

**RECOMMENDATIONS OF THE BOARD OF DIRECTORS TO THE  
ANNUAL REGULAR GENERAL MEETING OF THE SHAREHOLDERS  
OF THE 26<sup>TH</sup> JUNE 2017  
AND TO ANY REPEAT OR POSTPONEMENT THEREOF**

The Company's Board of Directors of INTRAKOM CONSTRUCTIONS SA (INTRAKAT) decided to **propose** the following to the RGM of June 26th, 2017, and to any repeat or postponement thereof, on the items of the Agenda:

**1. The first item of the Agenda is :“Submission for approval of the Company and the Group Financial Statements, prepared under the International Financial Reporting Standards (IFRS) for the fiscal year 01.01.2016 to 31.12.2016, following the hearing of the related Management Report and Chartered Accountants - Auditors' Report.”**

The Company's Board of Directors **proposes to the attending shareholders** as they approve the Financial Statements of the Company and the Group, for the fiscal year 01.01.2016 to 31.12.2016, together with the Management Report and the Chartered Accountant - Auditor's Report, as they are approved by the Company's Board of Directors meeting of 24-04-2017.

Aforementioned Financial Statements and Management Report and the Chartered Accountant-Auditor's Report, have been distributed and are at the disposal of the shareholders at the Company's offices,, while have also been sent to the ATHEX for publication on its website since 25-04-2017 and have been posted on the Company's website since 26.04.2017.

**2. The second item of the Agenda is :“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 (01.01.2016 – 31.12.2016).”**

The Company's Board of Directors **proposes to the attending shareholders** as they approve the release of Directors and Chartered Accountant – Auditor from any liability for the management of the Company and the Company's and the Group's Financial Statements for the fiscal year 01.01.2016 to 31.12.2016.

**3. The third item of the Agenda is :“Election of regular and alternate Chartered Accountants – Auditors for the auditing of the Company's and the Group's Financial Statements, for the fiscal year 01.01.2017 to 31.12.2017 and determination of their remuneration.”**

The Company's Board of Directors- following the Audit Committee's suggestion - **proposes to the attending shareholders** the re-election of the SA Chartered Auditor Company named “SOL S.A. CHARTERED AUDITORS” for the auditing of the Company's and the Group's Financial Statements for the fiscal year 01.01.2017 to 31.12.2017, with a remuneration in accordance with the relevant offer of the above Company to the Board of Directors, which has been approved by the Audit Committee, and in particular its following Members :

A) Mrs Zoe Sofou, with R.N. SOEL: 14701 and VAT 030648792, as Regular Chartered Auditor, and

B) Ms. Anna Gkini, with R.N. SOEL: 34471 and VAT 047887494, as Alternate Chartered Auditor.

**4. The fourth item of the Agenda is :“Approval of the appropriation of the Company's financial results of fiscal year 01.01.2016 to 31.12.2016.”**

The Company's Board of Directors proposes to the attending **shareholders as they approve** the non distribution of any dividend for the fiscal year 01.01.2016 to 31.12.2016 and to carry forward the period's financial results.

**5. The fifth item of the Agenda is :“Approval of compensations granted to Directors during the previous year and preliminary approval of remunerations and compensations to Directors for 2016, under article 24 of Codified Law 2190/1920 and article 5 of Law 3016/2002.”**

The Company’s Board of Directors **proposes to the attending shareholders** as they approve the total amount of € 221,955.68, which was finally paid to BoD Members, as compensation for the time they spent in BoD meetings during the year 2016 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 Regular General Meeting of shareholders of the previous year.

Furthermore, **proposes to the attending shareholders** to pre-approve the granting of the amount of € 200,000, as compensation to the Members of Company’s BoD , for the time they shall spend in BoD meetings during 2017 and the fulfillment of their duties in general, according to the aforementioned.

**6. The sixth item of the Agenda is :“Approval of contract conclusion, in application of article 23a of the Codified Law 2190/1920, as currently in force.”**

The Company’s Board of Directors **proposes to the attending shareholders** as they approve and validate by granting a special permit, pursuant to article 23a of C. L. 2190/1920, as applicable, the following contracts:

1) The Modifications and the new Employment Contracts, contracts for the provision of independent services and degree proving contracts, between the Company and the Members of the BoD .

2) The contracts for the acquisition by the Company of additional holding

interests on Subsidiaries in which has already participated, as well as on affiliated Companies.

3) The Credits (cash facilities) and the guarantees provided by the Company to and in favor of its subsidiaries and affiliates of article 42e of C.L. 2190/1920, as well as to and in favor of joint ventures and the Societies Associations, in which participates the Company and/or its affiliated companies, and generally to approve all transactions, contracts, guarantees, etc. as detailed on page 88 and following of the Annual Financial Report for the fiscal year 2016 .

