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**ARTICLES OF INCORPORATION OF THE SOCIETE ANONYME**

under the name

**“INTRACOM S.A. HOLDINGS”**

with the distinctive title **“INTRACOM HOLDINGS”**

**(General Commercial Registry (GEMI) No 303201000)**

**1<sup>st</sup> CHAPTER**

**INCORPORATION – NAME – SEAT – PURPOSE - TERM**

**ARTICLE 1**

**INCORPORATION – NAME**

1. A Société Anonyme is incorporated under the name **“GREEK COMPANY OF ELECTROMECHANICAL AND ELECTRONIC CONSTRUCTIONS S.A.”** and with the distinctive title **“INTRACOM S.A.”**.

By resolution of the General Meeting dated 30-6-1986, the Company’s name changed to **“GREEK COMPANY OF ELECTRONIC AND ELECTROMECHANICAL CONSTRUCTIONS S.A.”**, the distinctive title remaining the same.

By resolution of the General Meeting dated 10-3-1988, the Company’s name became **“INTRACOM S.A. HELLENIC TELECOMMUNICATIONS AND ELECTRONICS INDUSTRY”** and the distinctive title remained **“INTRACOM S.A.”**.

Then, by resolution of the General Meeting dated 3-3-2000, the name remained the same: **“INTRACOM S.A. HELLENIC TELECOMMUNICATIONS AND ELECTRONICS INDUSTRY”**, yet the distinctive title changed to **“INTRACOM”**.

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Finally, by resolution of the Extraordinary General Meeting dated 15-12-2005, the name changed to **“INTRACOM S.A. HOLDINGS”**, while the distinctive title changed to **“INTRACOM HOLDINGS”**.

2. In foreign language texts, the name will be attributed as **“INTRACOM S.A. HOLDINGS”**.

## **ARTICLE 2**

### **SEAT**

1. The seat of the Company is established in the Municipality of Amarousio, County of Attica.
2. By resolution of the Board of Directors, Company’s branches, factories, offices and agencies may be established in Greece or abroad. The special terms for the installation and operation of the above shall be determined by the same resolution.

## **ARTICLE 3**

### **PURPOSE**

1. Corporate purposes are the following :
  - (a) The participation in Greek or foreign companies and business of any form which have already been established or will be established regardless their corporate purpose or corporate form.
  - (b) The establishment of new domestic and foreign companies and business of any corporate form and purpose.
  - (c) The administration and management of the companies and business in which the Company participates and the provision of counseling and services to them and to any legal entity towards the sectors of general management, financial management, taxation and accounting.
  - (d) The cooperation by any manner and form with other companies and business.

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- (e) Investing on shares, state bonds or bonds of any business in the private sector, mutual fund shares, generally on any credit institutions listed or not in organized markets, domestic or foreign and on real estate.
  - (f) The management of movable and immovable property, including any kind of titles, transferable securities and credit institutions.
  - (g) The provision of guarantees or third party guarantees, financial support and contractual or real securities in favour of legal persons in which it participates or with which it cooperates, either directly or indirectly.
  - (h) The exercise of any action and business initiative similar, relevant, supplementary or by any way facilitating the pursuit of the above mentioned subsidiary purposes.
2. The exercise of the Company's activity, within the limits, according to the above mentioned paragraph 1, of its designated purposes is conducted by the decisions of the Company's Board of Directors.

#### **ARTICLE 4**

##### **TERM**

The Company's term is set at ninety nine (99) years and starts on the day (27-6-1977) the approved decision of its initial Articles of Incorporation was published in the Government Gazette (Series for S.A. and LTD.). The term of the company may be extended by resolution of the General Meeting of its shareholders, which will amend the present article.

#### **2<sup>nd</sup> CHAPTER**

##### **ARTICLE 5**

##### **SHARE CAPITAL**

1. The share capital of the Company was initially set during its incorporation at five million drachmas (**5.000.000**), divided into five hundred (**500**) **bearer shares** of ten thousand (10.000) drachmas par value each, and was fully covered by the founders of the Company, as defined in detail in the article 45 of its Articles of Incorporation, which was published in the Government Gazette Series for S.A. and LTD. Companies No 2206/27-6-1977.

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By the decision of the Extraordinary General Meeting of the shareholders dated **25-5-1981**, the foregoing share capital was increased by five million (5.000.000) drachmas, which was fully paid in case, and the par value of the Company's bearer shares, increased by ten thousand (**10.000**) drachmas each. Therefore, the total share capital of the Company amounted to ten million (**10.000.000**) drachmas, divided into five hundred (**500**) bearer shares, of twenty thousand (**20.000**) drachmas par value each, and the relevant amendment of the article 5 in the Articles of Incorporation was approved by the Decision No 364440/11-6-1981 of the Prefect of Attica (Division of Piraeus) and was published in the Government Gazette Series for S.A. and LTD. Companies No 2945/6-7-1981.

By resolution of the Extraordinary General Meeting of the Company's shareholders dated 27-2-1984, the said share capital of ten million (**10.000.000**) drachmas was increased by sixty two million (**62.000.000**) drachmas, with the issue of three thousand sixty (3.060) registered shares and forty (40) more bearer ones, of 20.000 thousand (20.000) drachmas par value each, in order to adapt to the provisions of the Decision with Prot. No IE/9488/251/Law 1262/1982 dated 12<sup>th</sup> December 1983, of the Minister of National Economy (Development Acts and Agreements Series No 576/27-12-1983 of the Government Gazette), by which it was approved the inclusion in the provisions of the financial support of the Law 1262/1982, as it was amended by the Law 1360/1983, the productive investment of the Company for the expansion and modernization of the existing plant for the construction of electronic devices of advanced technology for telecommunications etc. rising to 204.000.000 drachmas, due to the fact that the prescribed by the law conditions are met. The entire said amount of sixty two million (62.000.000) drachmas was covered in cash, and the relevant amendment of the article 5 in the Articles of Incorporation was approved by the Decision No 391988/12-3-1984 of the Prefect of the Division of Piraeus and was published in the Government Gazette Series for S.A. and LTD. Companies No 532/27-3-1984. Whereupon, the share capital of the company amounted to seventy two million (**72.000.000**) drachmas, divided into five hundred and forty (**540**) **bearer shares** and three thousand sixty (**3.060**) **registered shares** , of twenty thousand (20.000) drachmas par value each and was fully paid up. The foregoing registered share are not transferable for ten years without the prior approval of the Ministry

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of National Economy and the 2.448 of them have been issued in the name of Sokratis P. Kokkalis, and the rest 612 in the name of Konstantinos G. Dimitradis. After the expiry of the decade, the said shares become ex officio bearer without any formality.

Then, by the resolution of the Extraordinary General Meeting of the Company's shareholders dated 21-12-1985, the above share capital of seventy two million (72.000.000) drachmas was increased by fifty four million (**54.000.000**) drachmas: **a**) by capitalization of the extraordinary reserve for capital increase, of fifty two million two hundred thousand (52.200.000) drachmas gross amount with tax and forty seven million five hundred two thousand (47.502.000) drachmas after tax withholding and **b**) by the payment of six million four hundred ninety-eight thousand (6.498.000) drachmas in cash, by all the shareholders of the S.A. and according to the proportion of their holdings in the Company's share capital and two thousand seven hundred (2.700) new bearer shares were issued.

Following the above, the Company's share capital amounted to one hundred twenty six million (**126.000.000**) drachmas, divided into three thousand sixty (**3.060**) **registered shares** and three thousand two hundred and forty (**3.240**) **bearer ones**, of twenty thousand (20.000) drachmas par value each and was fully paid up, and the approved amendment of the article 5 in the Articles of Incorporation was published in the Series No 460/27-2-1986 for S.A. and LTD. Companies of the Government Gazette.

Then, by resolution of the Extraordinary General Meeting of the Company's shareholders dated **10-12-1986**, the said share capital of one hundred twenty six million (**126.000.000**) drachmas, increased by the amount of one hundred and two million (**102.000.000**): **a**) by capitalization of the extraordinary reserve for capital increase, of one hundred and nine million two hundred thousand (109.200.000) drachmas, gross amount with tax and ninety one million six hundred fifty thousand (91.650.000) drachmas after tax withholding and **b**) by the payment of ten million three hundred fifty thousand (10.350.000) drachmas in cash by all the Company's shareholders and five thousand one hundred (5.100) new bearer shares were issued.

Following the above, the Company's share capital amounted to two hundred twenty eight million (**228.000.000**) drachmas, divided into three thousand sixty (**3.060**) **registered**

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**shares** and eight thousand three hundred and forty (**8.340**) **bearer ones**, of twenty thousand (20.000) drachmas par value each and was fully paid up, and the approved amendment of the article 5 in the Articles of Incorporation was published in the Series No 3381/22-12-1986 for S.A. and LTD. Companies of the Government Gazette.

Afterwards, by resolution of the Extraordinary General Meeting of the Company's shareholders dated **4-5-1987**, three thousand (**3.000**) **of its bearer shares were converted to registered ones**, in order to adapt to the provisions of the Decision with Prot. No IE/1122/251/Law1262/1982 dated 3-4-1987 of the Deputy Minister of National Economy, legally published in the Development Acts and Agreements Series of the Government Gazette, by which the previous Decision with Prot. No IE/9488/251/Law 1262/1982 dated 12-12-1983 was amended and after the conversion the Company's share capital of two hundred twenty eight million (**228.000.000**) drachmas divided into six thousand and sixty (**6.060**) **registered shares** and five thousand three hundred and forty (**5.340**) **bearer ones**, of twenty thousand (20.000) drachmas par value each and was fully paid up.

The foregoing shares are not transferrable for a decade, since their issue or conversion, without the prior approval of the Minister of National Economy and **4848** of them have been issued in the name of **Sokratis P. Kokkalis** and the rest **1212** in the name of **Konstantinos G. Dimitriadis**.

After the expiry of the decade since they were issued or converted, the said shares are converted to bearer ones, upon the decision of the General Meeting and the amendment of the relevant article, and the approved amendment of the article 5 in the Articles of Incorporation was published in the Series No 812/20-5-1987 for S.A. and LTD. Companies of the Government Gazette.

Next, by the resolution of the Extraordinary General Meeting of the Company's shareholders dated **4-12-1987**, the above share capital of two hundred twenty eight million (**228.000.000**) drachmas increased by seventy five million (**75.000.000**) drachmas **a)** by capitalization of the extraordinary reserve for capital increase, of ninety six million four hundred thousand (96.400.000) drachmas, gross amount with tax and seventy four million two hundred and seventy five thousand four hundred and ten (74.275.410) drachmas after tax withholding and **b)** by the payment of seven hundred and twenty four thousand five

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hundred ninety (724.590) drachmas in cash, by the Company's shareholders and three thousand seven hundred and fifty (3.750) new bearer shares were issued, of twenty thousand (20.000) drachmas par value each.

