

"INTRACOM CONSTRUCTIONS TECHNICAL AND STEEL CONSTRUCTIONS SA"
trade name "INTRAKAT"

General Commercial Registry (GEMI) no: 000408501000

(Former SA Record no. 16205/06/B/87/37)

Draft of motioned resolutions on the Agenda items

of the Ordinary general Meeting of Shareholders to be held on the 25th of July 2019

(Article 123, par. 4, Law no. 4548/2018, as in force)

1. First Agenda Item: "Submission for approval of the Annual Financial Report of the Group and the Company for fiscal year 01/01/2018 to 31/12/2018, prepared in compliance with the International Financial Reporting Standards (IFRS), including the annual Financial Statements of the Group and the Company, the Management Report of the Board of Directors and the Audit Report prepared by the Chartered Auditor - Accountant."

Minimum required quorum: 20% - Minimum required majority: 50%+1

The General Meeting of Shareholders approves, according to the Law and the Company's Articles of Association, with votes, i.e. with a percentage of % of attending shareholders, the Annual Financial Report of the Group and of the Company for the financial period from 01.01.2018 to 31.12.2018, prepared in compliance with the International Financial Reporting Standards (IFRS), and approved by the Board of Directors during its meeting held on 18/04/2019, including:

- a) statements made by the representatives of the Board, according to article 4, par. 2 of Law no. 3556/2007, as in force;
- b) the Annual Management Report submitted by the Board to the Ordinary general Meeting of Shareholders, prepared in compliance with article 4, par. 6 of Law no. 3556/2007, as in force, including:
 - i) Corporate Governance Declaration;
 - ii) Explanatory Report of the Board of Directors, according to article 4, par. 7 and 8 of Law no. 3556/2007, as in force;

- c) the annual Financial Statements of the Group and of the Company;
- d) Availability of the financial statements on the Internet; and
- e) the Audit Report prepared by the Chartered Accountant – Auditor.

Shareholders may access the said Annual Financial Report of the Group and of the Company for the financial period from 01.01.2018 to 31.12.2018, the Management Report prepared by the Board and the Audit Report prepared by the Chartered Accountant – Auditor at the Company’s office. The aforementioned reports have been sent since 22.04.2014 to Athens Stock Exchange for being uploaded on its Website and they have been also uploaded on the Company’s website (www.intrakat.gr) since 22.04.2019. Their publication to GEMI records shall be carried out under articles 13 and 149 of Law no. 4548/2019, within twenty (20) days from their approval by the Ordinary general Meeting.

2. Second Agenda Item: “Approval of the overall management of the Company by the Board of Directors during the fiscal year of 2018 (01/01/2018 - 31/12/2018), in compliance with Article 108, Law no. 4548/2018 and release of Chartered Auditors - Accountants according to Article 117 par.1(c), Law no. 4548/2018.”

Minimum required quorum: 20% - Minimum required majority: 50%+1

The General Meeting of Shareholders approves, pursuant to article 108 of Law no. 4548/2018 and the Company’s Articles of Association, with votes, i.e. with a percentage of % of attending shareholders, the overall management of the Company by its Board of Directors during financial period 2018 (01/01/2018-31/12/2018) and releases, under article 117, par. 1(c) of Law no. 4548/2018 its Chartered Accountants – Auditors from any liability for compensation as to the preparation and the audit of the Financial Statements and the consolidated Financial Statements during the aforementioned financial period.

3. Third Agenda Item: “Election of Chartered Auditors - Accountants for the audit of the Financial Statements of the Company and the Group during the current fiscal year, from 01/01/2019 to 31/12/2019, and for issuing the tax certificate; Definition of their fees.”

Minimum required quorum: 20% - Minimum required majority: 50%+1

The General Meeting of Shareholders approves, pursuant to the Law and the Company's Articles of Association, with votes, i.e. with a percentage of % of attending shareholders, following a related motion by the Board of Directors and the Audit Committee, the re-election of audit firm "SOL CHARTERED ACCOUNTANTS SA", for auditing the Financial Statements of the Company and of the Group, from 01/01/2019 to 31/12/2019, and for issuing a tax certificate under article 65a of Law no. 4174/2013, as in force.