**7. The seventh item of the Agenda is :“Permission to the Members of Board of Directors and to the Company’s Directors, under article 23, par. 1 of C.L.2190/1920, as currently in force.”**

The Company’s Board of Directors **proposes to the attending shareholders** as they grant permission, according to article 23 par. 1 of C.L. 2190/1920, to the Members of Board of Directors and Company’s Directors 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 C.L. 2190/1920.

**8. The eighth item of the Agenda is :“Reaching a decision to increase the share capital of the Company by capitalizing obligations and the issuance of new Common Registered shares, by abolishing the pre-emptive right of the old shareholders in favor of the creditor whose claims will be capitalized, ie in favor of the main shareholder Intracom Holdings. Corresponding amendment of article 5 of the Company’s Articles of Incorporation, pertaining to its share capital” .**

I. The Board of Directors of the Company **proposes to the attending shareholders** to approve:

a) the increase of the share capital of the Company by an amount of € **3,051,000.88** , by capitalizing part of its liabilities to the creditor and its principal shareholder, Intracom Holdings and the issuance of new common registered shares, by abolishing the pre-emption right of the old shareholders in favor of the aforementioned Creditor, whose claims will be capitalized

b) the proposed by the Board of Directors offer price of the new shares which has been set at a nominal value of the share of € **1.36** per share, which is considered fair and in the interest of both the Company and its shareholders,

c) the corresponding amendment of article 5 of the Articles of Association of the Company on share capital, according to the above, and

d) authorization of Members of the Company's Board of Directors and its executives to take all necessary steps to implement the above resolution, including the issue and commencement of trading of the new shares in the Athens Stock Exchange.

With the above-mentioned increase, the Company will equally reduce its obligations to the creditor and principal shareholder Intracom Holdings, without the disbursement of any amount, a fact which will contribute positively to the financial structure of the Company and in enhancing further its capital adequacy. The Company's share capital after the completion of this increase **will amount to € 34,540,780.88** and will be divided into 25,397,633 common registered voting shares of nominal value € **1.36** each.

For this specific item of the Agenda, the Board of Directors has drafted and made available to the attending Shareholders a relevant Report, which has been published on both the Company and ATHEX websites.

**9. The ninth item of the Agenda is :“Reaching a decision on a) the increase of the nominal value of each Common Registered share of**

the Company with simultaneous consolidation and reduction of the total number of shares (reverse split); and b) reduction of the Company's share capital by reduction of the nominal value of each Common Registered voting Share, without altering the number of such shares, with a view to the forming a reserve of equal amount according to article 4 para. 4a of C.L. 2190/20. Corresponding amendment of article 5 of the Company's Articles of Incorporation, pertaining to its share capital. Provision of relevant authorizations."

The Board of Directors of the Company, hereby **proposes to the attending shareholders** – subject to a prior positive resolution on the previous item on the Agenda - to decide:

a) The simultaneous:

(i) increase in the nominal value of the shares of the Company from € 1.36 per share to **€ 6.80 per share** and decrease the total number of shares of the Company for 25,397,633 to **5,079,526**, due to fusion at a ratio of **five (5) old** Common Registered voting shares of the Company **to one (1) a new** Common Registered voting share of the Company (reverse split 5:1) and also the reduction of the share capital of the Company by an amount of € 4.08 (which will be reimbursed to the shareholders) for the purpose of issuing an integer number of shares, and

(ii) reduction of the share capital of the Company by **an amount of € 33,016,919** through the reduction of the nominal value of each Common Registered voting share of the Company from € 6.80 per share **to € 0.30** for the purpose of forming of an equal special reserve according to article 4 para. 4a of Codified Act No. 2190/1920.

b) the corresponding amendment of article 5 of the Articles of Association of the Company, on share capital, according to the above, and

c) the authorization of Members of the Company's Board of Directors and its executives to take all necessary steps to implement the above resolution, before every competent body and authority.

Following the above, the share capital of the Company will reach the amount of € **1,523,857,80** and it will be divided in **5,079,526** Common Registered voting shares, of nominal value of € **0.30** each.

