

INTRACOM HOLDINGS S.A.
(d.t. INTRACOM HOLDINGS)

GCR No.: 000303201000 (former Companies Reg. No. 13906/06/B/86/20)

Draft Decisions

on items on the agenda

of the Annual General Meeting of Shareholders of 30.6.2021

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

1. Re the first item on the agenda: Submission and approval of the annual Financial Report for the fiscal year 01/01/2020-31/12/2020, which includes the annual financial statements, in accordance with I.F.R.S., along with the relevant Reports and Statements by the Board of Directors and the Auditor

Quorum required: 1/5 (20%) of the Company's paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

The Board of Directors recommends that the Annual General Meeting approve the annual financial report for the period 1.1.2020-31.12.2020 which includes the annual financial statements prepared in line with the IFRS and the relevant Reports and statements of the Board of Directors and the Certified Auditor.

The submitted for approval annual Financial Report for the fiscal year 1.1.2020-31.12.2020 was approved by the Board of Directors at its meeting on 28.4.2021 and has been available on the Company's website (<https://www.intracom.com/ir/financial-data>) since 29.4.2021.

It shall be published in the GCR in accordance with articles 13 and 149 of L. 4548/2018 within 20 days from approval by the Annual General Meeting.

Following a lawful ballot, the Annual General Meeting accepted that recommendation and approved the annual financial report for the fiscal year 1.1.2020-31.12.2020, which includes the annual financial statements prepared in line with the IFRS, along with the relevant reports and statements from the Board of Directors and the Certified Auditor, by ... votes (or ...% of the shareholders present at the meeting).

2. **Re the second item on the agenda:** Approval of the overall management of the Company by the Board of Directors during the fiscal year 1/1/2020-31/12/2020, in accordance with article 108 of L. 4548/2018 and discharge of the Auditor, according to article 117 par. 1c of L. 4548/2018

Quorum required: 1/5 (20%) of the Company's paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

The Annual General Meeting is called upon to decide on approval of overall management of the Company by the Board of Directors during the fiscal year 1.1.2020 - -31.12.2020 in accordance with article 108 of L. 4548/2018 and on release in accordance with article 117 par. 1c of L. 4548/2018 of the Certified Auditor who carried out the audit of the financial statements for the same fiscal year.

The Board of Directors unanimously recommended that the Annual General Meeting approve overall management of the Company during the fiscal year 2020 and release the Auditors from all liability to pay compensation for that year.

Following a lawful ballot, the Annual General Meeting accepted that recommendation and approved by ... votes, namely ...% of the shareholders present at the meeting, the overall management of the Company by the Board of Directors during the fiscal year 1.1.2020-31.12.2020 in accordance with article 108 of L. 4548/2018, and released the Company's Auditor for the same fiscal year in accordance with article 117 par. 1 c of L. 4548/2018.

3. **Re the third item on the agenda:** Submission of the Annual Activities Report of the Audit Committee for the fiscal year 1/1/2020-31/12/2020, according to article 44 par. 1h of L. 4449/2017

According to article 44 par. 1h of L. 4449/2017, as in force, the Annual Activities Report of the Audit Committee for the fiscal year 1/1/2020-31/12/2020, which has been posted to the Company's website <https://www.intracom.com/ir/shareholder-meetings>, is to be submitted to the General Meeting of Shareholders.

4. **Re the fourth item on the agenda:** Election of the Audit Company of Certified Auditors for the audit of the corporate and consolidated financial statements of the fiscal year 1/1/2021-31/12/2021 and the issuance of the tax certificate, determination of their fees

Quorum required: 1/5 (20%) of the Company's paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

On a recommendation from the Audit Committee and approval of all Independent Members of the Board of Directors in accordance with article 124 par. 8 of L. 4548/2018, the Board of Directors recommends to the Annual General Meeting of Shareholders:

a) the election of the auditing company "GRANT THORNTON S.A." to carry out an audit of the Company's corporate and consolidated financial statements for the fiscal year 1.1.2021 - 31.12.2021 and to issue the annual tax certificate referred to in article 65a of L. 4174/2013, as in force, for a total fee of seventy five thousand euro (€ 75,000.00) plus VAT, in accordance with the offer made by the auditing company to the Company and

b) the appointment of Certified Auditor proposed by the auditing company as the Regular and Alternate Auditor.

