

## INVITATION

# TO THE SHAREHOLDERS OF THE SA COMPANY NAMED "INTRACOM CONSTRUCTIONS SOCIETE ANONYME TECHNICAL AND STEEL CONSTRUCTIONS",

Trade Name: "INTRAKAT"

Number of Commercial Registry: <u>000408501000</u>
(Companies Record No 16205/06/B/87/37)
TO ATTEND THE ORDINARY 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 the 6<sup>th</sup> of June 2018, 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 Ordinary General Meeting to be held on Thursday the 28<sup>th</sup> of June 2018, at 10:00 am hours, 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:

# **AGENDA ITEMS**

- 1. Submission for approval of the Annual Financial Report of the Group and the Company for fiscal year 01/01/2017 to 31/12/2017, prepared in compliance with the International Financial Reporting Standards (IFRS), including the annual Financial Statements of the Group and of the Company, the related Management Report of the Board of Directors, the Allocation Report of Raised Funds under the share capital increase of the Company and the related Reports prepared by the Board of Directors and the Chartered Auditor-Accountant.
- 2. Release of the Directors and the Chartered Auditors-Accountants from any compensation liability as to the management of corporate affairs, the preparation and the audit of the Company & Group Financial Statements for fiscal year 01/01/2017 to 31/12/2017.
- 3. Election of Chartered Auditors-Accountants for the audit of Company & Group Financial Statements for fiscal year 01/01/2018 to 31/12/2018 and determination of their fees.
- 4. Approval of Company financial results allocation for fiscal year 01/01/2017 to 31/12/2017.



- 5. Approval of Directors' compensation, paid during fiscal year 2017 and pre-approval of Directors' compensation for fiscal year 2018, under article 24 of Codified Law 2190/20 and article 5 of Law 3016/2002.
- 6. Approval of conclusion and ratification of contracts under article 23a of Codified Law 2190/20, as currently in force.
- 7. Permission to Company Directors and Managers, under article 23 par. 1 of Codified Law 2190/20, as currently in force.
- 8. Ratification of BoD decisions as of 06/12/2017 and 02/04/2018 on the partial change in the use of funds that have been raised from the Company's share capital increase, as decided during the 1st Adjourned Meeting of the Shareholders' Ordinary General Meeting as of 26/06/2017, which took place on 07/07/2017.
- 9. Confirmation of the election of an Audit Committee member, in replacement of a resigned member.
- 10. Election of Audit Committee members, pursuant to article 44 of Law 4449/2017.
- 11. Resolution regarding the acquisition of own shares under article 16 of Codified Law 2190/1920, as in force and authorizing the Board of Directors for the implementation of the legal formalities required for this reason.
- 12. Resolution regarding the restructuring of the Company's participations and the acquisition and sale by the Company of affiliated companies' shares. Approval according to article 10 of Codified Law 2190/1920 and granting of special permission according to article 23a of Codified Law 2190/1920 for the conclusion of relevant contract with legal entities which fall under the provisions of the article.
- 13. 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 Adjourned General Meeting, to be held on Monday, 09.07.2018, at 10:00 am at the same place, with no announcement of any further invitation.



According to Codified Law 2190/1920, as amended by Law 3884/2010 and 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). Each share entitles its holder to one vote.

The Ordinary 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 proved by the presentment of the related written certificate issued by HELLENIC EXCHANGES S.A., or alternatively, by online verification with HELLENIC EXCHANGES records.

The shareholding capacity must be in effect on <u>23.06.2018</u> (Recording Date), i.e. on the fifth (5<sup>th</sup>) day before the Ordinary General Meeting to be held on 28.06.2018. The related written certificate or the online verification for the shareholding capacity must reach the Company by 25.06.2018 at the latest, i.e. on the third (3<sup>rd</sup>) day before the Ordinary General Meeting.

For the Adjourned General Meeting, the shareholding capacity must be confirmed on 05.07.2018 i.e. on the fourth (4<sup>th</sup>) day before the Adjourned General Meeting (Recording Date of the Adjourned General Meeting); The related written certificate or the online verification for the shareholding capacity must reach the Company by 06.07.2018 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 Ordinary General Meeting. In case of non-compliance with the provisions of Article 28a of Codified Law 2190/1920 as currently in force, the said shareholder may only attend the Ordinary 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 Ordinary General Meeting.

B. Deadlines for the exercise of Shareholders' minority rights, as per par. 2, 2a, 4 and 5 of Article 39, Codified Law 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 13.06.2018, 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 15.06.2018.
- b. with their application to be submitted before the Board of Directors by 21.06.2018, their communication with any draft decisions on items of the original or revised agenda by 22.06.2018.
- 2. Any shareholder may, upon an application to be submitted to the Company by 22.06.2018 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 22.06.2018, 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).

# C. Procedure for the exercise of voting rights by proxies

Shareholders attend and vote at the Ordinary 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.

Shareholders may appoint their proxies either for one General Meeting or for as many meetings as may be held within a certain period of time. Proxies shall vote according to the shareholders' 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 Ordinary 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 Ordinary General Meeting.

The form to be used for proxy appointment is available at the Company's website (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 Ordinary 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).

Shareholders are not provided with the ability to attend the General Meeting by the use of electronic means without being physically present at the place where it is held, the ability of distance voting either electronically or by post, or the ability of proxy appointment and revocation by electronic means is not provided.

### D. Available documents and information

The information mentioned in Article 27, par. 3 of Codified Law 2190/1920 is available electronically at the Company's website (<a href="www.intrakat.gr">www.intrakat.gr</a>). The full text of any documents and



draft decisions under Article 27, par.3, cases c and d of Codified Law 2190/1920 is available in hardcopy at the Shareholder Service Department: 19<sup>th</sup> klm Paiania-Markopoulo Avenue, Paiania, Attica.

Paiania, 06.06.2018

THE BOARD OF DIRECTORS