

Paiania, 19.07.2021

SUBJECT: "Resolutions of the Ordinary General Meeting of the shareholders of the Societe Anonyme under the name "INTRACOM CONSTRUCTIONS SOCIETE ANONYME TECHNICAL AND STEEL CONSTRUCTIONS "with the distinctive title" INTRAKAT" dated 19 July 2021"

The Societe Anonyme **"INTRACOM CONSTRUCTIONS SOCIETE ANONYME TECHNICAL AND STEEL CONSTRUCTIONS"** (d.t. INTRAKAT), in the context of its obligations arising from article 4.1.3.3. of the ATHEX Regulation, notifies investors that on **July 19th, 2021** at 10 a.m., in the Municipality of Paiania, Attica (19th km. Markopoulou Avenue, Building B7, Amphitheater, 2nd floor), the Ordinary General Meeting of its Shareholders took place, according to the invitation of the Board of Directors dated 25.06.2021.

The General Meeting was attended in person, or through a representative, **fourteen (14) shareholders** representing a total of **27.832.130** shares and votes, i.e. **83,02%** of the paid-up share capital of the Company. It is noted that the voting rights corresponding to the 30,000 own shares held by the Company, are suspended, according to article 50 of Act No. 4548/2018 and are not calculated for the formation of a quorum.

During the Ordinary General Meeting, all the issues of the Agenda were discussed and resolutions were passed, as follows:

1. Submission and approval of the annual financial statements of the Company (including the consolidated financial statements) for the financial year 2020 (01.01.2020 to 31.12.2020), after the Reports of the Board of Directors and the Certified Auditor-Accountant".

- Minimum Required Quorum: **20%** of the paid-up share capital of the Company.
- Achieved Quorum: **83,02%** of the paid-up share capital of the Company.

The General Meeting approves the annual financial statements of the Company (including the consolidated financial statements) for the corporate year 2020

(01.01.2020 to 31.12.2020), following the Reports of the Board of Directors and the Certified Auditor-Accountant, as they were approved by the Board of Directors during the meeting of 27.04.2021 and were published on the Company's website (www.intrakat.gr) and on the ATHEX website on 29.04.2021.

- Number of shares for which valid votes were cast: **27.832.130**
- Percentage on the represented share capital: **100%**
- Valid votes: **27.832.130**
- Voting and percentages of valid votes:
- For: **27.832.130 (100%)** Against: **0 (0.00%)** Blanks/Abstention: **0 (0.00%)**.

2. "Submission of the Annual Report of the Audit Committee for the financial year 1/1 / 2020–31 / 12/2020".

Pursuant to article 44, par. 1i of Act No. 4449/2017, as in force, the Annual Report of the Audit Committee for the financial year 01/01/2020 –31/12/2020 is submitted to the General Meeting, which has been published on the Company's website (www.intrakat.gr). It is noted that the Report includes a description of the sustainable development policy followed by the Company.

3. "Approval of the overall management of the Company by the Board of Directors during the financial year 2020, according to article 108 of Act No. 4548/2018 and release of the Certified Auditor-Accountant, from any liability for compensation for the audit of the year 2020, according to article 117 par. 1 (c) of Act No. 4548/2018".

- Minimum Required Quorum: **20%** of the paid-up share capital of the Company.
- Achieved Quorum: **83,02%** of the paid-up share capital of the Company.

The General Meeting approves the overall management that took place during the financial year 2020, in accordance with article 108 of Act No. 4548/2018, and the

release of the Certified Auditor-Accountant from any liability for compensation for the activities of the financial year 2020, according to article 117 par. 1 case (c) of Act No. 4548/2018.

- Number of shares for which valid votes were cast: **27.832.130**
- Percentage on the represented share capital: **100%**
- Valid votes: **27.832.130**
- Voting and percentages of valid votes:
- For: **27.832.130 (100%)** Against: **0 (0.00%)** Blanks/Abstention: **0 (0.00%)**.

4. Election of Certified Auditors-Accountants for the audit of the financial statements, corporate and consolidated, of the financial year 1/1/2021–31/12/2021, and determination of their remuneration".

- Minimum Required Quorum: **20%** of the paid-up share capital of the Company.
- Achieved Quorum: **83,02%** of the paid-up share capital of the Company.

The General Meeting approves the election of the auditing firm "SOL S.A. CERTIFIED AUDITORS" and the auditing firm "Grant Thornton S.A.", for the joint audit of the Financial Statements of the Company and its Group, during the corporate year 1/1 / 2021–31 / 12/2021, as well as the determination of the remuneration of each Auditing Firm in accordance with its respective offer to the Board of Directors of the Company, which has been approved by the Audit Committee.

