

**“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 17<sup>th</sup> of July 2020**

**(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 01.01.2019 to 31.12.2019, prepared in compliance with the International Financial Reporting Standards (IFRS), including the annual Financial Statements of the Group and the Company, the Management Report and Corporate Governance Statement 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 01.01.2019 to 31.12.2019, prepared in compliance with the International Financial Reporting Standards (IFRS), and approved by the Board of Directors during its meeting held on 18.06.2020, 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 01.01.2019 to 31.12.2019, 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 19.06.2020 to Athens Stock Exchange for being uploaded on its Website and they have been also uploaded on the Company’s website ([www.intrakat.gr](http://www.intrakat.gr)) since 19.06.2020. 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: “Discussion and voting on the Remuneration Report provided in article 112 of L. 4548/2018 in relation to the fiscal year 2019.”**

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

The General Meeting of Shareholders approves, with ..... votes, i.e. with a percentage of ..... % of attending shareholders, the Remuneration Report provided in article 112 of L. 4548/2018 in relation to the fiscal year 2019.

**3. Third Agenda Item: “Approval of the overall management of the Company by the Board of Directors during the fiscal year of 2019 (01/01/2019 - 31/12/2019), in compliance with Article 108 of L. 4548/2018 and release of Chartered Auditors - Accountants according to Article 117 par.1(c) of L. 4548/2018.”**

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

The General Meeting of Shareholders approves, pursuant to article 108 of L. 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 2019 (01/01/2019-31/12/2019) and releases, under article 117, par. 1(c) of L. 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.

**4. Fourth 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**

**01.01.2020 to 31.12.2020 and 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 01/01/2020 to 31/12/2020.

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.

**5. Fifth Agenda Item: “Approval of the Remuneration Policy of the Company in accordance with articles 110 and 111 of L. 4548/2018”**

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

The General Meeting of Shareholders approves, pursuant to Law and the Company's Articles of Association, with ..... votes, i.e. with a percentage of ..... % of attending shareholders, the Remuneration Policy of the Company with a four year validity period, according to the specific provisions of articles 110 and 111 of L 4548/2018. The entire text of the Remuneration Policy is available on the Company's site ([www.intrakat.com](http://www.intrakat.com)) and will be included in the minutes of the General Meeting. Furthermore, the BoD is authorized to administer and implement the Remuneration Policy, following at all times the relevant recommendations by the Nomination & Remuneration Committee of the Company.

**6. Sixth Agenda Item: “Approval of Directors’ remuneration paid during fiscal year 01.01.2019 to 31.12.2019, determination of remuneration for the period from 01.01.2020 until the next Ordinary General Assembly and pre-approval of their payment, in compliance with article 109 of L. 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 their remuneration under their employment contracts.

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 from 01.01.2020 until the next Ordinary General Assembly under their employment contracts and,
- (b) the executive and non-executive Directors' remuneration to be paid from 01.01.2020 until the next Ordinary General Assembly, for the time they spend in the meetings of the Board of Directors and its Committees, and in general for fulfilling their duties . The amount of remuneration may not exceed the total amount of €250,000 annually and the Board of Directors is authorized to perform the actions necessary for the implementation of the above pursuant to the approved by today's General Assembly Remuneration Policy and according to art. 109 of Law 4548/2018, as in force.
- (c) The independent non-executive Director's remuneration to be paid from 01.01.2020 until the next Ordinary General Assembly, for the time they spend in the meetings of the Board of Directors and its Committees, as follows:
  - for the period from 01.08.2020 until 31.12.2020 the total amount of € 28.000 shall be paid to each independent non-executive Director;
  - for the period from 01.01.2021 until the next Ordinary General Assembly the amount of €3.000 per month shall be paid to each independent non-executive Director;

**7. Seventh 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.

**8. Eighth Agenda Item: "Miscellaneous Announcements."**

Paiania, the 23rd of June 2020

THE BOARD OF DIRECTORS