

INTRACOM HOLDINGS S.A.
(distinctive title "INTRACOM HOLDINGS")
General Commercial Registry No 000303201000,
(Former Registration No 13906/06/B/86/20)
Drafts of resolutions on the Agenda items regarding the
Shareholders Annual General Meeting,
dated July 24, 2020

(article 123, par. 4, of L. 4548/2018, as in force)

1. **Agenda Item first:** Submission and approval of the Annual Financial Report for the fiscal year 01/01/2019 - 31/12/2019, which includes the Annual Financial Statements, in accordance with I.F.R.S., along with the relevant Reports and Statements by the Board of Directors and the Certified Auditor

Required quorum : 1/5 (20%) of the Company's paid up capital

Required majority : absolute majority (50% +1) of the votes represented at the G.M.

The Board of Directors proposes the approval of the Annual Financial Report for the fiscal year 01/1/2019 - 31/12/2019, including the Annual Financial Statements in accordance with I.F.R.S., along with the relevant Reports of the BoD and Certified Auditor.

The above submitted for approval Annual Financial Report for the fiscal year 01/1/2019 - 31/12/2019 was approved by the BoD in the meeting of 19/06/2020 and has been posted on the Company's website (<https://www.intracom.com/ir/financial-data>) and on the website of Athex since 22.06.2020.

The Annual Financial Report will be filed with the General Commercial Registry (GEMI), pursuant to the provisions of articles 13 and 149 of L. 4548/2018 within twenty (20) days from their approval by the Annual General Meeting.

The Annual General Meeting, following a lawful vote with valid votes, representing..... percent of the paidup share capital with voting rights, approves with votes, namely..... percent of the attending shareholders, the Annual Financial Report for the fiscal year 01/01/2019 - 31/12/2019, including the Annual Financial Statements, in accordance with I.F.R.S., along with the relevant Reports and Statements by the Board of Directors and the Certified Auditor

2. **Agenda Item second:** Approval of the overall management of the Company by the Board of Directors for the fiscal year 01/01/2019 - 31/12/2019, in accordance with article 108 of L. 4548/2018 and discharge of the Auditors, according to article 117 par. 1c of L. 4548/2018

Required quorum : 1/5 (20%) of the Company's paid up capital



Required majority : absolute majority (50% +1) of the votes represented at the G.M.

The Annual General Meeting, following a lawful vote with valid votes, representing percent of the paid up share capital with voting rights, approves with votes, namely..... percent of the attending shareholders, the overall management of the Company by the Board of Directors for the fiscal year 1/1/2019 - 31/12/2019, in accordance with article 108 of L. 4548/2018, and discharge of the Company's Certified Auditors for the same fiscal year 2019, according to article 117 par. 1c of L. 4548/2018.

3. **Agenda Item third:** Election of the Audit Company of Certified Auditors for the audit of the corporate and consolidated financial statements of the fiscal year 01/01/2020 - 31/12/2020 and the issuance of the tax certificate and determination of their fees

Required quorum : 1/5 (20%) of the Company's paid up capital

Required majority : absolute majority (50% +1) of the votes represented at the G.M.

The Annual General Meeting, following a lawful vote with valid votes, representing percent of the paid up share capital with voting rights, approves with votes, namely..... percent of the attending shareholders, following a relevant recommendation of the BoD and Audit Committee a) the re-election of the Auditing Company "S.O.L. S.A. ASSOCIATED CERTIFIED PUBLIC ACCOUNTANTS AUDITORS" to audit the corporate and consolidated financial statements for the fiscal year 01/01/2020 - 31/12/2020 and the issuance of the tax certificate provided by the article 65^a of L. 4174/2013, as in force, for a total fee based on the corresponding one of 2019, according to the respective offer of the Auditing Company to the Company, and

b) the appointment of Regular and Alternate Certified Auditor, proposed by the Auditing Company.

4. **Agenda Item fourth:** Approval of the remuneration and compensation of the Board of Directors members for the fiscal year 1/1/2019 - 31/12/2019, determination of the remuneration and compensation for the fiscal year 1/1/2020 - 31/12/2020 and pre-approval for their payment for the time period until the next Annual General Meeting, according to article 109 of L. 4548/2018

Required quorum : 1/5 (20%) of the Company's paid up capital

Required majority : absolute majority (50% +1) of the votes represented at the G.M.

The Annual General Meeting, following a lawful vote with valid votes, representing percent of the paid up share capital with voting rights, approves with votes, namely..... percent of the attending shareholders, following a relevant recommendation of the BoD and Remuneration & Nomination Committee, the fees paid to the BoD members for the fiscal year 1/1/2019 - 31/12/2019.

For the fiscal year 1/1/2020- 31/12/2020 as well as and for the time period from 1/1/2021 until the next Annual General Meeting which will be held within the year 2021, the Annual General Meeting with votes, namely..... percent of the attending shareholders, pre-approves:

a) to BoD members who are paid based on their employment contracts, the same monthly remuneration as in the previous year, and

b) to BoD members for the time they afford for the sessions of the Board of Directors and for fulfilling their duties, the payment of monthly individual compensation up to the amount of euros, which annually for the total number of BoD members, will not exceed the amount of euros.

Also authorizes the BoD to proceed with the required actions necessary for the implementation of the above.

It is noted that the Company is processing and in the next General Meeting will submit for approval the, according to articles 110 and 111 of Law 4548/2018, Remuneration Policy.

5. **Agenda Item fifth**: Granting authorization, according to article 98 par. 1 of L. 4548/2018, to the Board of Directors members and Company's Directors to participate in the Board of Directors or in the management of Company's subsidiaries and affiliates

Required quorum : 1/5 (20%) of the Company's paid up capital

Required majority : absolute majority (50% +1) of the votes represented at the G.M.

The Annual General Meeting, following a lawful vote with valid votes, representing percent of the paid up share capital with voting rights, approves with votes, namely..... percent of the attending shareholders, the proposal of the BoD and granting authorization, according to article 98 par. 1 of L. 4548/2018, to all Company's BoD members and Company's Directors to participate in the Board of Directors or in the management of Company's subsidiaries and affiliates.

6. **Agenda Item sixth**: Resolution regarding the purchase of own shares, pursuant to art. 49 of L. 4548/2018 and granting of authorization to the Board of Directors for the implementation of the decision and the observation of the legal formalities

Required quorum : 1/5 (20%) of the Company's paid up capital

Required majority : absolute majority (50% +1) of the votes represented at the G.M.

The Annual General Meeting, following a lawful vote with valid votes, representing percent of the paid up share capital with voting rights, approves with votes, namely..... percent of the attending shareholders, the proposal of the BoD, pursuant to article 49 of the L. 4548/2018, for the purchase by the Company of own shares up to 10% of the paid up share capital - including the own shares which have been acquired and held by



the Company (total number of own shares 587.848), for a time period of 24 months with effect from and until, with a minimum purchase price of € and a maximum price of € per share and will be used in accordance with current legislation.

Granting of authorization the Board of Directors for the implementation and the observation of the relevant legal formalities.

7. Agenda Item seventh: Miscellaneous Announcements.