Following the above, the Company's share capital amounted to three hundred and three million (**303.000.000**) drachmas, divided into six thousand and sixty (**6060**) **registered shares** and nine thousand and ninety (**9090**) **bearer ones**, of twenty thousand (20.000) drachmas par value each which was fully paid up, and the announcement of entry in the Register for the Sociétés Anonymes, on 31-12-1987, of the Decision No EM 10335/31-12-1987 of the Director of the Department of Commerce, Prefecture of East Attica, by which the amendment of the article 5 in the Company's Articles of Incorporation was approved, and the entire new text of its Articles of Incorporation together with the amendments made, was published in the Series for S.A. and LTD. No 3021/31-12-1987 of the Government Gazette.

Then, by resolution of the Extraordinary General Meeting of the Company's shareholders dated **2-7-1988**, six thousand and sixty (**6060**) **bearer shares** of the Company, out of the nine thousand and ninety (9090) in total, were **converted** to **registered** ones in order to adapt to the provisions of the joint decision of the Minister of National Economy and the Minister of Industry-Energy and Technology No Γ/3831/IMP67/Law 1282/1987, dated 15-10-1987, (Series for the Development and Agreements Acts No 673/10-11-1987 of the Government Gazette) by which it was approved the inclusion of the Company's investment to the Integrated Mediterranean Programmes for the expansion and the modernization of a plant for the construction of telecommunication and electronic material, in order to increase and expand the production of cutting edge technology in electronics in the County of Attica, and after this amendment the Company's share capital of three hundred and three million (**303.000.000**) drachmas divided into twelve thousand one hundred and fifty (**12.150**) **registered shares** and three thousand (**3.000**) **bearer ones**, of twenty thousand (20.000) drachmas par value each and it was fully paid up.

4264 of the above registered shares, have been issued in the name of **Sokratis P. Kokkalis**, 1066 in the name of **Konstantinos G. Dimitriadis** and the rest 760 in the name of the Société Anonyme under the name "**SOCIETE ANONYME COMMERCIAL**,

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**INDUSTRIAL, TECHNICAL, REPRESENTATIVE AND BUILDING CONSTRUCTION COMPANY”** with the distinctive title **“INTEGRA S.A.”**. The shares belonging to Messrs. Sokratis P. Kokkalis and Konstantinos G. Dimitriadis are not transferrable for a decade, since the date of their issue or conversion, without the prior approval of the Ministry of National Economy.

After the expiry of the decade from the date they were issued or converted, the said shares are converted to bearer ones, upon the decision of the General Meeting and the amendment of the relevant article.

The announcement for the entry in the Register for the Sociétés Anonymes, on 8-12-1988, of the Decision No EM 11336 of the Prefect of East Attica by which the amendment of the article 5 in the Company’s Articles of Incorporation was approved, was published in the Series for S.A. and LTD. No 3645/15-12-1988 of the Government Gazette.

Next, by the resolution of the extraordinary General Meeting of the Company’s shareholders, dated **8-12-1988**, the foregoing share capital of three hundred and three million (**303.000.000**) drachmas was increased by the amount of one hundred ninety eight million (**198.000.000**) drachmas **a)** by capitalization of the extraordinary reserve for capital increase, of fifty-one million two hundred thousand (51.200.000) drachmas, gross amount with tax and thirty-nine million four hundred and forty-nine thousand one hundred eighty (39.449.180) drachmas after tax withholding and **b)** by the payment of five hundred fifty thousand eight hundred twenty (550.820) in cash, by the Company’s shareholders, and **c)** by capitalization of the resulting appreciation from the revaluation of the Company’s fixed assets, pursuant to the joint Decision No E 2665/84/22-2-1988 of the Minister of National Economy and the Minister of Economics, of total amount one hundred fifty-eight million (158.000.000) drachmas and nine thousand nine hundred (9900) new bearer shares were issued, of twenty thousand (20.000) drachmas par value each and was fully paid up. Following the above, the Company’s share capital rose to five hundred one million (**501.000.000**) drachmas, divided into twelve thousand one hundred and fifty (**12.150**) **registered shares** and twelve thousand nine hundred (**12.900**) **bearer shares**, of twenty thousand (20.000) drachmas par value each and was fully paid up. The announcement for the entry in the Register for the Sociétés Anonymes, on 30-12-1988, of



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the Decision No EM 11846 of the Prefect of East Attica by which the amendment of the article 5 in the Company's Articles of Incorporation was approved, was published in the Series for S.A. and LTD. No 9/5-1-1989 of the Government Gazette.

Then by resolution of the Extraordinary General Meeting of the Company's shareholders dated **3-5-1989**, two thousand (2000) bearer shares of the Company, out of the twelve thousand nine hundred (12.900), were **converted to registered shares** and 1400 of them were issued in the name of **Sokratis P. Kokkalis**, 350 in the name of **Konstantinos Dimitradis**, and the rest 250 in the name of the Société Anonyme under the name **“SOCIETE ANONYME COMMERCIAL, INDUSTRIAL, TECHNICAL, REPRESENTATIVE AND BUILDING CONSTRUCTION COMPANY”** with the distinctive title **“INTEGRA S.A.”**.

The shares belonging to Messrs. Sokratis P. Kokkalis and Konstantinos G. Dimitriadis are not transferrable for a decade, since the date of their issue or conversion, without the prior approval of the Ministry of National Economy, in order to adapt to the provisions of the in order to adapt to the provisions of the joint decision of the Minister of National Economy and the Minister of Industry-Energy and Technology No Γ/3831/IMP67/Law 1282/1987, dated 15-10-1987, (Series for the Development and Agreements Acts No 673/10-11-1987 of the Government Gazette).

After the expiry of the decade from the date they were issued or converted, the said shares are converted to bearer ones, upon the decision of the General Meeting and the amendment of the relevant article.

The announcement for the entry in the Register for the Sociétés Anonymes, on 18-10-1989, of the Decision No EM 5494 of the Director of the Department of Commerce, Prefecture of East Attica, by which the amendment of the article 5 in the Company's Articles of Incorporation was approved, was published in the Series for S.A. and LTD. No 3705/19-10-1989 of the Government Gazette.

After this amendment, the Company's share capital of five hundred one million **(501.000.000)** drachmas was divided into fourteen thousand one hundred and fifty **(14.150) registered shares** and ten thousand nine hundred **(10.900) bearer ones**, of twenty thousand (20.000) drachmas par value each and was fully paid up.

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From the above registered shares, the 10512 issued in the name of Sokratis P. Kokkalis and the 2628 issued in the name of Konstantinos G. Dimitriadis are not transferrable for a decade, since the date they were issued or converted, without the prior approval of the Ministry of National Economy.

After the expiry of the decade from the date they were issued or converted, the said shares are converted to bearer ones, upon the decision of the General Meeting and the amendment of the relevant article.

Next, by resolution of the Extraordinary General Meeting of the Company's shareholders, dated **20-4-1990**: **a)** there was a **decrease in the par value** of each share from twenty thousand (20.000) drachmas to one hundred (100), by amendment in the present article of the Company's Articles of Incorporation and a corresponding increase of the number of shares from twenty-five thousand fifty (25.050) to five million ten thousand (5.010.000), out of which, the two million eight hundred thirty thousand (2.830.000) are registered shares – two million two hundred and sixty-four thousand (2.264.000) in the name of Sokratis P. Kokkalis and the rest five hundred sixty-six thousand (566.000) in the name of Konstantinos G. Dimitradis – the rest two million one hundred eighty thousand (2.180.000) bearer shares, without change in the Company's share capital and by exchange of each one of the old shares, bearer or registered, with two hundred (200) corresponding new ones and **b)** the Company's share capital of five hundred one million (501.000.000) drachmas was increased by one hundred and seventy nine million seven hundred six thousand (**179.706.000**) drachmas with the issue of one million seven hundred and ninety-seven thousand sixty (1.797.060) new bearer shares, of one hundred (100) drachmas par value each and issue price five thousand one hundred (5.100) drachmas, from which, the eight hundred and sixty-four thousand eight hundred (864.500) are common shares and the rest nine hundred and thirty-two thousand five hundred and sixty (932.560) are preferred ones, without voting right and non-convertible to common which were covered by public offering and private placement, pursuant to the provisions of the Presidential Decree 350/1985, and the premium between the said issue price and the par value of each share, of eight billion nine hundred and eighty-five million three hundred thousand (8.985.300.000), was credited to the special reserve due to issue of shares at share premium.

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Therefore, the Company's share capital rose to six hundred eighty million seven hundred six thousand **(680.706.000)** drachmas, divided into six million eight hundred seven thousand **(6.807.060)** shares, of one hundred (100) drachmas par value each, out of which the two million eight hundred thirty thousand **(2.830.000)** were **registered ones** – and the two million two hundred and sixty-four thousand (2.264.000) of them were issued in the name of Sokratis P. Kokkalis and the rest five hundred sixty-six thousand (566.000) in the name of Konstantinos G. Dimitradis – and three million nine hundred and seventy-seven thousand sixty **(3.977.060)** were **bearer shares**, out of which the three million and forty-four thousand five hundred **(3.044.500)** were **common ones** with voting right and the rest nine hundred and thirty-two thousand five hundred sixty **(932.560)** were **preferred ones** without voting right and non-convertible to common and the capital was fully paid up after being covered.

Then, by resolution of the Ordinary General Meeting of the Company's shareholders, dated **1-6-1991**, the above share capital of six hundred eighty million seven hundred six thousand (680.706.000) drachmas increased by the amount of eight billion eight hundred and forty-nine million one hundred and seventy-eight thousand **(8.849.178.000)** drachmas.:

a) by capitalization of part of the Company's reserve from the share premium, of four billion and eighty-four million two hundred and thirty-six thousand **(4.084.236.000)** and increase of the par value of old shares from 100 drachmas to 700 drachmas, and

b) by capitalization of:

i) part of the Company's reserve by the issue of shares at share premium, of four billion three hundred and sixty-four million nine hundred and forty-two thousand **(4.364.942.000)** and

ii) extraordinary reserve of the Company, of seven hundred eleven million one hundred and forty-six thousand and sixty-seven **(711.146.067)** drachmas, gross amount with tax and of four hundred million **(400.000.000)** drachmas after tax withholding.

and the issue of **6.807.060** new shares, out of which four hundred four thousand four hundred **(404.400)** were **common registered shares**, five million four hundred seventy thousand one hundred **(5.470.100)** were **common bearer ones** and nine hundred and

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thirty-two thousand five hundred sixty (**932.560**) were **preferred bearer shares**, without voting right, of seven hundred (700) drachmas par value each one (1) which were distributed at free to the old shareholders in proportion of one (1) new share to one (1) old regarding the preferred shares and respectively to the rest ones.

Following the above, the Company's share capital amounted to nine billion five hundred and twenty-nine million eight hundred and eighty-four thousand (**9.529.884.000**) drachmas, divided into thirteen million six hundred fourteen thousand one hundred twenty (**13.614.120**) shares, of seven hundred (700) drachmas par value each, out of which the three million two hundred and thirty-four thousand four hundred (**3.234.400**) were **registered shares** and the ten million three hundred and seventy-nine thousand seven hundred twenty (**10.379.720**) were **bearer shares**, and the eight million five hundred fourteen thousand six hundred (**8.514.600**) of them were **common shares** with voting right and the rest one million eight hundred and sixty-five thousand one hundred twenty (**1.865.120**) were **preferred shares** without voting right and non-convertible to common and the capital was fully paid up.