The General Meeting also decides upon the remuneration of the aforementioned auditing company, in accordance with their related quotation to the Company's BoD, approved by the Audit Committee.

4. Fourth Agenda Item: "Approval of Directors' remuneration paid during fiscal year 01/01/2018 to 31/12/2018, determination of remuneration for financial year 2019 (1/1/2019-31/12/2019) and pre-approval of paying Directors' remuneration until the next Ordinary General Meeting, in compliance with article 109 of Law no. 4548/2018."

Minimum required quorum: 20% - Minimum required majority: 50%+1

The General Meeting of Shareholders approves, pursuant to article 109 of Law no. 4548/2018 and the Company's Articles of Association, with votes, i.e. with a percentage of % of attending shareholders, the related motion of the Board of Directors, following a recommendation of the Nomination & Remuneration Committee, the payment to Directors of:

- (a) their remuneration under their employment contracts, and
- (b) a total remuneration of €200,000, allocated and paid during the financial period from 01/01/2018 to 31/12/2018 to Directors for their time spent in the meetings of the BoD and its Committees, and in general for fulfilling their duties, pursuant to the decision made by the Ordinary General Meeting of Shareholders on 28/06/2018.

Furthermore, the General Meeting pre-approves, under article 109 of Law no. 4548/2019 and the Company's Articles of Association, with votes, i.e. with a percentage of % of attending shareholders:

- (a) the Directors' remuneration paid during current financial period 2019 (from

01/01/2019 to 31/12/2019), under their employment contracts and,

- (b) the Directors' remuneration up to the amount of €200,000 for the time they spend in the meetings of the Board of Directors and its Committees, and in general for fulfilling their duties during current financial period 2019 (from 01/01/2019 to 31/12/2019).

It should be noted that the Company is currently drawing a new Remuneration Policy, under articles 110 and 111 of Law no. 4548/2018, which is to be submitted for approval at a next General Meeting of Shareholders.

5. Fifth Agenda Item: "Approval of contracts between the Company and its affiliates, within the meaning of article 32 of Law no. 4308/2014, signed during 2018 in application of article 23a of Codified Law no. 2190/1920, as was in force."

Minimum required quorum: 20% - Minimum required majority: 50%+1

The General Meeting of Shareholders approves, according to the Law and the Company's Articles of Association, with votes, i.e. with a percentage of % of attending shareholders, the following contracts entered into between the Company and its associated parties, in the meaning of article 32 of Law no. 4308/2014, concluded during financial period 2018, under article 23a of Codified Law no. 2190/1920, as then in force:

- 1) amending employment contract between the Company and its Directors;
- 2) contracts for the transfer of shareholding percentages over subsidiaries, in execution of the resolution made by the Ordinary General Meeting of Shareholders on 28/06/2018;
- 3) deed dated 17/12/2018 amending the Private Sublease Agreement as of 02/05/2018, with regard to the sublease of: basement b, basement a, ground floor, mezzanine floor, first floor, second floor and third floor, with a total surface of 4,160.50 square meters; also amending Private Sublease Agreement as of 22/01/2019, with regard to the sublease of the fourth floor, with a total surface of 332.34 square meters, one building at 3-5 Kolokotroni & Voulis str., Athens, concluded between our Company and the associated hotel and tourism company named "INTRA ATHENS HOTEL SA";
- 4) lease contract dated 01.06.2018 with "**FRACASSO HELLAS**" for the lease of machinery;

- 5) assignment contract dated 17.07.2018 with “FRACASSO HELLAS”, assigning our Company with its claim against Croatian “FRACASSO RI Ltd”;

The credits (cash facilities) and the collaterals provided, as well as the letters of guarantee issued by our Company within financial period 2018 up to this day, to and in favor of its subsidiaries and associated companies under article 32 of Law no. 4308/2018, as well as to and in favor of the Joint Ventures and Partnerships where the Company or/and its associated companies participate in and with which the Company has closely related interests. These credits, collaterals and letters of guarantee were deemed by the Board of Directors to be absolutely necessary, contributing at the same time, to the fulfillment and the promotion of Company objectives, as the same are provided for in its Articles of Association.