Following a lawful ballot, the Annual General Meeting approved by ... votes or ...% of the shareholders present at the meeting, the election of the auditing company “GRANT THORNTON S.A.” to audit the Company’s corporate and consolidated financial statements for the fiscal year 1.1.2021 -31.12.2021 and to issue the tax certificate for a total fee in accordance with the above, following a recommendation made by the Board of Directors and the Audit Committee. Moreover, the Annual General Meeting approved the appointment of the Certified Auditors proposed by the auditing company as the Regular and Alternate Auditor.

5. **Re the fifth item on the agenda:** Amendment of article 18 par. 2 of the Company’s Articles of Association regarding the term of office of the Board of Directors

Quorum required: 1/5 (20%) of the Company’s paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

The Board of Directors proposes that article 18 par. 2 of the Company’s Articles of Association be amended to reduce the term in office of the BoD from 5 years to 4 years.

The proposed amendment to Article 18 of the Articles of Association is available on the Company’s website <https://www.intracom.com/ir/shareholder-meetings>.

Following a lawful ballot, the Annual General Meeting accepted by ... votes or ...% of the shareholders present at the meeting the said recommendation and approved the amendment to article 18 par. 2 of the Company’s Articles of Association regarding the term in office of the Board of Directors.

6. **Re the sixth item on the agenda:** Amendment of article 20 par.1 and 3 of the Company’s Articles of Association regarding the composition of the Board of Directors

Quorum required: 1/5 (20%) of the Company’s paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

The Board of Directors proposes that article 20 par.1 and 3 of the Company’s Articles of Association be amended in relation to the line-up of the Board of Directors and in particular the Vice Chairman of the Board of Directors.

The proposed amendment to article 20 par.1 and 3 of the Articles of Association is available on the Company’s website <https://www.intracom.com/ir/shareholder-meetings>.

Following a lawful ballot, the Annual General Meeting accepted by ... votes or ...% of the shareholders present at the meeting the said recommendation and approved the amendment

to article 20 par.1 and 3 of the Company's Articles of Association regarding to the composition of the Board of Directors.

7. **Re the seventh item on the agenda:** Approval of the Suitability Policy for the Members of the Board of Directors, in accordance with article 3 of L. 4706/2020

Quorum required: 1/5 (20%) of the Company's paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

The Board of Directors submits for approval in accordance with article 3 par.3 of L. 4706/2020 the Suitability Policy for members of the Company's Board of Directors approved by it. The proposed Suitability Policy is in line with the provisions of article 3 of L. 4706/2020 and Hellenic Capital Market Commission Circular No. 60/2020 and the Company's Articles of Association. It lays down the basic principles and framework for selecting, renewing the term in office and replacing members of the Board of Directors and the criteria which have been laid down for that purpose.

The full text of the Suitability Policy proposed for approval is available on the Company's website <https://www.intracom.com/ir/shareholder-meetings>.

Following a lawful ballot, the Annual General Meeting approved by ... votes or ...% of the shareholders present at the meeting the Suitability Policy for members of the Board of Directors in accordance with article 3 of L. 4706/2020, following a recommendation from the Board of Directors.

8. **Re the eighth item on the agenda:** Election of a new Board of Directors and appointment of its Independent Non-Executive Members, in accordance with article 87 par. 5 of L. 4548/2018 and article 5 of L. 4706/2020

Quorum required: 1/5 (20%) of the Company's paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

On a recommendation from the Remuneration and Nomination Committee, the Board of Directors recommended the election of a new Board of Directors to serve for a 4-year term in office comprised of 9 members and the appointment of Independent Non-Executive members in accordance with article 87 par. 5 of L. 4548/2018 and article 5 of L. 4607/2020. More specifically:

A) it recommends the election of Messrs. Sokratis P. Kokkalis, Konstantinos S. Kokkalis, Dimitris Ch. Klonis, George Ar. Anninos, Petros K. Souretis, Ioannis Michail P. Mavrofrydis, Ioannis K. Tsoumas, Adamantini Lazari and Dionisia Xirokosta as Members of the Company's new Board of Directors, stating that the proposed 9-member line-up allows the effective exercise of the Board's powers, reflects the size and activity of the Company and

characterises the diversity of knowledge, qualifications and experience which could contribute to achieving its business objectives.

Note that these proposed Members have been deemed suitable for election as Members of the Company's new Board of Directors by the Remuneration and Nomination Committee and in relation to members whose re-election is proposed. (Messrs. Sokratis P. Kokkalis, Konstantinos S. Kokkalis, Dimitris Ch. Klonis, George Ar. Anninos, Petros K. Souretis, Ioannis Michail P. Mavrofrydis, Ioannis K. Tsoumas), their suitability has already been demonstrated. The two new proposed members, Mrs. Adamantini Lazari and Mrs. Dionisia Xirokosta, meet requirements for suitability and reliability since they have proven competence, skills, experience and have confirmed their good reputation and ethos.

