

INTRACOM HOLDINGS S.A.

(distinctive title "INTRACOM HOLDINGS")

General Commercial Registry no 303201000,

(Former Registration No 13906/06/B/86/20)

Proposals of the Board of Directors

on Agenda's items of the Annual General Meeting, June 30, 2016

(Article 27, paragraph 3 item (d) of Codified Law 2190/1920, as it applies)

- 1. Submission and approval of the corporate and consolidated financial statements of the fiscal year 01.01.2015 - 31.12.2015, in accordance with the International Financial Reporting Standards (I.F.R.S.), after hearing and approval of the relevant Reports of the Board of Directors' and the Certified Auditor's Report regarding the above mentioned year.**

The Board of Directors proposes the approval of the corporate and consolidated financial statements of the fiscal year 01.01.2015 - 31.12.2015, as included in the Annual Report of the above mentioned year which approved by the BoD in the meeting of 30.03.2016, after hearing and approval of the relevant Reports of BoD and Certified Auditor's regarding the above mentioned year.

The above, including the Reports of the BoD and the Company's Certified Accountant Auditor, are available to the shareholders from Company's headquarters and have been posted on Company's website (<https://www.intracom.com/ir/financial-data>), since 31.03.2016.

- 2. Release of the Board of Directors members and the Certified Accountant Auditor from any liability for compensation regarding the Company's management and the audit of financial statements for the fiscal year 01.01.2015 - 31.12.2015.**

The Board of Directors proposes, pursuant to the provisions of article 35 of C.L. 2190/1920, the release of the Board of Directors members and the Company's Certified Accountant Auditor from any liability for compensation regarding the Company's management and the audit of financial statements for the fiscal year 01.01.2015 - 31.12.2015.

- 3. Election of Certified Accountants Auditors for the audit of the fiscal year 01.01.2016 - 31.12.2016 and determination of their fees.**

The Board of Directors proposes, according the relevant recommendation of the Audit Committee, as the regular audit of the corporate and consolidated financial statements for the year 2016, to be conducted by "SOL S.A. - ASSOCIATED CERTIFIED PUBLIC ACCOUNTANTS AUDITORS" (Fok. Negri no. 3 - Athens).

The BoD also proposes that the fees of the Auditors will be determined according to the decisions of the Supervisory Council of Certified Public Accountants Auditors Association.

4. Approval of the compensation of the Board of Directors members for the fiscal year 2015 and pre-approval of the remuneration and the compensation of the Board of Directors members for the fiscal year 2016, in accordance with article 24 of C.L. 2190/20 and 5 of the L. 3016/2002.

The Board of Directors proposes the approval of the paid compensation to Mr G. Anninos, Vice Chairman, for the services rendered by him, during the previous fiscal year, according to the resolution of the 26.6.2015 A.G.M.

For the fiscal year 2016, the Board of Directors proposes:

a) the approval, in accordance with article 24 of C.L. 2190/20, of the payment to Mr. G. Anninos, the same monthly compensation with that of the previous year for the services rendered by him until 29.02.2016, and

b) the pre-approval of the same amount, which had already been decided by the Annual General Meetings of the Company's shareholders in the last four years concerning the remuneration of the BoD members for the time they afford for meetings of the BoD for the year 2016 and for fulfilling their duties in general, in accordance with article 24 of C.L. 2190/20 and 5 of L. 3016/2002, on Corporate Governance.

Furthermore, it is proposed that the BoD to be authorized to proceed with the required actions necessary for the implementation of the above.

5. Pre-approval of the remuneration of the Board of Directors members for the time period from 01.07.2016 until the next Annual General Meeting.

The Board of Directors stated that Mr. K. S. Kokkalis, in addition to his duties as a member of the BoD, offers further services as CEO. For that effect the BoD proposes: a) the approval of the remuneration which was paid to Mr. K. Kokkalis, during the previous fiscal year, for services rendered by him, in accordance with the resolution of the 26.06.2015 Annual General Meeting and b) pre -approval for payment to him, from 01.07.2016 until the next Annual General Meeting, the same monthly remuneration as in the previous year.

6. 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

The Board of Directors proposes the granting permission pursuant to article 23 of C.L. 2190/20, to all Board of Directors members and directors in order to participate in the BoD or/and the management of other affiliated companies.

7. Share buy back pursuant to article 16 of C.L. 2190/1920 and granting authorization to the Board of Directors of the Company for the observation of the formalities under the provisions of the Law

The BoD proposes, pursuant to article 16 of C.L. 2190/20, as in force, the share buy back program up to 10% of the paid share capital - including own shares which the Company may acquire under the resolution of the 19.09.2014 E.G.M. - for a period of 24 months with effect from September 20, 2016 until September 19, 2018, with a minimum price of € 0,30 and a maximum price of € 1.41 per share.

It is also proposed that the own shares which will be possibly acquired by the Company to may be kept for future acquisition of shares in another company.

8. Announcements.

Paiania, June 8, 2016

The BoD