/1920 as currently in force, the said shareholder may only attend the Regular General Meeting upon its permission.

Exercise of the said rights shall not precondition share-blocking or any other similar procedure which would limit the possibility of their sale and transfer during the period between the recording date and the date of the Regular General Meeting.

**B. Deadlines for the exercise of Shareholders' minority rights, as per par. 2, 2a, 4 and 5 of Article 39, Codified Law 2190/1920.**

1. Shareholders representing (1/20) of the paid share capital of the Company may request:



- a. with their application to be submitted before the Board of Directors by 11.06.2014, together with a justification report or a draft decision to be approved by the General Meeting, the inclusion of additional items in the agenda. The revised agenda shall be communicated in the same manner as the previous one on 13.06.2014.
  - b. with their application to be submitted before the Board of Directors by 19.06.2014, their communication with any draft decisions on items of the original or revised agenda by 20-06-2014.
2. Any shareholder may, upon an application to be submitted to the Company by 20-06-2014 request the provision to the General Meeting of specific information on Company affairs, to the extent that such information is necessary for the accurate assessment of the agenda items.
  3. Shareholders representing (1/5) of the paid share capital of the Company may request, with their application to be submitted to the Company by 20.06.2014, the provision to the General Meeting of information related to the course of corporate affairs and Company assets.

Detailed information on the said minority rights and the terms for their exercise is available at the Company's website ([www.intrakat.gr](http://www.intrakat.gr)).

### **C. Procedure for the exercise of voting rights by proxies**

Shareholders attend and vote at the Regular General Meeting either in person or by proxies. A proxy who acts for a number of shareholders may cast a different vote for each shareholder. Legal persons may attend the General Meeting by appointing up to three (3) natural persons as their representatives.

Shareholders may appoint their proxies either for one General Meeting or for as many meetings as may be held within a certain period of time. Proxies shall vote according to the shareholders' instructions, if any, and shall keep a record for such voting instructions for at least one year, from the submission of the General Meeting minutes to the competent supervising authority or, if the resolution is subject to publicity formalities, from its registration with the SA Companies Records. The proxy's non-compliance with the orders received shall not have any effect on the validity of the General Meeting resolutions, even when the proxy's vote was determinant.

A shareholder's proxy shall be obliged to notify the Company, before the opening of the General Meeting, any specific fact that could be useful to the shareholders for the assessment of the risk



of the proxy serving interests different than the ones of his appointing shareholder. In the sense of this paragraph, conflict of interest may occur, especially when the proxy:

- a. is a shareholder who exercises Company control or is another legal person or entity that is controlled by such a shareholder;
- b. is a Director or Manager of the Company or a member of a shareholder who exercises Company control or is another legal person or entity that is controlled by such a shareholder;
- c. is an employee or chartered auditor of the Company or a shareholder who exercises Company control or is another legal person or entity that is controlled by such a shareholder;
- d. is a spouse of first degree relative of one of the natural persons mentioned in cases a-c.

Appointment and revocation of shareholders' proxies shall be made in writing and shall be communicated to the Company under the same formalities, at least three (3) days before the date of the Regular General Meeting.

Each shareholder may appoint up to three (3) proxies. However, if a shareholder holds Company shares which are listed in a number of securities accounts, such limitation shall not prevent the said shareholder to appoint different proxies for his shares listed in each securities account in relation to the Regular General Meeting.

The form to be used for proxy appointment is available at the Company's website ([www.intrakat.gr](http://www.intrakat.gr)). This form must be submitted, completed and signed by the shareholder, to the Shareholder Service Department of the Company, at the address: 19<sup>th</sup> klm Paiania- Markopoulo Avenue, Paiania, Attica, or must be sent to fax number: +30 210 6674793, at least three (3) days before the Regular General Meeting. The interested party must ensure the successful transmission-submission of such proxy appointment form and its receipt by the Company. To that end, interested parties may call: +30 210 6674646 (Shareholder Service Department).

The Company's Articles of Association make no provisions for the shareholders' possibility to attend the General Meeting by the use of electronic means without being physically present at the place where it is held, the possibility of distance voting either electronically or by post, or the possibility of proxy appointment and revocation by electronic means, since the related Ministerial Decisions on the minimum technical requirements for the shareholder's identification and the safety of electronic or other connections have not been issued yet.



#### **D. Available documents and information**

The information mentioned in Article 27, par. 3 of Codified Law 2190/1920 is available electronically at the Company's website ([www.intrakat.gr](http://www.intrakat.gr)). The full text of any documents and draft decisions under Article 27, par.3, cases c and d of Codified Law 2190/1920 is available in hardcopy at the Shareholder Service Department: 19<sup>th</sup> klm Peania-Markopoulo Avenue, Peania, Attica.

Peania, 04.06.2014

THE BOARD OF DIRECTORS