

## INVITATION

to the Annual General Meeting of the Shareholders of the Company registered under the corporate name "**INTRACOM S.A. HOLDINGS**" and with the distinctive title "**INTRACOM HOLDINGS**" ( the %Company+) General Commercial Registry No 303201000, (Former Registration No 13906/06/ /86/20)

According to Greek law and the Company's Articles of Association and by relevant decision of the Company's Board of Directors, Company's Shareholders are invited to the Annual General Meeting to be held on **Friday, June 26<sup>th</sup>, 2015**, at **11:00 a.m.** in Peania, 19<sup>th</sup> km Markopoulou Ave, Attica (Building B7, 3<sup>rd</sup> floor), in order to discuss and decide upon the following items of the agenda:

## AGENDA

1. Submission and approval of the corporate and consolidated financial statements of the fiscal year 01.01.2014 . 31.12.2014, in accordance with the International Financial Reporting Standards (I.F.R.S.),after hearing and the approval of the relevant Board of DirectorsqReports and the Certified Auditor's Report regarding the above mentioned year.
2. Release of the Board of Directors members and the Certified Auditor from any liability for compensation regarding the Company's management and the audit of financial statements for the fiscal year 01.01.2014 - 31.12.2014.
3. Election of Certified Auditors for the audit of the fiscal year 01.01.2015 - 31.12.2015 and determination of their fees.
4. Election of new Audit Committee, in accordance with the article 37 of L. 3693/2008.
5. Approval of the compensation of the Board of Directors members for the fiscal year 2014 and pre . approval of the remuneration and the compensation of the Board of Directors members for the fiscal year 2015, according the article 24 of C.L. 2190/20 and the article 5 of L. 3016/2002.
6. Pre-approval of the remuneration of the Board of Directors members for the time period from 01.07.2015 until the next Annual General Meeting.
7. Granting permission, in accordance with article 23 of C.L. 2190/20, for Company's contracts with legal entities coming under the definition of the

aforementioned article.

8. Granting permission, pursuant to article 23 of C.L. 2190/20 to the Board of Directors members and the Company's Directors to participate in the BoD or in the management of affiliated companies, pursuant to article 42e, par. 5 of C.L. 2190/20.
9. Setoff of non-taxable reserves with tax losses (reserves which were created from profits which were not taxed at the time of their formation), in accordance with article 72 par. 12 & 13 of L. 4172/2013.
10. Announcements.

In case the quorum required under the Law is not attained in order to decide on the aforementioned items of the agenda, the shareholders are called to a Repetitive A.G.M. on **Tuesday, July 7<sup>th</sup> 2015 at 11:00 a.m.**, at the same place, without publishing any further invitation. The aforementioned issues shall be on the agenda of the Repetitive Meeting, except for those issues that have already been resolved.

According to article 26 par. 2b of C.L. 2190/20, as amended by article 3 of L. 3884/2010 and as in force, the Company informs shareholders on the following:

**A. RIGHT OF PARTICIPATION & VOTE**

In the Annual General Meeting, whoever appears as a shareholder in the Dematerialized Securities System files which is managed by Hellenic Central Securities Depository+ (HCSD), where Company's securities are being held, is entitled to participate. Shareholding capacity is evidenced by presenting a relevant written certification issued by HCSD, or, alternatively, via direct electronic connection of the Company with the files of HCSD. The shareholding capacity must exist on 21.06.2015 (Date of Record), that is on the beginning of the fifth (5<sup>th</sup>) day before the date of the General Meeting (26.06.2015) and the relevant written certification or electronic verification, regarding the shareholding capacity must be received by the Company on 23.06.2015 at the latest, that is on the third (3<sup>rd</sup>) day before the session of the General Meeting.

In relation to the Repetitive General Meeting, the shareholding capacity must exist on the beginning of 03.07.2015, that is on the fourth day before the date for the Repetitive General Meeting (Record date for the Repetitive General Meeting), while the relevant written certification or electronic verification regarding the shareholding capacity must be received by the Company on 04.07.2015 at the latest, that is on the third (3<sup>rd</sup>) day prior to the session of the aforementioned General Meeting.

Towards the Company, only persons having shareholding capacity, on the respective Date of Record shall be entitled to participate and vote at the General Meeting. Any shareholder failing to comply with the provisions of article 28a of C.L. 2190/1920 may participate at the General Meeting only after its permission.

The exercise of such rights (participation and vote) does not require blockage of the beneficiary's shares or any other procedure, restricting the ability to sell and transfer them during the period between the Record date and the date of the General Meeting.

