



Invitation to the Extraordinary General Meeting of Shareholders  
of the Company named  
"INTRACOM CONSTRUCTIONS TECHNICAL AND STEEL CONSTRUCTIONS SA"  
Trade name: "INTRAKAT"  
General Commercial Registry (GEMI) no: 000408501000  
(SA Record no: 16205/06/B/87/37)

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According to the provisions of Law and the Company's Articles of Association, by virtue of a decision taken by the Board of Directors at its Meeting held on the 3rd of December 2020, the Shareholders of the Company named "INTRACOM CONSTRUCTIONS TECHNICAL AND STEEL CONSTRUCTIONS SA", trade name: "INTRAKAT", are hereby invited to attend the Extraordinary General Meeting to be held on **Monday the 28th of December 2020**, at 10:00 am hours, at the Municipality of Paiania Attica (19<sup>th</sup> km of Markopoulo Avenue, Building B7, Conference Hall 2<sup>nd</sup> floor), in order to deliberate and decide on the following items of the Agenda:

**AGENDA ITEMS:**

1. Approval of the Draft Demerger Deed dated 24-11-2020, regarding transfer of the Company's hived off sector of steel constructions and transfer to 100% subsidiary company under the trade name "FRACASSO HELLAS SINGLE MEMBER SOCIETE ANONYME DESIGN AND CONSTRUCTION OF ROAD SAFETY SYSTEMS" and d.t. "FRACASSO HELLAS" after hearing:
  - a) the Balance Sheet of the hived off sector dated 30.9.2020;
  - b) the report of the Board of Directors dated 24.11.2020, issued according to article 61 of L. 4601/2019;
  - c) the report of «OLYMPIA CERTIFIED AUDITORS S.A.» dated 24.11.2020, for the evaluation of the hived off sector, according to Article 17 of L.4548/2018 and
  - d) the report of «OLYMPIA CERTIFIED AUDITORS S.A.» dated 25.11.2020, on the Draft Demerger Deed, according to Article 10 of L. 4601/2019.

2. Approval of the demerger of the Company through hiving off its steel constructions' sector and its transfer to 100% subsidiary company under the trade name "FRACASSO HELLAS SINGLE MEMBER SOCIETE ANONYME DESIGN AND CONSTRUCTION OF ROAD SAFETY SYSTEMS" and d.t. "FRACASSO HELLAS" (according to Articles 57 par.2 and 58 of L. 4601/2019, as well as provisions of L.4548/2018 and Article 52 of L.4172/2013).
3. Granting authorization for the signing of the notarial act of sector's hiving off and for any other act necessary to complete sector's hiving off.
4. Approval of all resolutions and actions of the Board of Directors and the Company's representatives regarding the above demerger through sector's hiving off.
5. Share buy - back pursuant to art. 49 of L. 4548/2018 and granting authorization to the Board of Directors of the Company for the implementation of the decision and the observation of the legal formalities.
6. Miscellaneous Announcements.

#### **I. Reconvened General Meeting**

In the event that no quorum, as provided for by Law and the Company Articles of Association, is attained for the decision-making on all or some of the aforementioned agenda items, Company Shareholders are invited to attend a Reconvened General Meeting, to take place on Monday the 4th of January 2020, at 10:00 am hours, at the same place, without further notice. The agenda of the reconvened General Meeting, if any, will be the same as above, with the exception of matters on which a decision could be taken.

#### **II. Participation and voting rights at the General Meeting**



All Company Shareholders are entitled to participate in the General Meeting and vote, either in person or by proxy, as provided for in Law no. 4548/2018. Each share entitles to one vote.

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Only the shareholder recorded with the Dematerialized Security System (DSS), managed by "Hellenic Central Securities Depository "(ATHEXCSD), which provides registry services under the meaning of par. 6 of article 124 of L. 4548.2018, may participate in and vote at the General Meeting. Shareholder's capacity may be proven by any legal means and based on the notification received by the Company from the Central Securities Depository, when it provides recording services, or, in any other case, through the participating and registered intermediaries to the Central Securities Depository.