- 6) transfers of different movables between our Company and its subsidiaries and associated companies, in the meaning of article 32, Law no. 4308/2014.

6. Sixth Agenda Item: “Authorization to the Company Directors and managers, under article 98 par. 1 of Law no. 4548/2018, to participate in the Board or the management of Company subsidiaries and affiliates.”

Minimum required quorum: 20% - Minimum required majority: 50%+1

The General Meeting of Shareholders authorizes, with votes, i.e. with a percentage of % of attending shareholders, according to par. 1, article 98 of Law no. 4548/2018, Company Directors and Managers to participate in the Board of Directors or in the management of the Company’s subsidiaries and associated companies and therefore to act on behalf of these subsidiaries and associated companies, in compliance with Company objectives.

7. Seventh Agenda Item: “Confirmation – Announcement of a Director’ election in replacement of a resigned Director”

It is announced that on 19/10/2018, Mr Charalampos Kallis resigned from his office as a Company Director. He was replaced by Mr **Dimitrios Koutras**, who has been elected as a new

Executive Director and President of the Board of Directors, following the related re-establishment of the Board of Directors as a corporate body.

8. Eighth Agenda Item: “Election of a new Board of Directors and definition of the independent non-executive members thereof, in accordance with article 87, par. 5 of Law no. 4548/2018 and article 3 of Law no. 3016/2002.”

Minimum required quorum: 20% - Minimum required majority: 50%+1

The General Meeting of Shareholders approves, according to the Law and the Company's Articles of Association, with votes, i.e. with a percentage of % of attending shareholders, the BoD motion, following a related recommendation of the Nomination & Remuneration Committee as to the election of a new Director and the appointment of independent directors, in compliance with the provisions of article 3 of Law no. 3016/2002. The new Board of Directors shall consist of 11 members, as follows:

1. **Dimitrios Koutras** s/o Athanasios
2. **Petros Souretis** s/o Konstantinos
3. **Dimitrios Theodoridis** s/o Savvas
4. **Dimitrios Pappas** s/o Aristeidis
5. **Charalampos Kallis** s/o Konstantinos
6. **Georgios Anninos** s/o Aristotelis
7. **Dimitrios Klonis** s/o Christos
8. **Konstantinos Kokkalis** s/o Socratis
9. **Sotirios Filos** s/o Nikolaos, Independent Non-Executive Director
10. **Anastasios Tsoufis** s/o Miltiadis, Independent Non-Executive Director

The Board of Directors is elected for a five-year tenure, i.e. from 25/07/2019 to 24/07/2024 inclusive, to be extended up to the expiry of the deadline, within which the next Ordinary General Meeting of Shareholders has to be convened and until a related resolution is passed. In any case, the BoD tenure may not exceed six years, according to article 18, par. 2 of the Company's Articles of Association.

9. Ninth Agenda Item: “Election of a new Audit Committee and its Chairman, in compliance with article 44 of Law no. 4449/2017”

Minimum required quorum: 20% - Minimum required majority: 50%+1

The General Meeting of Shareholders approves, according to the Law and the Company's Articles of Association, with votes, i.e. with a percentage of % of attending shareholders, the BoD motion and endorses the establishment of a three-membered Audit Committee, consisting exclusively of Directors, who, due to the fact that they have to be independent in their majority, in the meaning of article 4 of Law no. 3016/2002, two of them have to be independent and the third one must be one of its non-executive members. Thus, the General Meeting appoints as members of the Audit Committee of the Company the following persons, who meet all the conditions of par. 1, article 44 of Law no. 4449/2017 and who are capable of carrying out the duties and the obligations provided for in par. 3 of article 44 of Law no. 4449/2017:

- a) Sotirios Filos s/o Nikolaos, as Chairman, who meets all the independence criteria of article 4, Law no. 3016/2002 and as a retired chartered accountant – auditor has justifiable and deep knowledge of and experience in auditing and accounting issues,
- b) Anastasios Tsoufis s/o Miltiadis, who meets all the independence criteria of article 4, Law no. 3016/2002 and
- c) Georgios Anninos s/o Aristotelis.