Then, by resolution of the Extraordinary General Meeting of the Company's shareholders dated **6-4-1994**, there was a decrease in the par value of each share from seven hundred (700) drachmas to three hundred and fifty (350) drachmas, by amendment of the present article of the Company's Articles of Incorporation with a respective increase in the number of current shares from thirteen million six hundred fourteen thousand one hundred twenty (13.614.120) shares, to twenty-seven million two hundred and twenty-eight thousand two hundred forty (**27.228.240**), out of which the six million four hundred and sixty-eight thousand eight hundred (**6.468.800**) were **registered shares** and the twenty million seven hundred and fifty-nine thousand four hundred forty (**20.759.440**) were **bearer shares**, out of which the seventeen million twenty-nine thousand two hundred (**17.029.200**) were **common shares with voting right** and the rest three million seven hundred thirty thousand two hundred forty (**3.730.240**) were **preferred shares without voting right and non-convertible to common ones**, without change in the Company's share capital and by exchange of each one of the old shares, bearer or registered, with two (2) corresponding new ones.

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Yet, by resolution of the Extraordinary General Meeting of the Company's shareholders dated **10-11-1994**, the par value of each share was set again at 700 drachmas and was decided the conversion of 3.060 registered shares of 20.000 drachmas par value each, to bearer ones – which now correspond to 612.000 shares – which were locked up by the decision dated 27-2-1984 of the Extraordinary General Meeting of the Company's shareholders and have already become ex officio Bearer shares due to the expiry of the decade since the entry (12-3-1984) in the Register for the Societes Anonymes of the decision of the Prefect of the Division of Piraeus who approved the amendment in the article 5 of the Company's Articles of Incorporation.

Following the above, the Company's share capital amounted to nine billion five hundred and twenty-nine million eight hundred and eighty-four thousand (**9.529.884.000**) drachmas, divided into thirteen million six hundred fourteen thousand one hundred twenty (**13.614.120**) shares, of seven hundred (700) drachmas par value each, out of which the two million six hundred and twenty-two thousand four hundred (**2.622.400**) were **registered shares** and the ten million nine hundred and ninety-one thousand seven hundred twenty (**10.991.720**) were **bearer shares**, out of which the nine million one hundred and twenty-six thousand six hundred (**9.126.600**) were **common shares with voting right** and the rest one million eight hundred and sixty-five thousand one hundred twenty (**1.865.120**) were **preferred shares without voting right and non-convertible to common** and the share capital was fully paid up.

Furthermore, by resolution of the Extraordinary General Meeting of the Company's shareholders dated **10-11-1994**, the foregoing share capital of nine billion five hundred and twenty-nine million eight hundred and eighty-four thousand (9.529.884.000) drachmas increased by the amount of **1.191.235.500** drachmas and specifically:

- I) by **952.988.400** drachmas by capitalization of reserves:
  - a) of **35.779.779** drachmas, from the readjustment in the value of the mechanical equipment pursuant to Law 1731/1987,
  - b) of **843.562.993** drachmas, from the readjustment in the value of the Company's assets pursuant to Law 2065/1992 and

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- c) of **73.645.628** drachmas, which is part of the tax-free reserve of the Ministerial Decision E2665/1988 from profits of the accounting period 1987.
- and the issue of **1.361.412** new Bearer shares out of which **1.174.900** were **Common Bearer shares** and **186.512 Preferred Bearer shares**, without voting right, of 700 drachmas par value each, which were distributed at free to the old shareholders in proportion of 1 new share for 10 old ones. And
- II) by 238.247.100 drachmas with the issue of 340.353 new Bearer Shares of 700 drachmas par value each, out of which 293.725 were Common Bearer shares and the rest 46.628 Preferred shares without voting right and non-convertible to common, with issue price of the Common ones for 7.500 drachmas each, and of the Preferred ones without voting right and non-convertible to common for 6.000 drachmas each, which were disposed in favour of the old shareholders by exercising their preemption right in proportion of 1 new share for each 40 old ones, whilst the premium between the said issue prices and the Par value of each share, of 2.244.458.400 drachmas, was credited to the special reserve “due to the issue of shares at share premium”.

Following the above, the Company’s share capital amounted to ten billion seven hundred and twenty-one million one hundred nineteen thousand five hundred (**10.721.119.500**) drachmas, divided into fifteen million (**15.315.885**) shares, of seven hundred (700) drachmas par value each, out of which the two million six hundred and twenty-two thousand four hundred (**2.622.400**) were **registered shares** and the twelve million six hundred and ninety-three thousand four hundred and eighty-five (**12.693.485**) were **bearer shares**, out of which the ten million five hundred and ninety-five thousand two hundred and twenty-five (**10.595.225**) were **common shares with voting right** and the rest two million and ninety-eight thousand sixty (**2.098.260**) were **preferred shares without voting right and non-convertible to common ones**.

Afterwards, by resolution of the Extraordinary General Meeting of the Company’s shareholders dated **18-4-1996**, the twelve million six hundred and ninety-three thousand four hundred and eighty-five (12.693.485) Bearer shares of the Company, out of which the ten million five hundred and ninety-five thousand two hundred and twenty-five

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**(10.595.225)** were common shares with voting right and two million and ninety-eight thousand sixty (2.098.260) were preferred shares without voting right and non-convertible to common ones, **were converted to Registered shares** in order to adapt to the provisions of the article 15 of the Law 2328/1995, as amended by the article 11 of the Law 2372/1996.

Following that, the Company's share capital of ten billion seven hundred and twenty-one million one hundred nineteen thousand five hundred **(10.721.119.500)** drachmas divided into fifteen million **(15.315.885) Registered** shares, of seven hundred (700) drachmas par value each, out of which the thirteen million two hundred seventeen thousand six hundred and twenty-five **(13.217.625)** were **Common** with voting right and the rest two million and ninety-eight thousand sixty **(2.098.260)** were **Preferred** shares without voting right and non-convertible to common ones.

Then, by resolution of the Ordinary General Meeting of the Company's shareholders dated **11-4-1998**, the above share capital of ten billion seven hundred and twenty-one million one hundred nineteen thousand five hundred **(10.721.119.500)** drachmas increased by three billion five hundred and seventy-three million seven hundred six thousand five hundred **(3.573.706.500)** drachmas by **capitalization** of:

- a) reserve, of **2.878.222.487** drachmas from the readjustment in the value of the Company's assets pursuant to Law 2065/1992 and
  - b) tax-free reserve balance, of **2.655.344** drachmas of the Ministerial Decision E2665/1988, from profits of the accounting period 1987
  - c) Special tax-free investment reserve (article 22 of the Law 1828/1989), of **122.210.111** drachmas, from profits of the accounting period 1988
  - d) Special tax-free investment reserve (article 22 of the Law 1828/1989), of **58.438.921** drachmas, from profits of the accounting period 1989 and
  - e) Part of the Special tax-free investment reserve (article 22 of the Law 1828/1989), of **512.179.637** drachmas, from profits of the accounting period 1990,
- and the issue of **5.105.295** new shares out of which **4.405.875** were Common Registered shares and **699.420** Preferred Registered shares, of 700 drachmas par value each, which

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will be distributed at free to the old shareholders in proportion of 1 new share for 3 old ones of the same kind.

After that, the Company's share capital amounted to fourteen billion two hundred and ninety-four million eight hundred and twenty-six thousand (**14.294.826.000**) drachmas, divided into twenty million four hundred and twenty-one thousand one hundred eighty (**20.421.180**) **Registered shares**, of seven hundred (**700**) drachmas par value each, out of which the seventeen million six hundred and twenty-three thousand five hundred (**17.623.500**) were **Common shares with voting right** and the two million seven hundred and ninety-seven thousand six hundred eighty (**2.797.680**) were **Preferred shares without voting right and non-convertible to common ones**.

Then, by resolution of the Extraordinary General Meeting of the Company's shareholders dated **11-6-1998**, there was a **decrease** in the par value of each share from seven hundred (**700**) drachmas to three hundred and fifty (**350**) drachmas, by amendment of the present article of the Company's Articles of Incorporation with a respective increase in the total number of the Company's Registered shares from twenty-one thousand one hundred eighty (20.421.180) shares, of seven hundred (700) drachmas para value – out of which the **17.623.500 Common shares with voting right** and **2.797.680 Preferred shares without voting right and non-convertible to common** – to forty million eight hundred and forty-two thousand three hundred sixty (**40.842.360**) **Registered shares**, of 350 drachmas par value each, out of which thirty-five million two hundred and forty-seven thousand (**35.247.000**) were **Common shares with voting right** and five million five hundred and ninety-five thousand three hundred sixty (**5.595.360**) were **Preferred shares without voting right and non-convertible to common**, without change in the Company's share capital and by exchange of each one of the old shares, of 700 drachmas par value, with two (2) corresponding new ones, of 350 drachmas par value.

Finally, by resolution of the Extraordinary General Meetings of the Company's shareholders, holding Common Registered shares, dated **10-3-1999** and **29-3-1999**, and by resolution of the separate Extraordinary General Meeting of the Company's Preferred Shareholders dated **29-3-1999**, the five million five hundred and ninety-five thousand



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three hundred sixty (**5.595.360**) **Preferred Registered shares, without voting right**, were converted to Common Registered shares with voting right.

Following the above, the Company's share capital of fourteen billion two hundred and ninety-four million eight hundred and twenty-six thousand (**14.294.826.000**) drachmas, divided into forty million eight hundred and forty-two thousand three hundred sixty (**40.842.360**) **Common Registered shares**, with voting right, of **350** drachmas par value.

Next, by the decision of the Ordinary General Meeting of the Company's shareholders dated **2-6-1999**, the Company's share capital of fourteen billion two hundred and ninety-four million eight hundred and twenty-six thousand (**14.294.826.000**) drachmas, increased by **5.309.506.800** drachmas as follows:

- a) By the amount of **2.042.118.000** drachmas with the **capitalization** of special tax-free investment reserves (article 22 of the Law 1828/1989) of the accounting periods 1990, 1991, 1992 and part of the accounting period of 1993 and **increase** in the **par value** of each share from 350 drachmas to 400 drachmas,
- b) By the amount of **1.633.694.400** drachmas with the issue of **4.084.236** new shares, of 400 drachmas par value which were disposed in favour of the old shareholders by exercising their preemption right in proportion of **1 new share** for **each 10 old ones**, in the price of **15.000** drachmas per share, whilst the premium between the disposal price of each share and its Par value, of **59.629.845.600** drachmas, was credited to the special reserve "due to the issue of shares at share premium".
- c) By the amount of **1.633.694.400** drachmas with the **capitalization** of special tax-free investment reserves (article 22 of the Law 1828/1989) of the accounting period 1994, and part of the accounting periods of 1993 and 1995 and issue of **4.084.236** new shares, of 400 drachmas par value which were disposed in favour of the old shareholders by exercising their preemption right in proportion of **1 new share** for **each 10 old ones**.

