

## **"INVITATION**

**To the Shareholders of the Societe Anonyme called  
"INTRACOM CONSTRUCTIONS SOCIETE ANONYME TECHNICAL AND STEEL  
CONSTRUCTIONS",**

**and trade Name: "INTRAKAT"**

**Number of Commercial Registry No.: 000408501000**

**(Societe Anonyme Registry No 16205/06/B/87/37)**

**to an Extraordinary 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 **November 9<sup>th</sup>, 2017**, the Shareholders of the SA Company named **"INTRACOM CONSTRUCTIONS SOCIETE ANONYME TECHNICAL AND STEEL CONSTRUCTIONS"**, Trading Name: **"INTRAKAT"**, Registered Offices: Paiania, Attiki, Greece, are hereby invited to attend the Extraordinary General Meeting to be held on **Thursday, November 30<sup>th</sup>, 2017, at 10:00 am**, in the Municipality of Paiania Attika (19th km Markopoulou Ave, Building B7, 3rd floor), in order to deliberate and resolve upon the following agenda items:

### **DAILY AGENDA ITEMS**

- 1. Approval of the Merger Agreement dated 8-11-2017 of our Company by absorption of the wholly owned subsidiary trading under the name "EUROKAT CONSTRUCTIONS SOCIETE ANONYME" and the distinctive title "EUROKAT" after hearing:**
  - a) the Transformation Balance Sheet of the Absorbed Company;**
  - b) the report of the Chartered Auditor-Accountant for the determination of the book value of the assets of the Absorbed Company.**
- 2. Approval of the merger of our Company by absorption of the wholly owned subsidiary under the name "EUROKAT CONSTRUCTIONS SOCIETE ANONYME" and the distinctive title "EUROKAT" according to articles 69-78 of C.A. 2190/1920 and Articles 1 - 5 of Act No. 2166/1993.**
- 3. Provide authorization for the signing of the notarial act of merger and for any other act necessary to complete the merger.**



#### **4. Approval of all the resolutions and actions of the Board of Directors and the Company's representatives regarding the above merger.**

#### **5. 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 Monday, 11.12.2017, at 10:00 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 Friday, 22.12.2017, at 10:00 am at the same place, with no announcement of any further invitation.

According to Codified Act No. 2190/1920, as amended and is 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 Extraordinary 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 proven by presenting of the related written certificate issued by HELLENIC EXCHANGES S.A., or alternatively, by online connection of the Company with HELLENIC EXCHANGES's records.

The shareholding capacity must be in effect on the beginning of 25.11.2017 (Recording Date), i.e. on the fifth (5<sup>th</sup>) day before the Extraordinary General Meeting to be held on 30.11.2017. The related written certificate or the online verification for the shareholding capacity must reach the Company by 27.11.2017 at the latest, i.e. on the third (3<sup>rd</sup>) day before the Extraordinary General Meeting.

For the 1st Adjourned General Meeting, the shareholding capacity must be confirmed on 07.12.2017 i.e. on the fourth (4<sup>th</sup>) day before the 1st Adjourned General Meeting (Recording Date of the 1st Adjourned Extraordinary General Meeting); The related written certificate or the online



verification for the shareholding capacity must reach the Company by 08.12.2017 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 18.12.2017 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 Extraordinary General Meeting); The related written certificate or the online verification for the shareholding capacity must be produced to the Company by 19.12.2017 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 Extraordinary General Meeting. In case of non-compliance with the provisions of Article 28a of Codified Act 2190/1920 as currently in force, the said shareholder may only attend the Extraordinary 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 Extraordinary General Meeting.

B. Deadlines for the exercise of Shareholders' minority rights, as per par. 2, 2a, 4 and 5 of Article 39, Codified Act 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 15.11.2017, 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 17.11.2017.
  - b. with their application to be submitted before the Board of Directors by 23.11.2017, their communication with any draft decisions on items of the original or revised agenda by 24.11.2017.
2. Any shareholder may, upon an application to be submitted to the Company by 24.11.2017 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 24.11.2017, 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

The Shareholder attends and votes at the Extraordinary 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.

The Shareholder may appoint a proxy either for one General Meeting or for as many meetings as may be held within a certain period of time. The Proxy shall vote according to the shareholder's 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Act. 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 Act 2190/1920 is available in hardcopy at the Shareholder Service Department: 19<sup>th</sup> km Paiania-Markopoulo Avenue, Paiania, Attica.

**Paiania, 09.11.2017**

**THE BOARD OF DIRECTORS"**