

"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 20th of March 2020**

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

1. First 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 election of a new Board of Directors and appointment of its 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. **Georgios Koutsopodiotis** s/o Dimitrios
10. **Ioannis Tsoumas** s/o Konstantinos, Independent Non-Executive Director
11. **Ioannis Marmaggiolis** s/o Spyridonos, Independent Non-Executive Director

The Board of Directors is elected for a five-year tenure, i.e. from 20/3/2020 to 19/3/2025 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.

2. Second Agenda Item: “Election of a new Audit Committee, 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 election of a three-membered Audit Committee, with tenure same as the tenure of the new Board of Directors, consisting exclusively of Directors, as follows:

(a) of the two independent non executive directors of the BoD who meet all criteria of independence provided for in Article 4 of L. 3016/2002. Mr Ioannis Tsoumas is appointed as Chairman of the Audit Committee and Mr Ioannis Marmaggiolis as member, and

(b) of one director, who shall be appointed among BoD non executive directors, by the BoD upon its meeting for its constitution, subject to criteria of Article 44 par. 1 of L. 4449/2017.

The above members of Audit Committee meet all the conditions of par. 1, article 44 of Law no. 4449/2017 and are capable of carrying out the duties and the obligations provided for in par. 3 of article 44 of Law no. 4449/2017.

3. Third Agenda Item: “Establishment of a stock option plan in the form of an option to acquire shares in accordance with article 7 par. 10 of the Articles of Association and article 113 of L. 4548/2018.”

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

According to the Law and the Company’s Articles of Association, the General Meeting of Shareholders authorizes, with votes, i.e. with a percentage of % of attending shareholders, 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*), by the beneficiaries’ participation in the Company’s share capital increase and by passing all related resolutions, under the provisions of article 113 of Law no. 4548/2018. Acquisition price is fixed at €0,30 per share. 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. The Board of Directors is authorized to decide the beneficiaries and the terms for the exercise of these stock option rights. This authorization will remain valid for two (2) years. The specific terms for granting the stock option right to acquire shares are decided on the basis of objective criteria, such as the contribution of beneficiaries to the Company's profitability and achievement of its strategy (EBITDA increase, turnover increase, obtaining highest class contractor's certificate) during past years. The Board of Directors will have the responsibility for the implementation of the stock option plan and the review and confirmation of fulfilment of each beneficiary's criteria.

4. Fouth Agenda Item: "Miscellaneous Announcements."

Paiania, the 18th February 2020

THE BOARD OF DIRECTORS