After that, the Company's share capital rose to nineteen billion six hundred four million three hundred and thirty-two thousand eight hundred (**19.604.332.800**) drachmas, divided into forty-nine million ten thousand eight hundred and thirty-two (**49.010.832**) Common Registered shares, of 400 drachmas par value.

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Then, by resolution of the Extraordinary General Meetings of the Company's shareholders dated **24-9-1999**, there was a **decrease** in the par value of each share from four hundred (**400**) drachmas to two hundred (**200**) drachmas, by amendment of the present article of the Company's Articles of Incorporation with a respective increase in the total number of the Company's shares from forty-nine million ten thousand eight hundred and thirty-two (**49.010.832**) Common Registered shares, of 400 drachmas par value, to ninety-eight million and twenty-one thousand six hundred and sixty-four (**98.021.664**) Common Registered shares, of 200 drachmas par value, without change in the Company's share capital.

After that, the Company's share capital of nineteen billion six hundred four million three hundred and thirty-two thousand eight hundred (**19.604.332.800**) drachmas, divided into ninety-eight million and twenty-one thousand six hundred and sixty-four (**98.021.664**) Common Registered shares, of 200 drachmas par value.

Then, by the decision of the Ordinary General Meeting of the Company's shareholders dated **28-6-2000**, the Company's share capital of nineteen billion six hundred four million three hundred and thirty-two thousand eight hundred (**19.604.332.800**) drachmas, increased by the amount of **57.587.727.600** drachmas:

- a) By **capitalization** of special tax-free investment reserves (article 22 of the Law 1828/1989) of the accounting periods 1995, 1996, 1997 and 1998, of total amount 4.658.888.885 drachmas and part of the reserve from the issue of shares at share premium, of the amount of 44.351.943.115 drachmas, and increase in the par value of each share from 200 drachmas to 700 drachmas, and
- b) By **capitalization** of part of the reserve from the issue of shares at share premium, of the amount of 8.576.895.600 drachmas and issue of 12.252.708 new shares, of 700 drachmas par value, which will be distributed at free in proportion of 5 new shares, of 700 drachmas par value, for 40 old ones.

Following the above, the Company's share capital amounted to seventy-seven billion one hundred and ninety-two million sixty thousand four hundred (**77.192.060.400**) drachmas, divided into one hundred ten million two hundred and seventy-four thousand three

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hundred and seventy-two (**110.274.372**) Common Registered shares, of 700 drachmas par value.

Next, by resolution of the Extraordinary General Meeting of the Company's shareholders dated **30-11-2001**, which decided the merger of INTRACOM with INTRASOFT S.A., by absorption of the second by the first, pursuant to the provisions of the articles 69-77 of the Codified Law 2190/2020 and 1-5 of the Law 2166/1993, the Company's share capital of seventy-seven billion one hundred and ninety-two million sixty thousand four hundred (77.192.060.400) drachmas, increased by the amount of 12.805.347.453 drachmas, as follows:

- (i) By the amount of the Share Capital of INTRASOFT S.A., of nineteen billion three hundred fifteen million eight hundred thousand (19.315.800.000) drachmas, minus the amount of six billion seven hundred and eighty-nine million one hundred thirty thousand four hundred (6.789.130.400) drachmas by which the Absorbing Company participated in the Share Capital of INTRASOFT S.A., before the merger, that is finally by the amount of 12.526.669.600 drachmas.
- (ii) By the amount of 278.677.853 drachmas, by capitalization of part of the tax-free investment reserve (article 22 of the Law 1828/1989), from profits of the accounting period of 1999.

By the decision of the above Extraordinary General Meeting, the par value of the Company's share increased from 700 drachmas to 718,9825 drachmas and 14.898.922 new Common Registered shares were issued, of 718,9825 drachmas par value. Furthermore, the Share Capital and the par value of each share, was also expressed in Euro, pursuant to the Law 2842/2000.

Following that, the Company's share capital amounted to eighty-nine billion nine hundred and ninety-seven million four hundred seven thousand eight hundred and fifty-three (89.997.407.853) drachmas or two hundred and sixty-four million one hundred fifteen thousand six hundred fifty Euro and thirty-four cents (264.115.650,34), divided into one hundred and twenty-five million one hundred and seventy-three thousand two hundred and ninety-four (125.173.294) Common Registered shares, of 718,9825 drachmas or 2,11 Euro par value.

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Subsequently, by resolution of the Extraordinary General Meeting of the Company's shareholders dated **22-3-2002**, the above share capital and the par value of each share, were expressed only in Euro.

Accordingly, the Company's share capital amounted to two hundred and sixty-four million one hundred fifteen thousand six hundred fifty Euro and thirty-four cents (264.115.650,34), divided into one hundred and twenty-five million one hundred and seventy-three thousand two hundred and ninety-four (125.173.294) Common Registered shares, of 2,11 Euro par value each.

Next, by the decision of the Board of Directors dated **23-12-2002**, the Company's share capital of two hundred and sixty-four million one hundred fifteen thousand six hundred fifty Euro and thirty-four cents (€264.115.650,34) increased, due to exercising stock option rights of its shares, by the amount of eight million five hundred and thirty-four thousand four hundred and ninety-four Euro and twenty-four cents (€8.534.494,24), by cash payment and issue of four million and forty-four thousand seven hundred and eighty-four (4.044.784) new shares, of two Euro and eleven cents (€2,11) par value each, and disposal price for the three million four hundred and fifty-seven one hundred and eighty-eight (3.457.188) rights two Euro and sixty-one cents (€2,61), and for the five hundred and eighty-seven thousand five hundred and ninety-six (587.596) rights two Euro and ninety-three cents (€2,93), whereas the premium of two million two hundred ten thousand four hundred and twenty-two Euro and seventy-two cents (€2.210.422,72) to be credited in the reserve due to issue of shares at share premium.

Following the above, the Company's share capital rose to two hundred and seventy-two million six hundred fifty thousand one hundred and forty-four Euro and fifty-eight cents (€272.650.144,58), divided into one hundred and twenty-nine million two hundred eighteen thousand and seventy-eight (129.218.078) shares, of two Euro and eleven cents (€2,11) par value each.

Subsequently, by the decision of the Company's Board of Directors dated **18-12-2003**, the Company's share capital of two hundred and seventy-two million six hundred fifty thousand one hundred and forty-four Euro and fifty-eight cents (**€272.650.144,58**), increased, due to exercising stock option rights of its shares, by the amount of three

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million three hundred and ninety-two thousand seven hundred and twenty-five Euro and ninety-seven cents (**€3.392.725,97**), by cash payment and issue of one million six hundred seven thousand nine hundred and twenty-seven (**1.607.927**) new Common Registered shares, with voting right, of two Euro and eleven cents (**€2,11**) par value each and disposal price for the seven hundred twelve thousand nine hundred and eighty-three (**712.983**) rights, two Euro and ninety-three cents (**€2,93**), and for the eight hundred and ninety-four thousand nine hundred and forty-four (**894.444**) rights, two Euro and sixty-one cents (**€2,61**), whereas the premium of one million and thirty-two thousand one hundred and eighteen Euro and six cents (**€1.032.118,06**) to be credited in the reserve due to issue of shares at share premium.

Accordingly, the Company's share capital amounted to two hundred and seventy-six million and forty-two thousand eight hundred seventy Euro and fifty-five cents (**€276.042.870,55**), divided into one hundred thirty million eight hundred and twenty-six thousand and five (**130.826.005**) Common Registered shares, with voting right, of two Euro and eleven cents (**€2,11**) par value each.

Next, by the decision of the Company's Board of Directors dated **20-12-2004**, the Company's share capital of two hundred and seventy-six million and forty-two thousand eight hundred seventy Euro and fifty-five cents (**€276.042.870,55**) increased, due to exercising stock option rights of its shares, by the amount of nine hundred thirteen thousand one hundred and thirty-eight Euro and thirty-seven cents (**€913.138,37**) by cash payment and issue of four hundred and thirty-two thousand seven hundred and sixty-five (**432.767**) new Common Registered shares, with voting right, of two Euro and eleven cents (**€2,11**) par value each and disposal price for the 366.885 rights, two Euro and ninety-three cents (**€2,93**), and for the 65.882 rights, two Euro and sixty-one cents (**€2,61**), whereas the premium of three hundred and thirty-three thousand seven hundred and eighty-six Euro and seventy cents (**€333.786,70**) to be credited in the reserve due to issue of shares at share premium.

Subsequently, the Company's share capital amounted to two hundred and seventy-six million nine hundred and fifty-six thousand and eight Euro and ninety-two cents (**€276.956.008,92**), divided into one hundred and thirty-one million two hundred and fifty-

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eight thousand seven hundred and seventy-two (**131.258.772**) Common Registered shares, with voting right, of two Euro and eleven cents (**€2,11**) par value each.

Next, by the decision of the Company's Board of Directors dated **16-12-2005**, the Company's share capital of two hundred and seventy-six million nine hundred and fifty-six thousand and eight Euro and ninety-two cents (**€276.956.008,92**), ) increased, due to exercising stock option rights of its shares, by the amount of two million four hundred and thirty-six thousand six hundred and fifty-one Euro and twenty-one cents (€2.436.651,21) by cash payment and issue of one million one hundred and fifty-four thousand eight hundred and eleven (1.154.811) new Common Registered shares, with voting right, of two Euro and eleven cents (**€2,11**) par value each and *disposal price* for the 1.025.541 rights, two Euro and ninety-three cents (**€2,93**), and for the 129.270 rights, two Euro and sixty-one cents (**€2,61**), whereas the premium of nine hundred five thousand five hundred and seventy-eight Euro and sixty-two cents (**€905.578,62**) to be credited in the reserve due to issue of shares at share premium.

Subsequently, the Company's share capital rose to two hundred and seventy-nine million three hundred and ninety-two thousand six hundred and sixty Euro and thirteen cents (**€279.392.660,13**), divided into one hundred and thirty-two million four hundred thirteen thousand five hundred and eighty-three (**132.413.583**) Common Registered shares, with voting right, of two Euro and eleven cents (**€2,11**) par value each.

Then, by the decision of the Extraordinary General Meeting of the Company's shareholders dated **24-11-2006**, the company's share capital of seventy-nine million three hundred and ninety-two thousand six hundred and sixty Euro and thirteen cents (**€279.392.660,13**) decreased by the amount of 92.689.508,10 €, for the amortization of debit balance (losses) of the account "retained earnings" which resulted from the first implementation of the International Financial Reporting Standards (Change of Accounting Principles), with a corresponding decrease in the par value of each share from 2,11 € to 1,41 €.

Subsequently, the Company's share capital amounted to one hundred and eighty-six million seven hundred three thousand one hundred and fifty-two Euro and three cents (**€186.703.152,03**), divided into one hundred and thirty-two million four hundred thirteen

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thousand five hundred and eighty-three (**132.413.583**) Common Registered shares, with voting right, of one Euro forty-one cents par value each (€1,41).