**10. The tenth item of the Agenda is :“Reaching a decision to increase the share capital of the Company by cash payment and issue of new shares, with pre-emptive rights in favor of the old shareholders, without prejudice to article 13a of C.L. 2190/1920. Corresponding amendment of article 5 of the Company's Articles of Incorporation, pertaining to its share capital.” .**

**11. The eleventh item of the Agenda is :**

**“Authorizing the Company's Board of Directors to manage all matters relating to the preparation of the Prospectus, to obtain permits and approvals by the Capital Market Commission, the Athens Stock Exchange and other supervisory and regulatory authorities. In addition, authorizing the Board of Directors to formulate individual terms of the share capital increase, including the selling price (per article 13 para. 6 of C. L. 2190/1920) and the admission to trading of the new Shares in the Athens Stock Exchange, as well as any issues related to the above.” .**

The Board of Directors of the Company, subject to the prior positive resolution on the 8<sup>th</sup> and 9<sup>th</sup> issue of the Agenda, recommends due to the relevance with 10<sup>th</sup> and 11<sup>th</sup> issue, the simultaneous deliberation over the two issue and, especially, the approval:

I. of the increase of the share capital of the Company, equal to € **7,619,289**, by cash payment and the issue of **25,397,630** new Common Registered shares with voting rights of nominal value € **0.30** each, with a pre-emption right in favor of the old shareholders of the Company, and without prejudice to article 13a par. 7-9 of Codified Act No. 2190/1920, at a ratio of **five (5) new shares for each (1) old share** (hereafter the "Increase") and in an offer price which is to be determined by a new resolution of the Board of Directors,

in order for the Company to raise capital up to the amount of thirteen million euros (€ 13,000,000.00).

Furthermore, the Board of Directors recommends:

a) that it is provided with special authorization in order to set the Offer Price of the New Shares within a period of time which cannot exceed (1) one year from the date of the relevant resolution by the General Assembly in accordance with article 13 para. 6 of Codified Act No. 2190 / 1920, as it is currently in force (hereafter "**Offer Price**"),

b) the Offer Price of the New Shares may be higher than the stock market value of the share at the time the pre-emption right will be cut-off,

c) any difference between the nominal value of the newly issued shares and the offer price is to be credited to the equity account of the Company as a "share premium",

d) that it is provided with special authorization in order to settle any share fractions and to arrange for the admission to trading of the new shares in the Athens Stock Exchange.

As for the allocation of the new shares, the Board of Directors **proposes** the following:

a. The pre-emption right in the share capital increase shall vest with:

(i) Every shareholder of the Company, who will be registered in the Intangible Securities System of the company called "Hellenic Exchanges S.A.", one business day after the cut-off date of the pre-emption right, as determined and announced by the Board of Directors of the Company, pursuant to article 5.2 of the Athens Stock Exchange Rulebook, as it is currently in force, subject to the proviso that the shareholders do retain such rights at the time of their exercise, and

(ii) those who acquire pre-emption rights during the trading period on the Athens Stock Exchange.



In this context, it is further proposed to set the duration of the period of exercise of the pre-emption right in fifteen (15) days, in accordance with the Company's Articles of Association and applicable laws.

It is recommended that the cut-off date of the pre-emption right, as well as the date of commencement and expiration of the period for the exercise of the pre-emption right, should be determined and announced, in accordance with applicable, by a resolution of the Board of Directors of the Company at a later date.

b. Regarding the term of payment period of the Increase, it is recommended that this should be resolved by Regular General Meeting and be set at a maximum of four (4) months, with the possibility of extension of one (1) additional month, as the Law stipulates.

c. If, despite the exercise of pre-emption rights, shares still remain unallocated, it is recommended that the Board of Directors exercises its power, in accordance with article 13 para. 8 of Codified Act No. 2190 / 1920, and allocate such remaining share in its own discretion, In any other case, the share capital of the Company may be increased only by the amount of the final coverage, in accordance with article 13a of the Codified Act No. 2190 / 1920, as it is currently in force (possibility of partial coverage).

Subject to the approval of the proposed increase and full coverage of the increase amount of the share capital, the Company's share capital after the completion of the increase will amount to **€ 9,143,146.80** and will be divided into **30,477,156** Common Registered shares with voting rights, the nominal value of each shall be **€ 0.30**.

Regarding the allocation of the funds which will be drawn from the above proposed increase, the Board of Directors **recommends** that it should be done in accordance to the provisions of its relevant Report dated 01.06.2017, which was drawn up in accordance with article 9 §1 of Act No. 3016 / 2002, articles 4.1.4.1.1. and 4.1.4.1.2. of the Athens Stock Exchange Rulebook and Article 13 of Codified Act No. 2190 / 1920, as amended and currently in force,

and is available to the Shareholders at the offices of the Company, on its website and also the Athens Stock Exchange Website.

Finally, the Board of Directors **proposes to the attending shareholders:**

- a) the corresponding amendment of article 5 of the Articles of Association of the Company, on share capital, and
- b) the authorization of the Board of Directors of the Company to resolve all the issues which relate to the drafting of the Prospectus, to the issue of permits and licenses by the Stock Exchange Commission, the Athens Stock Exchange and other supervising and regulatory authorities.

**12. The twelfth item of the Agenda is :“Miscellaneous announcements.”**

There are no announcements towards the attending shareholders.

**Paiania, June 1<sup>st</sup> 2017**

**THE BOARD OF DIRECTORS**