Shareholder's capacity must be in force at the beginning of **23rd of December 2020 (Record Date)**, i.e. on the fifth (5<sup>th</sup>) day before the General Meeting convenes on 28<sup>th</sup> of December 2020; only the persons being shareholders on that date are eligible to participate in and vote at the General Meeting.

The Record Date applies also in the event of a postponement or reconvention of the General Meeting, provided that the adjourned or reconvened session is not more than thirty (30) days from the Record Date. If this is not applicable, then anyone that has the shareholder's capacity at the beginning of the third (3rd) day prior to the date of by postponement or reconvention of the General Meeting (article 124 par. 6 of Law 4548/2018) is entitled to participate and vote.

The Company may justify a shareholder's capacity on the Record Date by directly accessing the Dematerialized Security System files. The exercise of the participation and voting rights shall neither entail any shareholders' share



blocking, nor any other similar procedure, which restricts the entitlement to sell or/and transfer the shares within the period between the Record Date and the General Meeting date.

Shareholders who fail to comply with the deadline of Article 128, paragraph 4, of Law 4548/2018 may participate in the General Meeting, unless the General Meeting declines their participation on a severe ground which justifies such decline.

### **III. Procedure for exercising voting rights by proxy**

1. Shareholders are entitled to participate in the General Meeting and vote either in person or by proxy. A proxy appointed by a number of shareholders may vote differently for each shareholder.
2. Each shareholder may appoint a proxy for one or more General Meetings and for a definite period of time. The proxy shall vote according to the shareholder's instructions, if any, and shall be obliged to have such voting instructions on record for at least one (1) year after the General Meeting date. Proxy's failure to comply with the provided instructions shall not affect validity of the General Meeting resolutions, even if the proxy's vote was determining for attaining majority.
3. Before the General Meeting, a shareholder's proxy has to advise the Company on any specific fact which may be useful for assessing the risk that the proxy may serve interests different to the shareholder's interests. In view of the above, a conflict of interest may arise, especially, when the proxy:
  - a) is a shareholder controlling the Company or is any other legal person or entity controlled by such shareholder;
  - b) is a Director or manager of the Company or of a shareholder controlling the Company or any other legal person or entity controlled by a shareholder controlling the Company;

- c) is an employee or auditor of the Company or of a shareholder controlling the Company or of other legal person or entity controlled by a shareholder controlling the Company;
  - d) is a spouse or 1<sup>st</sup> degree relative of any of the natural persons of points a) to c) above.
4. A proxy may be appointed or revoked in writing, by way of written notification to the Company, at least forty-eight (48) hours before the date set for the General Meeting. Each shareholder may appoint up to three (3) proxies. However, if the proxy is also a Company shareholder, with his/her shares being recorded in a number of securities account, such limitation shall not prevent the shareholder from appointing different proxies for the shares recorded in each securities account, in relation to the General Meeting.
  5. The Company provides the form for appointing a proxy which is at the disposal of the shareholders: a) in hard copy at the Company's headquarters (19<sup>th</sup> km of Markopoulo-Paiania Avenue, 190 02 Paiania Attica) b) at the Company's webpage ([www.intrakat.gr](http://www.intrakat.gr)). This form has to be filled in, signed and submitted by the shareholder to the Shareholders Department of the Company at: 19<sup>th</sup> km of Markopoulo-Paiania Avenue, 19002, Paiania, Attica or to be faxed to: +30 210 667 4793, at least forty-eight (48) hours before the General Meeting date. The beneficiary has to confirm successful sending and receipt of the appointment form by the Company and this end they may call at +30 210 667 4646 (Shareholders Department).
  6. Company's Articles of Association do not make any provision for shareholders' possibility to participate in the General Meeting by digital means, without physical attendance at the place of the meeting, remote voting by digital means or correspondence, neither the possibility to appoint and revoke a proxy by digital means.