**B. MINORITY RIGHTS OF SHAREHOLDERS**

(a) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Company's Board of Directors is obliged to include additional items in the General Meeting's agenda, if the relevant request is received by the Board of Directors until 11.06.2015, that is at least fifteen (15) days before the General Meeting. The request for including additional items in the agenda must be accompanied by a justification or draft resolution for approval at the General Meeting, and the revised agenda shall be published in the same manner as the previous agenda on 13.06.2015, that is thirteen (13) days before the date of the General Meeting, and at the same time will be available to the shareholders on the Company's website, along with the justification or the draft resolution submitted by the shareholders in accordance with the provisions of article 27 par. 3 of C.L. 2190/1920.

(b) At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors makes available to the shareholders in accordance with the provisions of article 27 par. 3 of C.L. 2190/1920, no later than 20.06.2015, that is at least six (6) days before the date of the General Meeting, draft resolutions on items included in the original or revised agenda, if the relevant request is received by the Board of Directors until 19.06.2015, that is at least seven (7) days before the date of the General Meeting.

(c) Upon the request of any shareholder submitted to the Company until 20.06.2015, that is at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting any required information regarding Company's affairs, to the extent that information is useful for the actual consideration of the items on the agenda. The Board of Directors may refuse to provide such information for a substantial reason to be recorded in the minutes. The Board of Directors may provide a common reply to similar shareholdersq

requests. There is no obligation to provide information which is already available on the Company's website, especially in the case of frequently asked questions.

(d) At the request of shareholders representing one fifth (1/5) of the paid-up share capital, which should be submitted to the Company until 20.06.2015, that is at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide the General Meeting with information regarding the progress of the Corporate affairs and its financial status. The Board of Directors may refuse to provide information for an efficient and substantial reason which is recorded in the minutes. Respective deadlines to exercise shareholders' minority rights apply as well and in case of Repetitive General Meetings. In all aforementioned cases, the requesting shareholders must prove their shareholding capacity and the number of shares they hold at the moment of the exercise of the respective right. Such evidence is the submission of a certification of HCSD where the respective securities are held, or the verification of the shareholding capacity via direct electronic connection between the Company and HCSD.

### **C. PROCEDURE FOR EXERCISING VOTING RIGHTS BY PROXY**

A shareholder may participate in the General Meeting and vote either in person or by proxies. Each shareholder may appoint up to three (3) proxies. Legal entities may participate at the General Meeting by appointing up to three (3) natural persons as proxies. However, if a shareholder has shares in a Company, which are held in more than one Securities Accounts, such limitation will not prevent the shareholder from appointing separate proxies for the shares appearing in each Account, in respect with the General Meeting. A proxy acting on behalf of several shareholders may vote differently for each shareholder. A shareholder's proxy is obligated to inform the Company, before the General Meeting commences, any specific event which may be useful to the shareholders in assessing the risk of the proxy serving interests other than those of the shareholder's interests. Following the spirit of this paragraph, a conflict of interest may arise in particular when the proxy:

- a) is a shareholder controlling the Company or is another legal entity or an entity controlled by this shareholder,
- b) is a member of the Board of Directors or in general of the Company's management or shareholder controlling the Company, or another legal entity or an entity controlled by a shareholder who controls the Company,

c) is an employee or auditor of the Company or shareholder controlling the Company, or other legal person or entity controlled by a shareholder who controls the Company,

d) is a spouse or first degree relative to one of the natural persons mentioned above under cases (a) to (c).

The appointment and the revocation of a shareholder's proxy is made in writing and is notified to the Company in the same manners, at least three (3) days prior to the date of session of the General Meeting.

The Company has made available on its website ([www.intracom.com](http://www.intracom.com)) a form which can be used for appointing a proxy. This form completed and signed by the shareholder must be submitted to the Company's Shareholders Service Department at: 19 km, Markopoulou Avenue, 190 02 Peania, or sent by fax to: +30 210-6674203, at least three (3) days before the date of the General Meeting. The beneficiary shareholder should confirm that the proxy's appointment form has been successfully received by the Company, by calling the number: +30 210-6674451 (Shareholders Service Department).

Although the Company's Articles of Association provides the possibility for shareholders to participate in the General Meeting by voting from distance, the relevant Ministerial Resolutions related to minimum technical requirements, for safeguarding the identity of the shareholder (who votes) as well as the safety of electronic or other connection, have not been issued.

#### **D. AVAILABLE DOCUMENTS AND INFORMATION**

The information and the documents provided in article 27, par. 3 of C.L. 2190/1920 will be available in hard copy from Company's Headquarters at: 19 km, Markopoulou Avenue, 190 02 Peania, Shareholders Service Department and in electronic format on the Company's website ([www.intracom.com](http://www.intracom.com)).

Peania, June 4, 2015

The Board of Directors