Then, by the decision of the Board of Directors dated **15-12-2006**, the Company's share capital of one hundred and eighty-six million seven hundred three thousand one hundred and fifty-two Euro and three cents (**€186.703.152,03**), increased, due to exercising stock option rights of its shares, by the amount of seven hundred and thirty-eight thousand six hundred and thirty-two Euro and seventy-three cents (**€738.632,73**), by cash payment and issue of five hundred and twenty-three thousand eight hundred and fifty-three (**523.853**) new Common Registered shares, with voting right, of one Euro forty-one cents par value each (**€1,41**) and disposal price for the **425.149** rights, two euro and ninety-three cents (**€2,93**), and for the 98.704 rights, two Euro and sixty-one cents (**€2,61**), whereas the premium of seven hundred and sixty-four thousand six hundred and seventy-one Euro and twenty-eight cents (**€764.671,28**) to be credited in the reserve due to issue of shares at share premium.

After that, the Company's share capital amounted to one hundred and eighty-seven million four hundred and forty-one thousand seven hundred and eighty-four Euro and seventy-six cents (**€187.441.784,76**), divided into one hundred and thirty-two million nine hundred and thirty-seven thousand four hundred and thirty-six (**137.937.436**) Common Registered shares, with voting right, of one Euro forty-one cents par value each (€1,41).

Next, by the decision of the Board of Directors dated 17-12-2007, the Company's share capital of one hundred and eighty-seven million four hundred and forty-one thousand seven hundred and eighty-four Euro and seventy-six cents (**€187.441.784,76**), increased, due to exercising stock option rights of its shares, by the amount of one hundred and twenty-four thousand eight hundred and ninety-nine Euro and twenty-one cents (**€124.899,21**) by cash payment and issue of eighty-eight thousand five hundred and eighty-one (**88.581**) new Common Registered shares, with voting right, of one Euro forty-one cents par value each (**€1,41**) and disposal price for the **29.667** rights, two Euro and ninety-three cents (**€2,93**), and for the **58.914** rights, two Euro and sixty-one cents (**€2,61**), whereas the premium of one hundred fifteen thousand seven hundred and ninety Euro and

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sixty-four cents (**€115.790,64**) to be credited in the reserve due to issue of shares at share premium.

Therefore, the Company's share capital amounted to one hundred and eighty-seven million five hundred and sixty-six thousand six hundred and eighty-three Euro and ninety-seven cents (**€187.566.683,97**), divided into one hundred and thirty-three million and twenty-six thousand and seventeen (**133.026.017**) Common Registered shares, with voting right, of one Euro forty-one cents (**€1,41**) par value each.

Next, by the decision of the 2<sup>nd</sup> Repeat Meeting of the Ordinary General Meeting dated **20-7-2012**, of 28<sup>th</sup> June 2012, the company's share capital of one hundred and eighty-seven million five hundred and sixty-six thousand six hundred and eighty-three Euro and ninety-seven cents (**€187.566.683,97**), decreased by the amount of twenty-nine Euro and sixty-one cents (**€29,61**) by annulment of 21 treasury Common Registered shares, with voting rights, of one Euro forty-one cents (**€1,41**) par value each.

Subsequently, the Company's share capital amounts to one hundred and eighty-seven million five hundred and sixty-six thousand six hundred and fifty-four Euro and thirty-six cents (**€187.566.654,36**), divided into one hundred and thirty-three million and twenty-five thousand nine hundred and ninety-six (**133.025.996**) Common Registered shares, with voting right, of one Euro forty-one cents (**€1,41**) par value each.

Then, the 2<sup>nd</sup> Repeat Meeting of the Ordinary General Meeting dated 23-7-2018, of 29<sup>th</sup> June 2018, decided:

i) to decrease the share capital of one hundred and eighty-seven million five hundred and sixty-six thousand six hundred and fifty-four Euro and thirty-six cents (**€187.566.654,36**) by the total amount of **€ 121.066.654,36** as follows:

a) by the amount of **€ 36.654,36**, with the annulment of 25.996 treasury shares, of 1,41 par value per share, and

b) by the amount of **€ 121.030.000,00**, to offset losses of previous accounting periods, by decrease in the par value of the remaining 133.000.000 shares, from **€ 1,41** per share to **€ 0,50** per share.

ii) the increase in the par value of each Common Registered share, with voting right, from



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€ 0,50 to €1,00 with simultaneous consolidation/reverse split of the existing shares at a ratio of two (2) existing Common Registered shares, of € 0,50 para value, to one (1) new Common Registered share, of € 1,00 par value (reverse split) and a corresponding reduction in the total number of the Company's shares from 133.000.000 to 66.500.000 Common Registered shares with voting right.

iii) the increase of the Company's share capital by capitalization of reserves of total amount nine million five hundred thousand Euro (€9.500.000,00) out of which reserves of 9.003.327,85 will be taxed pursuant to par.2, article 718 of the Law 4172/2013, and the issue of 9.500.000 new Common Registered shares, of 1,00 par value each, which will be distributed at free at a rate of one (1) new share to every seven (7) old ones.

Therefore, the Company's share capital amounts to seventy-six million Euro (**€76.000.000,00**), divided into seventy-six million (**76.000.000**) Common Registered shares, with voting right of one (**€1**) par value each.

Next, by the decision of the Repeat Extraordinary General Meeting dated **18-04-2022**, of 8<sup>th</sup> April 2022, the Company's share capital of seventy-six million Euro (€76.000.000,00), increased by the amount of seven million six hundred thousand Euro (**€ 7.600.000,00**) by capitalization of an equal amount of the reserve with the issue of shares at share premium and the issue of seven million six hundred thousand (7.600.000) new Common Registered shares of the Company with voting right, of one Euro (€1) par value each, which were distributed for free to the Members of the Board of Directors and the Company staff, pursuant to article 114 of the Law 4548/2018.

Following the above, the Company's share capital rose to eighty three million six hundred thousand Euro (**€83.600.000,00**), divided into eighty three million six hundred thousand Common Registered shares (**83.600.000**) with voting right, of one (**€1,00**) par value each.

Then, by the decision of the Repeat Extraordinary Meeting dated 27-07-2022 of 21<sup>st</sup> July 2022, the Company's share capital of eighty three million six hundred thousand Euro (€83.600.000,00), decreased by the amount of ten million thirty two thousand Euro (€ 10.032.000,00) with a decrease in the par value of each share by the amount of twelve cents (€ 0,12), that is from the amount of one Euro (€ 1) to eighty eight cents (€ 0,88) and paying back the corresponding amount to the Company's shareholders.

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After that, the Company's share capital amounts to seventy three million five hundred sixty eight thousand Euro (**€ 73.568.000,00**), divided into eighty three million six hundred thousand Common Registered shares (**83.600.000**) with voting right, of eighty eight cents (**€ 0,88**) par value each.

Then, by the decision of the Repeat Extraordinary General Meeting dated **22.06.2023** of 15<sup>th</sup> June 2023, the Company's share capital of seventy three million five hundred sixty eight thousand Euro (**€ 73.568.000,00**) decreased by the amount of ten million thirty-two thousand Euro (€ 10.032.000,00) with a decrease in the par value of each share by the amount of twelve (0,12) cents namely from eighty-eight (0,88) cents to seventy-six (0,76) cents and refund-payment of the corresponding amount to the Company's shareholders.

Following the above, the Company's share capital amounts to sixty three million five hundred and thirty-thousand (**€ 63.536.000,00**) divided into eighty three thousand six hundred (**83.600,00**) common registered shares with voting right of seventy-six cents (**0,76**) par value each.

2. Without prejudice to par. 3 of this article, it is determined that the Board of Directors is entitled, upon its decision, made by the majority of the two thirds (2/3) of the total number of members thereof, to increase the share capital partly or fully with the issue of new shares, by an amount that may be only up to three times the amount of the paid up share capital on the date the said power was assigned to the Board of Directors. This decision of the General Meeting is subject to the publication formalities.

The said power of the Board of Directors may be renewed by the General Meeting for a period that cannot exceed the five-year term for each issued renewal and its effect commences after the expiry of the previous one.

3. The extraordinary increases of the capital which are decided pursuant to par.2 of this article, constitute amendment in the Articles of Incorporation, yet they are not subjected to administrative approval, wherever this is required, pursuant to par. 3 of the article 9 of the Law 4548/2018.
4. In any case of capital increase, the decision of the Company's competent body must report at least the amount of increase, the mode and the deadline for its covering, the number and the type of shares to be issued, as well as their par value and issue price.

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5. During the ordinary capital increase, the General Meeting may upon the decision for the increase assign the Board of Directors the authorization to set the issue price of the new shares, or, on the issue of preferred shares with the right to receive interests, the interest rate and the way it is calculated. The duration of this authorization is defined in the relevant decision of the General Meeting and may not exceed the one (1) year. Provided that the said authorization is assigned to the Board of Directors, the deadline for the payment of the capital pursuant to article 20 of the Law 4548/2018 starts from the decision making of the Board of Directors, by which it is determined as the case may be the disposal price of the shares or also the interest rate or the mode it is set by. The authorization is subject to publication.
6. In case of increase in the share capital which is not made by contribution in kind or by issuing bonds with conversion to shares, the shareholders at the time of the increase, have a preemption right on the entire new capital or the bonded loan in proportion to their holdings in the existing capital.
7. The preemption right is exercised in compliance with the deadline, which is set by the Company's body who decided on the increase. This deadline, subject to the compliance of the deadline for the payment of the capital, as defined by the article 20 of the Law 4548/2018, may not be less than fourteen (14) days. In case mentioned above in par. 5, the deadline for exercising the preemption right may not start prior to the decision making of the Board of Directors for determining the disposal price of the new shares or of the interest rate. At the expiry of the said deadlines, the shares which are not taken by, according to the above, are distributed by the Company's Board of Directors according to its judgement at a price not lower than the price paid by the existing shareholders. In case the company's body who decided on the increase of the share capital failed to set the deadline for exercising the preemption right, this (deadline) is set by the decision of the Board of Directors within the time limits provided by the article 20 of the Law 4548/2018.
8. The notice for exercising the preemption right, which has to mention the deadline within the preemption right should be exercised, is subject to publication upon the responsibility of the Company. Without prejudice to the above mentioned in par. 5, the notice and the notification of the deadline for exercising the preemption right, according to the foregoing,

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may be omitted, provided that in the General Meeting were present the shareholders who represent the entire capital and were informed for the deadline set for exercising their preemption right or stated their decision for exercising or not their preemption right. The publication of the notice may be replaced by registered mail “upon proof”.

9. By the decision of the General Meeting made by increased quorum and majority, the preemption right of par.6 may be limited or abrogated. In order to make such a decision, the Board of Directors is required to submit to the General Meeting a written report mentioning therein the reasons which impose the limitation or the abrogation of the preemption right and account for the price or the lowest price proposed for the issue of new shares. The said report of the Board of Directors and decision of the General Meeting are subject to publication. There is no exclusion from the preemption right within the meaning of this paragraph, when the shares are taken over by credit institutions or investment firms which have the right to accept securities to be held, in order to be offered to the shareholders in accordance with par.6. Also, there is no exclusion from the preemption right, when the capital increase aims at the participation of the staff in the company’s capital according to articles 113 and 114 of the Law 4548/2018.