7. The Company, in the frame of the precautionary measures to confront the risk of dissemination of COVID-19 and aiming to protect its shareholders, its personnel and generally the public, as well as to ensure business continuity, urges the shareholders not to physically participate in the general meeting and emphasizes that the participation in the General Meeting is possible through representative who shall vote in accordance with the shareholder's written instructions. For the restriction to the necessary and permitted by the Authorities number of individuals which shall be present at the place of the General Meeting, the Company has indicated specific persons among its employees, who may be authorized by the shareholders to represent them and vote on their behalf in the meeting in accordance with the procedure set forth in this invitation. Shareholders wishing to make use of such possibility, are kindly requested to contact the Company's Shareholders Department at the telephone nr: +30 210667 4646. Entrance shall not be allowed to third parties, other than to shareholders and representatives thereof. Taken into account that circumstances may differ according to instructions of the authorities, Shareholders are kindly asked to follow the Company's website for any subsequent announcements with respect to the forthcoming Extraordinary General Assembly.

#### **IV. Final dates for exercising the Rights of Minority Shareholders under paragraphs 2, 3, 6 and 7 of article 141, of Law no. 4548/2018.**

1. Shareholders representing one twentieth (1/20) of the paid share capital of the Company:
  - a) are entitled to request the addition of further items to the General Meeting agenda, by means of an application to be filed to the Board of Directors fifteen (15) days before the General Meeting, i.e. up

to 13.12.2020, which shall be accompanied by a justification or a decision draft for approval by the General Meeting,. The revised agenda shall be published in the same manner as the previous agenda, thirteen (13) days before the General Meeting date, i.e. on 15.12.2020.

- b) are entitled to submit decision drafts for issues included in the initial or the revised agenda, by means of an application to be filed to the Board of Directors at least seven (7) days before the General Meeting, i.e. up to 21.12.2020,; such decision drafts shall be notified to the shareholders at least six (6) days before the General Meeting, i.e. by 22.12.2020.
2. By means of an application to be filed to the Company at least five (5) full days before the General Meeting, i.e. by 22.12.2020, any shareholder may ask the Directors to provide specific information to the General Meeting in relation to Company affairs, to the extent that such information is related to the items of the agenda.
  3. By means of an application of shareholders representing one twentieth (1/20) of the paid share capital of the Company, the Board of Directors have to announce to the General Meeting, the money paid to each Director or Manager during the last two years, as well as any provision made to such persons, on any grounds or under any agreement between the Company and such persons. The Board may release a single reply to shareholders' applications having the same content. There is no obligation for the provision of information when such information is already available in the Company webpage, especially in a Q&A form. Furthermore, the Board may refuse to provide information on a sufficient due cause, which has to be recorded in the minutes.
  4. By means of an application filed to the Company at least five (5) full days before the General Meeting, i.e. up to 22.12.2020, shareholders

representing one tenth (1/10) of the paid share capital of the Company may ask the Board to provide the General Meeting with information on the progress of corporate affairs and the Company's financial status. The Board may refuse to provide information on a sufficient due cause, which has to be recorded in the minutes.

#### **V. Available documents and information**

The information of paragraphs 3 and 4 of article 123, Law no. 4548/2018 (*this invitation, the documents to be submitted to the General Meeting, the Directors' decision drafts on the agenda items, the documents for voting by a proxy or representative as well as the total number of current shares and voting rights*) will be available in a digital form at the Company's webpage ([www.intrakat.gr](http://www.intrakat.gr)). Moreover, Company shareholders may be provided with these documents in hardcopy by the Company Shareholder Department (19<sup>th</sup> km of Markopoulo-Paiania Avenue, 19002, Paiania, Attica).

Paiania, 3<sup>rd</sup> of December 2020

The Board of Directors