Also, the General Assembly approves the appointment of the Certified Auditors proposed by each auditing firm, as Regular and Substitute Certified Auditor.

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- Percentage on the represented share capital: **100%**
- Valid votes: **27.832.130**
- Voting and percentages of valid votes:
- For: **27.832.130 (100%)** Against: **0 (0.00%)** Blanks/Abstention: **0 (0.00%)**.

5. "Amendment of the Company's Remuneration Policy, in accordance with article 110 of Act No. 4548/2018".

- Minimum Required Quorum: **20%** of the paid-up share capital of the Company.
- Achieved Quorum: **83,02%** of the paid-up share capital of the Company.

The General Meeting approves the amendment of the Company's Remuneration Policy, according to Article 110 of Act No. 4548/2018, which draft is available on the Company's website (www.intrakat.com).

The revised Remuneration Policy shall remain valid for four years from the date of its approval by the General Meeting. In addition, the Board of Directors has been authorized to apply the Remuneration policy, while always taking into consideration the relevant recommendations of the Committee for Nominations and Remuneration.

- Number of shares for which valid votes were cast: **27.832.130**
- Percentage on the represented share capital: **100%**
- Valid votes: **27.832.130**
- Voting and percentages of valid votes:
- For: **27.545.948** (98,97%) Against: **286.182** (1,03%) Blanks/Abstention : 0 (0.00%).

6. "Discussion and voting on the salary report of article 112 of Act No. 4548/2018 for the year 2020".

- Minimum Required Quorum: **20%** of the paid-up share capital of the Company.
- Achieved Quorum: **83,02%** of the paid-up share capital of the Company.

The General Meeting accepted the Remuneration Report regarding the remuneration paid to members of the Board of Directors during the financial year 2020.

- Number of shares for which valid votes were cast: **27.832.130**
- Percentage on the represented share capital: **100%**
- Valid votes: **27.832.130**
- Voting and percentages of valid votes:
- For: **27.545.948** (98,97%) Against: **286.182** (1,03%) Blanks/Abstention : 0

(0.00%).

7. "Granting permission, according to article 98 par. 1 of Act No. 4548/2018, to the members of the Board of Directors, and the Directors of the Company to participate in the Board of Directors or the management of the Company's subsidiaries and affiliates".

- Minimum Required Quorum: **20%** of the paid-up share capital of the Company.
- Achieved Quorum: **83,02%** of the paid-up share capital of the Company.

The General Meeting grants permission, according to par. 1 of article 98 of Act No. 4548/2018, to the members of the Board of Directors, and to the management of the Company, to participate in the Board of Directors or in the management of the Company's subsidiaries and affiliates; and, therefore, to execute of transactions on behalf of the above subsidiaries and affiliated companies, which are in line with the scope of the Company.

- Number of shares for which valid votes were cast: **27.832.130**
- Percentage on the represented share capital: **100%**
- Valid votes: **27.832.130**
- Voting and percentages of valid votes:
- For: **27.832.130 (100%)** Against: **0 (0.00%)** Blanks/Abstention: **0 (0.00%)**.

8. "Approval of the Policy on the Suitability of the Members of the Board of Directors according to article 3 par. 3 of Act No. 4706/2020".

- Minimum Required Quorum: **20%** of the paid-up share capital of the Company.
- Achieved Quorum: **83,02%** of the paid-up share capital of the Company.

The General Meeting approves the Policy on the Suitability of the members of the Board of Directors of the Company, which was prepared in accordance with the provisions of article 3 of Act No. 4706/2020, was approved by resolution of the Board of Directors dated 23.6.2021, in accordance with article 3 par. 1 of Act No. 4706/2020, and has been made available to the shareholders at the time the invitation of the General Meeting was published. The content of the Suitability Policy is available on the

Company's website (www.intrakat.gr).

- Number of shares for which valid votes were cast: **27.832.130**
- Percentage on the represented share capital: **100%**
- Valid votes: **27.832.130**
- Voting and percentages of valid votes:
- For: **27.832.130 (100%)** Against: **0 (0.00%)** Blanks/Abstention: **0 (0.00%)**.

9. "Election of a new Board of Directors of the Company and appointment of its independent non-executive members".

- Minimum Required Quorum: 20% of the paid-up share capital of the Company.
- Achieved Quorum: **83,02%** of the paid-up share capital of the Company.