The term in office of the new Company's Board of Directors is 4 years, which is extended to the end of the deadline within which the next Annual General Meeting must convene, until a decision to that effect is taken. And

B) it recommends the election of Mr. Ioannis K. Tsoumas, Mrs. Adamantini Lazari and Mrs. Dionisia Xirokosta as Independent Non-Executive Members of the Board of Directors, since they meet the conditions for independence laid down by the applicable regulatory framework, i.e.:

- they do not hold more than 0.5% of the Company's share capital
- they have no relationship of dependence on the Company or persons associated with it, as those independence requirements are specifically outlined in article 4 par. 1 of L. 3016/2002 and article 9 par. 1 and 2 of L. 4706/2020 (which enters into force on 17.7.2021).

They also meet the criteria and conditions for their participation in the Company's Audit Committee specified in article 44 of L. 4449/2017, as in force.

Following a lawful ballot, the Annual General Meeting accepted by ... votes or ...% of the shareholders present at the meeting the said recommendation and elected a new 9-member Board of Directors and appointed its Independent Non-Executive Members in accordance with article 87 par. 5 of L. 4548/2018 and article 5 of L. 4706/2020 as follows:

1. Sokratis P. Kokkalis
2. Konstantinos S. Kokkalis
3. Dimitris Ch. Klonis
4. George Ar. Anninos
5. Petros K. Souretis
6. Ioannis Michail P. Mavrofrydis

7. Ioannis K. Tsoumas Independent Non-Executive Member
8. Adamantini Lazari Independent Non-Executive Member
9. Dionisia Xirokosta Independent Non-Executive Member

The term in office of the new Board of Directors of Directors is 4 years, which is extended to the end of the deadline within which the next Annual General Meeting must convene, until a decision to that effect is taken.

9. **Re the ninth item on the agenda:** Redefine the type of the Audit Committee, the term of office, the number and the qualities of its Members, according to article 44 par. 1b of L. 4449/2017, as in force. Election of a new Audit Committee

Quorum required: 1/5 (20%) of the Company's paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

As far as the structure, line-up and number of members of the Company's Audit Committee is concerned, the Extraordinary General Meeting of Shareholders on 22.10.2020 had decided in accordance with the provisions of article 44 of L. 4449/2017, as in force, that the Audit Committee should be a Board Committee whose term in office is equal to that of the Board of Directors and that its Members should be 3 in total, comprised of 2 Independent Non-Executive Members and 1 non-Executive Board Member.

Taking into account the provisions of article 44 par 1b of L. 4449/2017, as in force following amendment by article 74 of L. 4706/2020, and the recommendation from the Remuneration and Nomination Committee, the Board of Directors recommends that in the context of electing a new Board of Directors, the Company's Audit Committee continue to be a Board of Directors Committee in accordance with the provisions of article 44 of L. 4449/2017, as in force, its term in office be equal to the term in office of the new Board of Directors and be comprised of 3 Members, 2 of whom are Independent, Non-Executive Members who meet the Independence criteria in accordance with article 4 par. 1 of L. 3016/2002 and article 9 par. 1 and 2 of L. 4706/2020 (which entered into force on 17.7.2021) and 1 Non-Executive Board Member.

The Members of the Audit Committee shall be appointed by the Board of Directors after it is ascertained that the criteria and conditions in article 44 of L. 4449/2017, as in force, are met.

Following a lawful ballot by ... votes or ...% of the shareholders present at the meeting, the Annual General Meeting specified in accordance with the provisions of article 44 of L. 4449/2017, as in force, the type of Audit Committee for the Company as a Board of

Directors Committee, whose term in office is equal to the term in office of the new Board of Directors and its Members are 3 in number, of which 2 are Independent Non-Executive Members who meet the independence criteria in accordance with article 4 par. 1 of L. 3016/2002 and article 9 par. 1 and 2 of L. 4706/2020 (which enters into force on 17.7.2021) and 1 is a Non-Executive Board Member.

The Members of the Audit Committee shall be appointed by the Board of Directors after it is ascertained that the criteria and conditions in article 44 of L. 4449/2017, as in force, are met.