Tenure of the Audit Committee is set to be equal to the tenure of the Board of Directors.

10. Tenth Agenda Item: “Amendment, supplementation, cancellation and renumbering of the Company's Articles of Association for operational purpose and for the purpose of adaptation to L.4548/2018, according to article 183 of the said Law.”

Minimum required quorum: 20% - Minimum required majority: 50%+1

Since 01/01/2019, new Law no. 4548/2018 on SA companies entered into force. According to this law and specifically according to the provisions of article 183 thereof, SA companies may adapt their Articles of Association to the provisions of this new law, upon a resolution to be passed under simple majority and quorum, provided that the related General Meeting decision will pass within one (1) year after Law no. 4548/2018 entered into force.

Following a related motion of the Board of Directors, the General Meeting of Shareholders approves, according to the Law and the Company's Articles of Association, with votes, i.e. with a percentage of % of attending shareholders, the amendment, supplementation, abolition and renumbering of articles of the Company's Articles of Association, for convenience purposes and for adapting to Law no. 4548/2018, according to article 183 thereof. The text of Codified Articles of Association of the Company follows.

11. Eleventh Agenda Item: "Establishment of a stock option plan in favor of Members of the Board of Directors and Managers of the Company in the form of an option to acquire shares in accordance with article 113 of L. 4548/2018."

Minimum required quorum: 50% - Minimum required majority: 2/3

The General Meeting of Shareholders approves, according to the Law and the Company's Articles of Association, with votes, i.e. with a percentage of % of attending shareholders, the motion of the Board of Directors and the Nomination & Remuneration Committee and authorizes the Board of Directors to establish a stock option plan for the Company's Directors and Managers (*as the same are designated in the organization chart approved by the Board of Directors*), either by common registered shares that the Company already holds or is going to acquire according to article 49 of Law no. 4548/2018, or by the beneficiaries' participation in the Company's share capital and by passing all related resolutions, under the provisions of article 49, par. 3 of Law no. 4548/2018. The total nominal value of the shares to be offered may not exceed in total 1/10 of the so far paid up share capital of the Company, accumulatively calculated with the number of shares which may be provided pursuant to the 12th Agenda item. This authorization will remain valid for two (2) years.

12. Twelfth Agenda Item: “Free distribution of owned shares to members of the Board of Directors and to Managers of the Company in accordance with article 114 of L. 4548/2018.”

Minimum required quorum: 50% - Minimum required majority: 2/3

The General Meeting of Shareholders approves, according to the Law and the Company's Articles of Association, with votes, i.e. with a percentage of % of attending shareholders, the motion of the Board of Directors and the Nomination & Remuneration Committee as to the free provision to Company Directors and Managers (*as the same are designated in the organization chart approved by the Board of Directors*) of own common registered shares that the Company already holds or is going to acquire under article 49 of Law no. 4548/2018. The total nominal value of the shares to be offered may not exceed in total 1/10 of the so far paid up share capital of the Company, accumulatively calculated with the number of shares which may be provided pursuant to the 11th Agenda item and the provisions of article 49 par. 3 of Law 4548/2018. In addition, the General Meeting of Shareholders authorizes the Board of Directors to determine the beneficiaries of the free shares and the special terms governing the provision thereof: (a) in compliance with the conditions of article 114 of Law no. 4548/2019 and the beneficiaries' obligation to keep the shares for at least three (3) months from acquisition and (b) in conjunction with the stock option plan which may be established by the Board of Directors, according to the resolution on the 11th agenda item and the provisions of article 49, par. 3 of Law no. 4548/2018. It also authorizes the Board of Directors to define (if the Board considers it advisable) any objective criteria, terms and conditions which take into account parameters, such as performance and productivity of these officers, the Company's profit-making and perspectives. This authorization will remain in force for two (2) years.

13. Thirteenth Agenda Item: “Miscellaneous Announcements.”

Paiania, the 2nd of July 2019

THE BOARD OF DIRECTORS