The General Meeting elects a new 9-member Board of Directors of the Company and appoints its independent members, in accordance with the provisions of article 3 of Act No. 3016/2002 and article 5 of Act No. 4706/2020, as follows:

- Sokratis Kokkalis, son of Petros,
- Dimitrios Koutras, son of Athanasios,
- Petros Souretis, son of Konstantinos,
- Dimitrios Theodoridis, son of Savvas,
- Dimitrios Pappas, son of Aristeidis,
- Dimitrios Klonis, son of Christos,
- Ioannis Tsoumas, son of Konstantinos, as Independent Non Executive Member of the BoD,
- Dionysia Xirokosta, daughter of Dimitrios, as Independent Non Executive Member of the BoD.
- Iliana Kyrtata, daughter of Ioannis, as Independent Non Executive Member of the BoD.

The new Board of Directors is elected for a five-year term, i.e. from 19.7.2021 until 18.7.2026, which is automatically extended until the expiration of the deadline within which the next Ordinary General Meeting must convene and until the relevant resolution is reached, but may not exceed six years.

The election of the independent non-executive members took place after it was verified that each of them meets the conditions of independence of article 4 par. 1 of

Act No. 3016/2002 and article 9 of Act No. 4706/2020.

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- Percentage on the represented share capital: **100%**
- Valid votes: **27.832.130**
- Voting and percentages of valid votes:
- For: **27.832.130 (100%)** Against: **0 (0.00%)** Blanks/Abstention: **0 (0.00%)**.

10. "Election of a new Audit Committee in accordance with article 44 of Act No. 4449/2017, as in force".

- Minimum Required Quorum: 20% of the paid-up share capital of the Company.
- Achieved Quorum: **83,02%** of the paid-up share capital of the Company.

The General Meeting decided to elect a new three-member Audit Committee in accordance with the provisions of article 44 of Act No. 4449/2017, as amended and in force, which will be a committee of the Board, consisting of two independent non-executive members of the Board, within the meaning of the provisions of article 4 of Act No. 3016/2002 and article 9 of Act No. 4706/2020, and one non-executive member of the Board. In addition, the General Meeting resolved that the term of the new Audit Committee coincides with the term of the Board of Directors of the Company, i.e. to be five years, automatically extended until the expiration of the deadline within which the next Ordinary General Meeting must convene and until taking the relevant decision, but not exceeding six years.

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- Percentage on the represented share capital: **100%**
- Valid votes: **27.832.130**
- Voting and percentages of valid votes:
- For: **27.832.130 (100%)** Against: **0 (0.00%)** Blanks/Abstention: **0 (0.00%)**.

11. "Decisions regarding the merger by absorption, by the societate anonime called "INTRACOM CONSTRUCTIONS SOCIETATE ANONYME TECHNICAL and

STEEL CONSTRUCTIONS" and the d.t. "INTRAKAT", of the societe anonyme called "GAIA ANEMOS SOCIETE ANONYME OF ENERGY AND TOURISTIC DEVELOPMENT" and the d.t. "GAIA ANEMOS SA", in accordance with the provisions of Act No. 4601/2019, Act No. 4548/2018 and Article 54 of Act No. 4172/2013 as well as the relevant provisions of the Athens Stock Exchange Regulation and in particular

a) submission and approval of the joint Draft Merger Agreement dated 11/6/2021,

b) submission and approval of the Report of the Board of Directors of the Company dated 11/6/2021, prepared based on article 9 of Act No. 4601/2019 and para. 4.1.3.13.3 of the Athens Stock Exchange Regulation,

c) submission and approval of the "Valuation report of article 17 of Act No, 4548/2018 and opinion on the reasonableness and fairness of the transaction in accordance with the provisions of article 10 of Act No. 4601/2019, as well as the article 4.1.3.13.3 of the Athens Stock Exchange Regulation in the context of a merger by absorption of GAIA ANEMOS SA from INTRACOM CONSTRUCTIONS SA" of the auditing firm "PKF Euroelengtiki SA Certified Public Accountants",

d) submission and approval of the Balance Sheet of GAIA ANEMOS S.A. dated 30.4.2021

e) increase of the share capital of the Company and amendment of article 5 ("Share Capital") of its Articles of Association,

f) approval of the decisions, declarations, announcements, proxies, legal acts and actions of the Board of Directors of the Company, its representations and the proxies that have been granted for the purposes of the merger until the date of this General Meeting, and

g) authorizing the execution of the Merger Agreement and the completion of the merger, as well as the regulation of procedural issues and technical details for the issuance and trade of the new shares of the Company that will result from the merger."

