

**MOTIONS OF THE BOARD OF DIRECTORS TO THE GENERAL MEETING
OF THE 26TH JUNE 2014**

1) 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 01.01.2013 to 31.12.2013, 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 01.01.2013 to 31.12.2013, together with the Management Report and the Chartered Accountant - Auditor’s Report, attached thereto.

2) 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 (01.01.2013 – 31.12.2013).”

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 01.01.2013 to 31.12.2013.

3) 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 01.01.2014 to 31.12.2014 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 01.01.2014 to 31.12.2014 and especially Mrs Maria Charitou of Nicholas (SOEL RN 15161) as Statutory Auditor and Mrs Zoe Sofou of Demetrios (SOEL RN 14701) as Alternate Auditor.

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

4) FOURTH ITEM OF THE AGENDA

“Approval of the appropriation of the Company’s financial results of fiscal year 01.01.2013 to 31.12.2013.”

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 01.01.2013 to 31.12.2013 and to carry forward the period’s financial results.

5) FIFTH ITEM OF THE AGENDA

“Announcement of the election of a new BoD Member to replace a retired one, in accordance with article 18 para. 7 of Codified Law 2190/1920, as it stands today ”.

In accordance with article 18 par. 7 of Codified Law 2190/1920, as it stands today, the Board announces the election (on 23 January 2014) of Mr. Christos D. Mistriotis as a replacement for the retired Executive BoD Member Mr Socrates Kokkalis.

6) SIXTH ITEM OF THE AGENDA

“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”.

Upon a related motion made by the Company’s Board of Directors, the attending shareholders are kindly requested to elect a new Board of Directors, for the five year long period starting on 26.06.2014 and up to 26.06.2019; such Board’s term shall be automatically extended until the first annual General Meeting after the expiration thereof, but shall never become longer than six years.

The new proposed Board shall be composed of eleven (11) members i.e.:

1. Dimitrios Klonis of Christos, Executive Member
2. Peter Souretis of Constantinos, Executive Member
3. Dimitrios Theodoridis of Savvas, Executive Member
4. Konstantinos Kokkalis of Socrates, Executive Member



5. Charalabos Kallis of Constantinos, Executive Member
6. Dimitrios Pappas of Aristides, Executive Member
7. George Koliastasis of Spyridon, Executive Member
8. Socrates Kokkalis of Socrates, non Executive Member
9. Christos Mistriotis, of Demetrios non Executive Member
10. Sotirios Filos of Nicholaos, non Executive Member, and
11. Anastasios Tsoufis of Miltiades, non Executive Member

Independent members of the Board are proposed to be Messrs.:

- Sotirios Filos of Nicholaos, and
- Anastasios Tsoufis of Miltiades.

7) SEVENTH ITEM OF THE AGENDA

"Election of a new Audit Committee, in accordance with article 37 of Law 3693/2008".

Upon a related motion made by the Company's Board of Directors, the attending shareholders are kindly requested to elect a new Audit Committee, in accordance with article 37 of Law 3693/2008, comprised by the following BoD Members:

- Anastasios Tsoufis of Miltiades, independent, non executive Member,
- Sotirios Filos of Nicholaos, independent, non executive Member, and
- Christos Mistriotis of Demetrios, non-executive Member

8) EIGHTH ITEM OF THE AGENDA

"Extension of the duration of the company and amendment of the (corresponding) Art. 4 of its Articles of Association".

Upon a related motion made by the Company's Board of Directors, the attending shareholders are kindly requested to decide an extension of the duration of the company (which should be terminated on 18.12.2017), for another fifty (50) years, i.e. until 17.12.2067; Art 4 of the Articles of Association shall accordingly be amended as follows:

"ARTICLE 4
DURATION

The duration of the company originally was set at thirty (30) years starting on 18.12.1987 (the date when the company was registered in the S.A. Ledger, it was granted a licence of establishment and its Articles of Association was approved).

By a decision taken on the annual ordinary shareholders General Assembly of 26 June 2014, the company's duration has been extended for another fifty (50) starting from the date of its original expiration (i.e. from 18.12.2017) to 17.12.2067.

The duration can be extended or shortened by a decision of the General Assembly and the amendment of this article, in accordance with the quorum and the majority laid down in article 15 of the present Articles of Association".

9) NINTH ITEM OF THE AGENDA

"Approval of compensations granted to Directors during the previous year and preliminary approval of remunerations and compensations to Directors for 2014, 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 amount of 150.472,35 Euros, which was paid to BoD Members, as compensation for the time they spent in BoD meetings during the year 2013 and the fulfillment of their tasks in general, according to the provisions of article 5 of Law 3016/2002 on Corporate Governance, as currently in force. From the foresaid amount of 150.472,35 Euros, the amount of 150.000,00 Euros 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 200.000,00 Euros as compensation to Directors, for the time they shall spend in BoD meetings during 2014 and the fulfillment of their tasks in general, according to the provisions of the aforementioned law, as currently in force.

10) TENTH 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:



- a) The renewal of the employment contract of Mr. Petros Souretis, 1st Vice President and CEO, dated from 31.12.2012.
- b) The employment contracts of Mr. Dimitrios Theodoridis, 2nd Vice President, dated from 01-01-2013 and 01-11-2013 respectively.
- c) The renewal of the contracts for the provision of independent services of Mr. Dimitrios Pappas, Member of the BoD, as General Director of the Company and as an Executive Registered on the Company's Contractor Certificate, both dated from 08.03.2013.
- d) The contracts for the provision of independent services of Mr. Ch. Kallis, Member of the BoD, between the company, and the company's following subsidiaries: IN.MAINT, EUROKAT and INTRAPOWER, dated from 07.03.2013.
- e) The sale of 1,769,565 preference shares, registered, non-voting and non-convertible into Common of «HELLAS ON LINE» to the company «INTRACOM HOLDINGS», dated from 03.09.2013.

Upon a related motion made by the Company's Board of Directors, the attending shareholders are kindly requested to approve, pursuant to article 23a of Codified Law 2190/1920, as applicable, the credits (liquidity facilities) and the guarantees provided by the company, 1. to and in favor of its affiliated companies, according to article 42e of Codified Law 2190/1920, for example a) INTRADEVELOPMENT, b) EUROKAT, c) INTRAPOWER, d) INTRACOM CONSTRUCT (Romania), e) PRISMA DOMI SA , f) IN.MAINT, g) FRACASSO HELLAS, and 2. to and in favor of all the Joint Ventures in which the Company participates or/ and 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.

11) ELEVENTH 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.

12) TWELFTH ITEM OF THE AGENDA

"Miscellaneous announcements."

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