10. The capital may be increased partly by contributions in cash and, partly, by contributions in kind. In that case, the provision of the body that decides on the increase, according to which the shareholders who contribute in kind do not also participate in the increase by contributions in cash, does not constitute exclusion from the preemption right, provided that the ratio of the value of the contributions in kind, in relation to the total increase is at least the same, to the proportion of the share capital of the shareholders making these contributions.

In the event of capital increase with contributions partly in cash and partly in kind, the value of the contributions in kind must have been assessed prior to the decision making pursuant to articles 17 and 18 of the Law 4548/2018.

11. The payment in cash of the capital increases, as well as the deposits of shareholders destined to the future increase of capital, are compulsorily carried out by a deposit in a special account of the company, kept in any credit institution that operates legally in Greece or in a country of the European Economic Area.



## **ARTICLE 6**

### **SHARES**

1. The Company's shares are Registered, undivided, quoted on the Athens Stock Exchange and intangible, and they are entered, as any change thereof, in the records of the competent body which is legally appointed for that purpose.
2. The date of their issue is the one of their entry to the records of the competent body which is legally appointed for that purpose, as defined in the relevant provisions.
3. Share holder of the Company is the one registered in the records of the competent body which is legally appointed for that purpose.
- 4.

## **3<sup>rd</sup> CHAPTER**

### **SHAREHOLDERS**

## **ARTICLE 7**

### **RIGHTS OF SHAREHOLDERS**

1. The shareholders exercise their rights regarding the Company's management only by their participation in the General Meeting.
2. Each share provides the right to one vote in the General Meeting. In case of joint ownership, the right of the joint owners is compulsorily exercised by one joint representative.

## **ARTICLE 8**

### **MINORITY RIGHTS – EXERCISE OF EXTRAORDINARY AUDIT**

1. At the request of the shareholders representing the one twentieth (1/20) of the paid up share capital, the Board of Directors is required to convene an Extraordinary General Meeting of the shareholders, designating the day of the meeting, which should not be more than forty five (45) days as from the date of service of the request to the Chairman of the Board of Directors. The request should designate the issue of the agenda. In case a general meeting is not convened by the Board of Directors within twenty (20) days as from the

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service of the relevant request, the convocation is conducted by the requesting shareholders at the company's expenses, by court order, issued during the interim measures procedure. The order also determines the place and time of the meeting, as well as the agenda.

2. At the request of the shareholders representing the one twentieth (1/20) of the paid up share capital, the Board of Directors is required to include in the agenda of the general meeting, which has already been convened, additional issues, if the relevant request is submitted to the Board of Directors at least fifteen (15) days prior to the general meeting. The additional issues must be published or announced upon the responsibility of the Board of Directors, pursuant to article 122 of the Law 4548/2018, at least seven (7) days before the general meeting. The request for the inclusion of additional issues on the agenda is accompanied by a justification or a draft decision to be approved by the general meeting and the revised agenda is published in the same manner with the previous one, thirteen (13) days before the date of the general meeting and at the same time is available to the shareholders on the company's website, together with the justification or the draft decision submitted by the shareholders pursuant to the provisions of the article 123 of the Law 4548/2018. If these issues are not published, the requesting shareholders are entitled to require the adjournment of the general meeting, pursuant to par.5 of the article 141 of the Law 4548/2018 and publish it themselves at the company's expense, as defined in the second section of the present paragraph.
3. Shareholders representing the one twentieth (1/20) of the paid up share capital have the right to submit draft decisions on issues included on the initial or revised agenda of the General Meeting. The relevant request should be addressed to the Board of Directors at least seven (7) days before the date of the general meeting, whilst the draft decisions are available to the shareholders according to the provisions of par.3 of the article 123 of the Law 4548/2018, at least six (6) days before the date of the General Meeting.
4. The Board of Directors is not obliged to include on the agenda or publish or notify thereof together with the justification and the draft decisions submitted by the shareholders, pursuant to the present and the previous paragraph, if their content is against the law or the fair practice.

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5. At the request of a shareholder or shareholders representing the one twentieth (1/20) of the paid up share capital, the Chairman of the General Meeting is required to adjourn only once the decision making of the Ordinary or Extraordinary General Meeting, for all or for some issues, designating as the day for the continuation of the meeting, the day that is designated in the request of the shareholders, which however may not be more than twenty (20) days from the date of the adjournment. The General Meeting after the adjournment is a continuation of the previous one and is not required to repeat the publication formalities of the shareholders' notice. New shareholders may participate in that meeting, subject to the participation formalities and to the provisions of paragraph 6 of the article 124, Law 4548/2018.
6. At the request of any shareholder that should be submitted to the company at least five (5) full days before the general meeting, the Board of Directors is required to provide the general meeting with the requested specific information for the affairs of the company, insofar this information is relevant to the issues of the agenda. There is no obligation for the provision of information, when the relevant information is already available on the company's website, especially in the form of questions and answers. Furthermore, at the request of the shareholders representing the one twentieth (1/20) of the paid up share capital, the Board of Directors is required to announce in the General Meeting, provided that it is an Ordinary general meeting, the amounts which, over the past two years, were paid to each member of the Board of Directors or to the managers of the company, as well as any other allowance to such persons for any cause or contract of the company with them. For all the above mentioned cases the Board of Directors may refuse the provision of information for any serious substantial reason, which is recorded in the minutes. Such a reason may be, according to the circumstances, the representation of the requesting shareholders to the Board of Directors, pursuant to the articles 79 or 80 of the Law 4548/2018. In the cases of the present paragraph the Board of Directors may respond uniformly to the shareholders' requests with the same content.
7. At the request of the shareholders representing the one tenth (1/10) of the paid up share capital, which is submitted to the company within the deadline of the previous paragraph,

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the Board of Directors is required to provide the General Meeting with the information for the progress of the corporate affairs and the corporate assets.

The Board of Directors may refuse to provide the above information for a serious substantial reason, which is recorded in the minutes. Such a reason may be, according to the circumstances, the representation of the requesting shareholders to the Board of Directors, pursuant to the articles 79 or 80 of the Law 4548/2018, since the respective members of the Board of Directors have been sufficiently informed.

8. In cases of paragraphs 6 and 7, any contestation as to the reasonability or not of the refusal on behalf of the Board of Directors to provide the information, is resolved by the Court order, issued during the procedure of interim measures. By the same order the Court obliges the company to provide the information it refused. The decision cannot be challenged by an appeal.
9. At the request of the shareholders representing the one twentieth (1/20) of the paid up share capital, the voting on an issue or issues of the agenda is carried out by open voting.
10. In all cases of the present article the requesting shareholders must prove their shareholding capacity and, except for the case of the first section of paragraph 6 above, the number of shares they hold during the exercise of the relevant right. Evidence of the shareholding capacity may be provided by any legal means and in any case based on the information the Company receives from the central securities depository, since it provides registry services, or through the participating and registered intermediaries in the central securities depository in any other case.
11. The right to request an extraordinary audit of the Company from the Court of Ex-parte jurisdiction, have: a) Shareholders of the company, representing at least the one twentieth (1/20) of the paid up share capital, b) the Capital Market Commission.

The audit is ordered, if it is presumed that there are acts which violate the provisions of the law or of the company's articles of incorporation or decisions of the general meeting. In any case, the audit request must be submitted within three (3) years since the approval of the financial statements of the accounting period, within which the indicted acts were committed.



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12. Shareholders of the company, representing the one fifth (1/5) of the paid up share capital, are entitled to request from the Court the control of the company, provided that by its entire progress, but also based on specific indications, it is believed that the management of the corporate affairs is not exercised as the sound and prudent management requires. The Court may judge that the representation of the requesting shareholders in the Board of Directors, pursuant to the articles 79 or 80 of the Law 4548/2018, does not justify the request of the shareholders based on the above par. 10 and 11. On the right of the shareholders to require the audit, the provisions of paragraphs 11 and 12 of the article 141 of the Law 4548/2018 apply.

**4<sup>th</sup> CHAPTER  
GENERAL MEETING**

**ARTICLE 9  
AUTHORITIES OF THE GENERAL MEETING**

1. The Company's General Meeting of the shareholders is the supreme agent thereof and is entitled to decide on every affair related to the Company, pursuant to the Law 4548/2018. Its legal decisions bind even the absent or disagreeing shareholders.
2. The General Meeting is the only proper agent to decide on the following matters:
  - a) Amendments of the articles of incorporation. The increases, regular or extraordinary, and the decreases in the capital are also considered as amendments.
  - b) Election of the members of the Board of Directors and auditors.
  - c) Approval of the overall management pursuant to article 108 of the Law 4548/2018 and relieving the auditors.
  - d) Approval of the annual and of any consolidated financial statements.
  - e) Distribution of annual profits
  - f) Approval of remuneration granting or of advance payment pursuant to article 109 of the Law 4548/2018.
  - g) Approval of the remuneration policy of the article 110, Law 4548/2018 and of the remuneration report of the article 112, Law 4548/2018.

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- h) Merger, splitting/division, conversion, revival, extension of the term or dissolution of the company and
  - i) Appointment of liquidators
3. In the provisions of the previous paragraph are not included:
- a) Capital increases or adjustments of capital which are explicitly assigned by the Law or the Articles of Incorporation to the Board of Directors, as well as increased imposed by the provisions of other Laws.
  - b) The amendment or the adjustment of provisions in the Articles of Incorporation by the Board of Directors in cases it is prescribed explicitly by the Law.
  - c) The appointment according to the Articles of Incorporation of the first Board of Directors.
  - d) The election pursuant to the Articles of Incorporation and the article 82 of the Law 4548/2018 of directors in replacement of the ones resigned, deceased, or ones who lost their capacity in any other way.
  - e) The merger by absorption of a Société Anonyme by another Société Anonyme which owns the one hundred percent (100%) of its shares, the decision of the absorbing Société Anonyme for the merger by absorption of another private company of which it owns the ninety percent (90%) or more of its shares or dividends, as well as the decision of a demerged Société Anonyme for its demerger when the benefited companies own its total number of shares, pursuant to the relevant provisions.
  - f) The possibility to distribute provisional dividends pursuant to paragraphs 1 and 2 of the article 162 of the Law 4548/2018.
  - g) The possibility to distribute, the pursuant to paragraph 3 of the article 162 of the Law 4548/2018, profits or provisional reserves within the on-going accounting period by the decision of the Board of Directors, which is subject to publication formalities.

## **ARTICLE 10**

### **CONVOCAATION OF THE GENERAL MEETING**

1. The General Meeting of the shareholders is convened at least once every accounting period up to the 10<sup>th</sup> calendar day of the ninth month after the expiry of the accounting

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period in order to decide for the approval of the annual financial statements and for the election of auditors (Ordinary General Meeting). The Ordinary General Meeting may decide on any other issue within its authority.