- **Minimum Required Quorum: 50%** of the paid-up share capital of the Company.

- Achieved Quorum: **83,02%** of the paid-up share capital of the Company.

The General meeting approves:

- **a)** The merger of the Company with the absorption of the societe anonyme called **"GAIA ANEMOS SOCIETE ANONYME OF ENERGY AND TOURISTIC DEVELOPMENT"** and with the distinctive title **"GAIA ANEMOS SA"** (hereinafter, the "Absorbed"), in accordance with the provisions of Act No. 4601/2019, Act No. 4548/2018 and Article 54 of Act No. 4172/2013 as well as the relevant provisions of the Athens Stock Exchange Regulation (hereinafter, the "Merger"), as well as the joint Draft Merger Agreement dated 11/6/2021, without any modification as it stands in relation to all its articles, including the exchange ratio (1 share of the Absorbed to 2,417 shares of the Company), and the preparation and signing of the Merger Agreement.
- **b)** The Report of the Board of Directors of the Company dated 11/6/2021, prepared based on article 9 of Act No. 4601/2019 and para. 4.1.3.13.3 of the Athens Stock Exchange Regulation, which has been registered with the G.C.R. on 11/6/2021 (KAK 2562354).
- **c)** The transformation accounting statement of the company "GAIA ANEMOS SA" dated 30 April 2021.
- **d)** The Valuation Report of article 17 of Act No, 4548/2018 and opinion on the reasonableness and fairness of the transaction in accordance with the provisions of article 10 of Act No. 4601/2019, as well as the article 4.1.3.13.3 of the Athens Stock Exchange Regulation in the context of a merger by absorption of GAIA ANEMOS SA by INTRACOM CONSTRUCTIONS SA" of the auditing firm "PKF Euroelengtiki SA Certified Public Accountants" ("PKF") which has been registered with the G.C.R. on 11/6/2021 (KAK 2562353).
- **e)** Also, the General Meeting decides the increase of the share capital of the Company as a result of the Merger, nominally in the amount of four million three hundred fifty thousand and six hundred Euros (€ 4,350,600.00), with the issue of fourteen million five hundred and two thousand (14,502,000) new common registered shares, with a nominal value of € 0.30 each, which will be granted to the shareholders of the Absorbed. The amount of twenty million three hundred forty-nine thousand and four hundred Euros (€ 20,349,400.00)

which consists of the difference between the value of the contributed assets and liabilities of the Absorbed company, as estimated by PKF, in accordance with the provisions of Article 17 of Act No. 4548/2018, will be credited to the Account "Share Premium Difference". The above new shares will be granted to the shareholders of the Absorbed, and the existing shareholders of the Company will maintain the current number of common registered shares they hold and

e) the amendment of article 5 ("Share Capital") of the Company's Articles of Association.

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- Percentage on the represented share capital: **100%**
- Valid votes: **27.832.130**
- Voting and percentages of valid votes:
- For: **27.832.130 (100%)** Against: **0 (0.00%)** Blanks/Abstention: **0 (0.00%)**.

12. "Amendment of the Company's Articles of Association, namely articles 1 and 3 regarding its name and scope".

- Minimum Required Quorum: **50%** of the paid-up share capital of the Company.
- Achieved Quorum: **83,02%** of the paid-up share capital of the Company.

The General Meeting Resolves :

(a) the change of the name of the Company:

for "INTRACOM CONSTRUCTIONS TECHNICAL AND STEEL CONSTRUCTION" to "**INTRAKAT SOCIETE ANONYME OF TECHNICAL AND ENERGY PROJECTS**" and the corresponding amendment of article 1 of its Articles of Association.

(b) the amendment of the Company's scope, on the one hand due to the complete spin-off of the steel construction sector and its contribution to the Company's subsidiary FRACASSO HELLAS, and, on the other hand, due to the expansion of the Company's activities in energy projects as well as the corresponding amendment of Article 3 of its Articles of Association.

- Number of shares for which valid votes were cast: **27.832.130**



- Percentage on the represented share capital: **100%**
- Valid votes: **27.832.130**
- Voting and percentages of valid votes:
- For: **27.832.130 (100%)** Against: **0 (0.00%)** Blanks/Abstention: **0 (0.00%)**.

13. "Miscellaneous Announcements".

The Management of the Company informed the attending Shareholders about the course of operations and the prospects of the Company.