10. **Re the tenth item on the agenda:** Submission for discussion and voting on the Remuneration Report for the year 2020, according to article 112 of L. 4548/2018

Quorum required: 1/5 (20%) of the Company's paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

The Board of Directors submits the Remuneration Report for the year 2020 to the General Meeting for discussion and vote in accordance with article 112 of L. 4548/2018, the content of which has been reviewed by the Company's Remuneration and Nomination Committee.

The Remuneration Report for the year 2020 is available on the Company's website <https://www.intracom.com/ir/shareholder-meetings>.

Note that the shareholders' vote on the Remuneration Report is advisory in accordance with article 112 par. 3 of L.4548/2018.

Following a lawful ballot, the Annual General Meeting approved by ... votes or ...% of the shareholders present at the meeting the Remuneration Report for 2020, in accordance with article 112 of L. 4548/2018.

11. **Re the eleventh item on the agenda:** Amendment of the Company's Remuneration Policy

Quorum required: 1/5 (20%) of the Company's paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

The Board of Directors proposes that the General Meeting approve an amendment to the Company's Remuneration Policy in accordance with article 110 of L. 4548/2018.

The draft revised Remuneration Policy is available on the Company's website <https://www.intracom.com/ir/shareholder-meetings>.

Following a lawful ballot, the Annual General Meeting approved by ... votes or ...% of the shareholders present at the meeting the amendment of the Company's Remuneration Policy.

12. **Re the twelfth item on the agenda:** Approval of the remuneration and compensation of the Board of Directors Members for the fiscal year 2020 (1/1/2020-31/12/2020), determination

of the remuneration and compensation for the fiscal year 2021 (1/1/2021-31/12/2021) and pre-approval for their payment for the time period until the next Annual General Meeting, according to article 109 of L. 4548/2018

Quorum required: 1/5 (20%) of the Company's paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

Following a recommendation from the Remuneration and Nomination Committee, the Board of Directors recommends that all remuneration paid to Board members for the fiscal year 1.1.2020 - 31.12.2020 be approved.

Moreover, for the fiscal year 1.1.2021 - 31.12.2021 and for the period from 1.1.2022 to the next Annual General Meeting to be held in 2022, it recommends that advance approval be given in accordance with article 109 of L. 4548/2018 for payment to:

a) Members of the Board of Directors paid on the basis of employment contracts, of the same monthly fee as the previous year and

b) Members of the Board of Directors for the time they spend at meetings of the Board and its Committees and for the discharge of their duties in general, of monthly personal remuneration in the range €2,000 - €5,000, which each year and for all members of the Board of Directors shall not exceed the amount of three hundred and seventy-two thousand euro (€372,000).

It also proposes that the Board of Directors be authorised to take the steps needed to implement the above.

Following a lawful ballot, the Annual General Meeting approves by ... votes or ...% of the shareholders present at the meeting the fees and remuneration paid to members of the Board of Directors for the fiscal year 2020 (1.1.2020 - 31.12.2020), following a recommendation from the Board of Directors and the Remuneration and Nomination Committee, and set the fees and remuneration for the Members of the Board of Directors for the fiscal year 2021 (1.1.2021 - 31.12.2021) and approved payment thereof for the period up to the next Annual General Meeting in accordance with article 109 of L. 4548/2018. It also proposes that the Board of Directors be authorised to take the steps needed to implement the above.

13. **Re the thirteenth item on the agenda:** Granting authorization, according to article 98 par. 1 of L. 4548/2018, to the Board of Directors members and Company's Directors to participate in the Board of Directors or in the management of Company's subsidiaries and affiliates, within the meaning of article 32 of L. 4308/2014

Quorum required: 1/5 (20%) of the Company's paid-up share capital

Majority required: 50% + 1 of the votes represented at the General Meeting

The Board of Directors recommends that, in accordance with article 98 par. 1 of L. 4548/2018, all members of the Board of Directors and Company's Managers participate in the Board of Directors or management of Company's subsidiaries and affiliates, within the meaning of article 32 of L. 4308/2014.

Following a lawful ballot, the Annual General Meeting approved by ... votes or ...% of the shareholders present at the meeting, the recommendation from the Board of Directors to grant permission under article 98 par. 1 of L. 4548/2018 to all members of the Company's Board of Directors and its managers in order to participate in the Board of Directors or management of subsidiaries and affiliated companies within the meaning of article 32 of L. 4308/2014.

14. **Re the fourteenth item on the agenda:** Miscellaneous Announcements

THE BOARD OF DIRECTORS