2. Without prejudice to paragraph 2 of the article 121 of the Law 4548/2018, the General Meeting convenes extraordinarily at any time the Board of Directors deems advisable or necessary (Extraordinary General Meeting).
3. The General Meeting convened to amend the Articles of Incorporation or to make decisions for which an increased quorum or majority is required (statutory General Meeting) may be ordinary or extraordinary.
4. In case the total of the company's own capitals is less than half (1/2) of the capital, the Board of Directors is required to convene the General Meeting within six (6) months from the date of the expiry of the accounting period, for the dissolution of the company or the adaption of another measure.
5. The General Meeting compulsorily meets at the Company's seat or in the area of another Municipality within the region of the seat or in a Municipality bordering with the seat or in the region of the Municipality where the seat of the Athens Stock Exchange is.
6. The Notice of the General Meeting, with the exception of the repeated meetings, must be published at least twenty (20) full days before the meeting day.

## **ARTICLE 11**

### **NOTICE - AGENDA OF THE GENERAL MEETING**

1. The notice of the General Meeting includes and clearly indicates at least the premises with an exact address, the date and the time of the meeting, the issues of the agenda, the shareholders entitled to participate, as well as precise instructions as to the way the shareholders will be able to participate in the meeting and exercise their rights in person or by a representative or by distance participation. Also, the Notice includes the provisions of par.4 of the article 121 of the Law 4548/2018 and is published as defined in the article 122 of the Law 4548/2018.

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2. Ten (10) days prior to the ordinary General Meeting, the company poses at the disposal of the shareholders its annual financial statements, as well as the relevant reports of the Board of Directors and the auditors. The Company fulfils its obligation pursuant to this paragraph by posting the relevant data on its website.

## **ARTICLE 12**

### **PARTICIPATION IN THE GENERAL MEETING - REPRESENTATION**

1. In the General Meeting each shareholder is entitled to participate and vote either in person or by a representative, pursuant to the provisions of the articles 124 and 128 of the Law 4548/2018.
2. Shareholders, who do not comply with the deadline of paragraph 4 of the article 128, Law 4548/2018, participate in the general meeting, unless the general meeting denies the said participation for a significant reason justifying its denial.

## **ARTICLE 13**

### **SIMPLE QUORUM AND MAJORITY OF THE GENERAL MEETIN**

1. The General Meeting is in quorum and meets validly on the issues of the agenda when they are present or represented therein shareholders who represent at least the one fifth (1/5) of the paid up Share Capital.
2. If there is no such quorum in the first meeting, the meeting is convened again within twenty (20) days as from the date of the meeting adjourned, with a notice prior to at least ten (10) full days. The repeated meeting is in quorum and meets validly on the issues of the initial agenda whatever may be the rate of the paid up share capital represented therein.

A new Notice is not required, if in the initial Notice was already determined the place and the time of the repeated meeting, on the condition that there are at least five (5) days between the adjourned meeting and the repeated one.

3. The resolutions of the General Meeting are made by absolute majority of the votes represented therein.

## **ARTICLE 14**



**EXCEPTIONAL QUORUM AND MAJORITY OF THE GENERAL MEETING**

1. Exceptionally, the General Meeting is in quorum and meets validly on the issues of the agenda, when they are present or represented shareholders who represent half (1/2) of the paid up Share Capital, for resolutions regarding:
  - a) Change in the nationality of the company
  - b) Change in the business scope of the company
  - c) Increase of the shareholders' responsibilities
  - d) Regular increase of the Share Capital unless it is imposed by the law or is carried out by capitalization of the reserves.
  - e) Decrease of the Share Capital, unless is made pursuant to par. 5 of the article 21 of the Law 4548/2018 or par. 6 of the article 49 of the Law 4548/2018
  - f) Change in the mode of profit distribution
  - g) Merger, split/division, conversion, revival, extension of term or dissolution of the company
  - h) Provision or renewal of power to the Board of Directors for the increase of the share capital, pursuant to article 5, par.2 hereof
  - i) Any other case for which the law stipulates that in order for the General Meeting to take a certain decision, an increased quorum and majority is required.
2. If the quorum of the previous last section is not achieved in the first meeting, a repeated meeting is convened, pursuant to paragraph 2 of the article 13 hereof, which is in quorum and meets validly on the issues of the agenda, when they are present or represented shareholders who represent at least the one fifth (1/5) of the paid up Share Capital.
3. All the decisions of par.1 of the present article are taken by the majority of the two thirds (2/3) of the votes represented in the meeting.

**ARTICLE 15**

**CHAIRMAN - SECRETARY OF THE GENERAL MEETING**

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1. After the election of the Chairman of the General Meeting conducted by itself with a simple majority, the Chairman of the Board of Directors presides at the General Meeting or his substitute.
2. The Chairman of the General Meeting may be assisted by a secretary and a ballot box selector who are elected in the same way. The Chairman checks the regularity of the General Meeting composition, the identity and the legalization of the attendees, the correctness of the minutes, runs the discussion, poses the issues for voting and announces the results hereof.

### **ARTICLE 16**

#### **DISCUSSION ISSUES, MINUTES OF THE GENERAL MEETING**

1. The discussions and the resolutions of the General Meeting are limited to the issues on the agenda.
2. The discussions and resolutions made during the General Meeting are entered in summary in a special book of minutes. In the same book, it is also entered a list of the shareholders who were present or represented in the General Meeting. At the request of a shareholder, the Chairman of the Meeting is required to enter in the minutes a summary of his opinion. The Chairman of the General Meeting is entitled to refuse entering his opinion, if this concerns issues outside the agenda, or its content is evidently contrary to the fair practice or the law.

On the Company's website, upon responsibility of the Board of Directors, the results of the voting are published no later than five (5) days from the date of the General Meeting, defining for each decision at least the number of shares for which valid votes were cast, the proportion of the share capital represented by these votes, the total number of cast votes as well as the number of votes for or against each decision and the number of abstentions.

3. For the issues discussed and decided in the General Meeting, minutes are kept which are signed by the Chairman and its Secretary.
4. The copies and the extracts of the minutes are officially issued by the Chairman of the Board of Directors or his legal substitute (first in rank Vice Chairman of the Board of

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Directors or second in rank Vice Chairman and so forth) or the Managing Director of the Company, without any further validation thereof.

## **ARTICLE 17**

### **APPROVAL OF THE OVERALL MANAGEMENT**

1. Upon the approval of the annual financial statements, the General Meeting by open voting may decide on the approval of the overall management taking place during the corresponding accounting period.

Yet, waiver of claims on behalf of the Company against members of the Board of Directors or other persons or the Company's settlement with them may take place only under the conditions of paragraph 7 of the article 102, Law 4548/2018.

In the trial for the compensation of the Company due to liability of the members of the Board of Directors pursuant to article 102 et seq of the Law 4548/2018, the above approval is taken into account.

2. In the voting for the approval of the overall management pursuant to paragraph 1 of this article, are entitled to participate the members of the Board of Directors solely with shares, of which they are owners or as representatives of other shareholders provided they have been authorized by explicit and specific vote instructions. The same stands for the company's employees.

## **5<sup>th</sup> CHAPTER**

### **BOARD OF DIRECTORS**

## **ARTICLE 18**

### **COMPOSITION AND TERM OF THE BOARD OF DIRECTORS**

1. The Company is run by the Board of Directors, consisting of three (3) to seven (7) Members.

The members of the Board of Directors, whose number is determined as above, are elected by the General Meeting of the Company's shareholders. The General Meeting may also elect substitute members in case of resignation or death of the elected

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members or in case they lost their capacity as members of the Board of Directors for any other reason.

2. The members of the Board of Directors are elected by the General Meeting of the Company's shareholders for a four-year (4) term, which is extended up automatically until the expiry of the deadline within which the next ordinary general meeting should be convened and until the relevant decision is taken.
3. The members of the Board of Directors may be reelected and are freely recalled.

### **ARTICLE 19**

#### **POWER – AUTHORITIES OF THE BOARD OF DIRECTORS**

1. The Board of Directors decides on all the affairs regarding the management of the Company and its assets and the pursuit of the company's purpose in general.
2. The Board of Directors may assign the powers for the management and the representation of the Company to one or several persons, members or not, as well as the internal auditing of the Company to one or several persons, members or not. These persons may, by a relevant provision in the decisions of assignment of the Board of Directors, to appoint further the exercise of the powers assigned to them or part thereof to other members of the Board of Directors or to third persons. However, the authorities of the Board of Directors are without prejudice to the articles 19 and 99 of the Law 4548/2018, as in force.
3. Acts of the Board of Directors, even if they are outside the corporate purpose, bind the company towards third parties, unless it is proved that the third party was aware that the corporate purpose was exceeded or could not, considering the circumstances, ignore it. The burden of proof for the events which abrogate the Company's binding, pursuant to the previous sections, bears the Company itself. Compliance with the publicity formalities does not by itself constitute a proof towards the articles of incorporation of the company or its amendments.
4. Restrictions on the power of the Board of Directions by the articles of incorporation or the decision of the General Meeting do not oppose to third parties, even if they have been made public.

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5. The Board of Directors has the authority (which concurs with the authority of the General Meeting) for the issue of bonded loans, save the cases of the issue of bonded loan with convertible bonds and the right of participation in the profits, for which the General Meeting is the competent agent to decide, pursuant to the article 15, par. 1 hereof.

## **ARTICLE 20**

### **CONSTITUTION OF THE BOARD OF DIRECTORS**

1. The Board of Directors right after its election forms into body, by electing the Chairman and one or more Vice Chairmen who may be up to four.
2. The Board of Directors may elect one Managing Director and up to two Substitutes (Substitutes of the Managing Director) from its members only, specifying at the same time his authorities.
3. The Chairman of the Board of Directors runs the Meetings. The Chairman when absent or impeded, is substituted by one of the Vice Chairmen who is appointed by the decision of the Board of Directors when formed into body. In case there is no Chairman or his Substitute, the duties of the Chairman may be provisionally exercised by the shareholder with the maximum number of shares with voting right.
4. The duties of the Chairman of the Board of Directors and Managing Director may be assigned to one and the same person.

## **ARTICLE 21**

### **REPLACEMENT OF BOARD OF DIRECTORS' MEMBER**

1. In the event of resignation or death or in any other manner loss of membership of a member or members of the Board of Directors, the Board of Director may elect members thereof in replacement of the missing ones.

This election is permitted provided that the replacement of the said members is not possible by alternate members, who have been elected by the General Meeting. The election by the Board of Directors is made by the decision of the remaining members, if they are least three (3), and is valid for the rest of the term of the replaced member. The

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decision of the election is made public and announced by the Board of Directors at the next General Meeting, which may replace the elected members, even if the relevant issue is not included on the agenda.

2. It is explicitly defined that, in case of resignation, death or in any other manner loss of membership of a member or members of the Board of Directors, the remaining members may continue the management and the representation of the company without the replacement of the missing members, pursuant to the previous paragraph, on the condition that their number exceeds half the members, as it was before the occurrence of the said events. In any case these members may not be fewer than three (3).
3. In any case, the remaining members of the Board of Directors, regardless their number, may proceed to the convocation of the General Meeting exclusively for the election of a new Board of Directors.

