

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 26, 2019

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

1. **Agenda Item first:** Submission and approval of the corporate and consolidated financial statements of the fiscal year 2018 (01.01.2018 - 31.12.2018), in accordance with the International Financial Reporting Standards (I.F.R.S.), along with the relevant Reports of the Board of Directors and the Certified Accountant 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 corporate and consolidated financial statements of the fiscal year 2018 (01.01.2018 - 31.12.2018), as included in the Annual Report of the aforementioned financial year, which approved by the BoD in the meeting of 19.04.2019, along with the relevant Reports of the BoD and Certified Accountant Auditor.

The above submitted for approval of the corporate and consolidated financial statements of the fiscal year (01.01.2018 - 31.12.2018), including the Reports of the BoD and the Certified Accountant Auditor of the Company, have been posted on the Company's website (<https://www.intracom.com/ir/financial-data>) and on the website of athex since 22.04.2019.

The Annual financial statements along with the relevant reports as mentioned above, will be filed with the General Commercial Registry (GEM), 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 paid up share capital with voting rights, approves with votes, namely..... percent of the attending shareholders, the annual corporate and consolidated financial statements of the fiscal year 01.01.2018 - 31.12.2018, as well as the relevant Reports of the BoD and Certified Accountant Auditor of the Company.

2. **Agenda Item second:** Approval, in accordance with article 108 of L. 4548/2018, of the overall management of the Company by the Board of Directors for the fiscal year 2018 (01.01.2018 - 31.12.2018) and discharge of the Certified Accountant Auditors, in accordance with 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 2018, in accordance with article 108 of L. 4548/2018, and discharge of the Company's Certified Accountant Auditors for the same fiscal year 2018, in accordance with article 117 par. 1c of L. 4548/2018.

- 3. Agenda Item third:** Election of Certified Accountant Auditors for the audit of the corporate and consolidated financial statements of the fiscal year 2019 (01.01.2019 - 31.12.2019) 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 2019 (01.01.2019 - 31.12.2019) and the issuance of the tax certificate provided by the article 65^a of L. 4174/2013, as in force, up to a total amount € 60.000,00 plus V.A.T. and expenses, according to the respective offer of the Auditing Company to the Company.

b) the appointment of regular and alternate Certified Accountant Auditor, proposed by the Auditing Company.

- 4. Agenda Item fourth:** Approval of the Company's contracts with its affiliated persons during the fiscal year 2018, in application of article 23a of C. L. 2190/1920, as was in force

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 the Company's contracts with its affiliated persons during the fiscal year 2018, in application of article 23a of C. L. 2190/1920, as was in force at the time of conclusion of these contracts concerning the extension and the codification of the existing employment contract of a BoD member as well as the provision of guarantees in favour of legal entities affiliated with the Company, within the meaning of article 32 of L. 4308/2014.

5. **Agenda Item fifth:** Approval of the remuneration and compensation of the Board of Directors members for the fiscal year 2018 (1/1/2018 - 31/12/2018), determination of the remuneration and compensation for the fiscal year 2019 (1/1/2019 - 31/12/2019) and pre-approval for their payment for the time period until the next Annual General Meeting, in accordance with 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, remunerations and compensations of the BoD members for the fiscal year 2018.

For the fiscal year 2019 and for the time period until the next Annual General Meeting, pre-approves the payment a) to BoD members, the same monthly remuneration as in the previous year, and b) to non executive-BoD members for the time they afford for the sessions of the Board of Directors and for fulfilling their duties, in accordance with article 109 of L.4548/2018, until the next Annual General Meeting, compensation up to a total amount of €....., per year

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

It is hereby noted that the Company is in the process of drafting a new Remuneration Policy, pursuant to articles 110 and 111 of L. 4548/2018, which will be submitted for approval to a next General Meeting of the Shareholders.

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



7. **Agenda Item seventh:** Amendment, completion, abolition and renumbering provisions of the Articles of Association for operational reasons and adaptation in L. 4548/2018, in accordance with article 183 of this Law

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 aforementioned amendment, completion, abolition and renumbering provisions of the Articles of Association for operational reasons and adaptation, in L.4548/2018, in accordance with article 183 of this Law.

8. **Agenda Item eighth:** Various Announcements

The BOARD OF DIRECTORS