## **ARTICLE 22**

### **FREQUENCY OF MEETINGS AND CONVOCATION OF THE BOARD OF DIRECTORS**

1. The Board of Directors is required to meet at the Company's seat each time the law, the Articles of Incorporation or the Company's needs require.
2. The Board of Directors meets in the company's seat or outside the seat in another place, whether in the country or abroad provided that in such meeting all its members are present or represented and no one objects to the meeting and the decision making.
3. The Board of Directors may meet by teleconference. In that case the Notice to the members of the Board of Directors includes the required information and the technical instructions for their participation in the meeting. In any case each member of the Board of Directors may require that the meeting will be held by teleconference for him, if he resides in a country other than in which the meeting takes place or if there is another significant reason, especially illness or disability.
4. The Board of Directors is convened by the Chairman or his substitute, by notice which is notified to its members at least two (2) working days prior to the meeting. The notice must clearly indicate the issues on the agenda, otherwise the decision making is

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permitted only when all the members of the Board of Directors are present or represented and no one objects to the decision making.

5. The convocation of the Board of Directors may be requested by at least two (2) of its members upon their request to the Chairman or his substitute, who are required to convene the Board of Directors, in order to meet within the deadline of seven (7) days from the day the request was submitted. The request must, under the penalty of inadmissibility, clearly indicate the issues to be discussed by the Board of Directors. In case the Board of Directors is not convened by the Chairman or his substitute within the above deadline, the members who requested the convocation are permitted to convene themselves the Board of Directors within the deadline of five (5) days from the day the deadline of seven (7) days expired, notifying for the relevant notice the other members of the Board of Directors.

### **ARTICLE 23**

#### **REPRESENTATION OF MEMBERS – QUORUM – MAJORITY**

1. Each Director may validly represent only one Director. The representation in the Board of Directors may not be assigned to a person who is not member of the Board of Directors, unless the representation is assigned to an alternate member of the Board of Directors.
2. The Board of Directors is in quorum and meets validly, when half (1/2) plus one of the Directors are present or represented, yet in no case the number of the present or represented directors may be less than three (3). In order to find the number of quorum, any resulting fraction is omitted.
3. The decisions of the Board of Directors are made validly in absolute majority of the Directors who are present or represented, unless otherwise provided herein or by the law. In the event of a tie, the Chairman of the Board of Directors has the casting vote.

### **ARTICLE 24**

#### **MINUTES OF THE BOARD OF DIRECTORS**

1. The discussions and resolutions of the Board of Directors are entered in summary in a special book, which may also be kept in an electronic form. Upon the request of a

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member of the Board of Directors, the Chairman is required to enter in the minutes a summary of his opinion. The members list attended or represented in the meeting is entered in the same book.

2. The minutes of the Board of Directors are signed by the attending members. In case a member refuses to sign, a reference is made in the minutes.
3. The preparation and the signing of the minutes by all the members of the Board of Directors or their representatives equals to a decision of the Board of Directors, even when a meeting has not preceded. This adjustment stands even if all the directors or their representatives agree that their decision by majority is to be recorded in the minutes, without meeting. The relevant minutes are signed by all the directors. The signatures of the directors or their representatives may be replaced by exchanging messages via email or other electronic means.
4. The minutes prepared according to these is entered to the book of minutes, pursuant to par. 1 hereof. Copies and extracts of the minutes of the Board of Directors are officially issued by the Chairman of the Board of Directors or his legal substitute (first in rank Vice Chairman of the Board of Directors or second in rank Vice Chairman and so forth) or the Managing Director of the Company, without any further validation thereof.
5. Copies of the minutes of the Board of Directors meetings, for which it is required to be entered with the G.E.MI., pursuant to the article 12 of the Law 4548/2018 or other provisions, are filed in the competent G.E.MI. Service within the deadline of twenty (20) days from the meeting of the Board of Directors.

## **ARTICLE 25**

### **COMPENSATION TO MEMBERS OF THE BOARD OF DIRECTORS**

1. The members of the Board of Directors may be remunerated or granted other benefits, the amount of which is designated by the General Meeting and, depending on the case, the remuneration policy of the Company.
2. Any other remuneration or benefit granted to a member of the Board of Directors is incurred by the Company only if approved upon a special resolution of the General Meeting.

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3. Remuneration to members of the Board of Directors for services to the Company based on special relation, such as, for employment contract, work contract, mandate contract, is paid pursuant to the conditions of articles 99 to 101 of the Law 4548/2018.

## **ARTICLE 26**

### **PROHIBITION OF COMPETITION**

1. The members of the Board of Directors participating in any way in the management of the company, and the managers thereof, are not allowed to carry out by profession without the permission of the General Meeting, for their own account or for account of third parties, acts falling under the purpose pursued by the Company and to participate as general partners or as shareholders or partners in companies, pursuing such purpose.
2. In case of culpable violation of the above paragraph, the company is entitled to a compensation, pursuant to article 98 of the Law 4548/2018.

## **6<sup>th</sup> CHAPTER**

### **AUDIT**

## **ARTICLE 27**

### **AUDITORS**

The audit of financial statements of the Company is exercised each time as prescribed by the legislation in force.

## **7<sup>th</sup> CAPTER**

### **ANNUAL ACCOUNTS – PROFITS-LOSSES**

## **ARTICLE 28**

### **ACCOUNTING PERIOD**

The accounting period is twelve months and begins on January 1<sup>st</sup> of each year and ends on 31<sup>st</sup> December of the same year.

## **ARTICLE 29**

### **ANNUAL FINANCIAL STATEMENTS, ANNUAL REPORTS AND THEIR PUBLICATIONS**

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1. The annual and consolidated financial statements of the Company are prepared, audited and approved, pursuant to the provisions of the article 145 et seq of the Law 4548/2018.
2. In order for the General Meeting to make a valid decision upon the financial statements which have been prepared by the Board of Directors, must have been signed by three different persons, and particularly: a) The Chairman of the Board of Directors, or his Substitute, b) the Managing or the Authorized Director and, in case such a director does not exist, by a member of the Board of Directors appointed by it and c) the legally authorized accountant, certified by the Economic Chamber of Greece, holder of 1<sup>st</sup> class professional licence for the preparation of financial statements.
3. The annual management report and, where applicable pursuant to article 152 of the Law 4548/2018, the statement of corporate governance, are approved by the Board of Directors and signed by the persons mentioned in cases a' and b' of paragraph 2 of this article. The consolidated financial statements and the consolidated management report and, where applicable, the consolidated statement of corporate governance are signed by one or more persons who bind the firm that prepares them, as well as by the person responsible for their preparation.

### **ARTICLE 30**

#### **DISTRIBUTION OF PROFITS**

Regarding the distribution of the Company's profits, of provisional dividend and the subsequent distribution of profits and optional reserves, the article 158-163 of the Law 4548/2018 apply.

Specifically, in regard to the Company's net profits, provided and to the extent that they may be distributed, pursuant to article 159 of the Law 4548/2018, they are disposed by the decision of the General Meeting in the following order:

- a) The amounts of credit lines of the income statements, which are not realized profits, are deducted
- b) The withholding for the formation of an ordinary reserve pursuant to the Law 4548/2018 is deducted

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- c) The required amount for the payment of the minimum dividend is withheld, as defined in the article 161 of the Law 4548/2018
- d) The remainder of the net profits, as any other existing profits, which may rise and be disposed, pursuant to article 159 of the Law 4548/2018, are distributed according to the decisions of the General Meeting.

## **8th CHAPTER**

### **DISSOLUTION AND LIQUIDATION**

#### **ARTICLE 31**

##### **REASONS FOR THE COMPANY'S DISSOLUTION**

- 1. The Company dissolves:
  - a) Upon expiry of its term according to its articles of incorporation,
  - b) By resolution of the General Meeting made by increased quorum and majority
  - c) By declaring the company bankrupt
  - d) In case of rejection of the bankruptcy application due to insufficiency of the company's assets for covering the costs of the procedure, or
  - e) By court decision pursuant to articles 165 and 166 of the Law 4548/2018.

#### **ARTICLE 32**

##### **LIQUIDATION**

- 1) Save the case of bankruptcy, the dissolution of the company is followed by its liquidation. In cases of the sections a' and d' of par.1 of the article 31 thereof, the Board of Directors performs the duties of the liquidator up until the appointment of liquidator by the General Meeting. In case of section b' of the same foregoing paragraph and article, the General Meeting by the same resolution appoints the liquidator or the previous section applies. In case of section e' of par. 1 of the article 31, that is in cases of articles 165 and 166 of the Law 4548/2018, the liquidator is appointed by the court upon the decision declaring the dissolution of the company, otherwise the first section of the present paragraph applies.

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The liquidators appointed by the General Meeting may be two to four, shareholders or not, and they exercise all the authorities of the Board of Directors relevant to the proceedings and the purpose of liquidation, as these would be restricted by the General Meeting, with the resolutions of which they are required to comply.

The appointment of the liquidators entails ex officio the cease of power of the members of the Board of Directors. However, if the cease of its power jeopardizes the Company's interests, the Board of Directors has an obligation towards the Company to continue the management hereof, until the liquidator assumes his duties.

- 2) The liquidators are required, as soon as they assume their duties, to make an inventory of the corporate assets and publish a liquidation opening balance sheet, not subject to the approval of the General Meeting. In any case, the inventory should be completed within three (3) months from the day of assuming their duties.
- 3) The General Meeting of the shareholders maintains all its rights during the liquidation.
- 4) Each year the liquidators prepare interim financial statements, which are submitted to the General Meeting of the shareholders with the report on the causes obstructing the end of the liquidation. The interim financial statements are subject to publication. They are also prepared financial statements for the conclusion of liquidation, which are approved by the General Meeting and are subject to publication. The General Meeting decides on the approval of the entire work of the liquidators and on their relief.
- 5) Based on the approved financial statements of the conclusion of liquidation, the liquidators distribute the liquidation proceeds to the shareholders, according to their rights. If all the shareholders agree, the distribution may be conducted by return in kind to them of all the assets of the Company.

## **9<sup>th</sup> CHAPTER**

### **ARTICLE 33**

#### **GENERAL PROVISION**

For any matters not provided in the present articles of incorporation, the provisions of the Law 4548/2018 apply.



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Articles of Incorporation of the Société Anonyme under the name “**INTRACOM S.A. HOLDINGS**” with the distinctive title “**INTRACOM S.A.**”, with General Commercial Registry (G.E.MI.) No 303201000, as it is in force after the decision of the Repeat Meeting dated 22.06.2023 of the Extraordinary General Meeting of its shareholders dated 15<sup>th</sup> June 2023.

**Marousi, 29-06-2023**

**The Vice Chairman of the Board of Directors**

**Dimitrios Chr. Klonis**

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I, NEKTARIA BAXEVANAKI, CERTIFIED TRANSLATOR OF THE MINISTRY OF FOREIGN AFFAIRS OF THE HELLENIC REPUBLIC (Register No: 086), Ministerial Decision No. Π23MET-34908, Government Gazette Issue 3149/19-7-2021, do hereby certify that the foregoing is a true translation and representation of the content of the document from Greek into English “Articles of Incorporation for the Société Anonyme under the name **INTRACOM S.A. HOLDINGS**”, issued by the General Commercial Registry for **INTRACOM S.A. HOLDINGS**.    Athens, 27-07-2023  
The translator assumes no liability for the content of the original document.