

KLEEMANN HELLAS S.A.

MECHANICAL CONSTRUCTIONS SOCIETE ANONYME INDUSTRIAL TRADING COMPANY S.A.

Reg. No: 10920/06/B/86/40

**INVITATION
TO THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

According to the law, the article of the association of the Company and the decision of the Board of the Directors on the date of May 20th 2010, Friday, the shareholders of the company “KLEEMANN HELLAS S.A.” are invited to attend the Annual General Meeting on Tuesday, June 14th 2011 at 14:00, at the Head Offices of the Company in the Industrial Area of Kilkis, in order to decide on the following items of the agenda:

ITEMS OF THE AGENDA

1. Submission and approval of the Annual Financial Statements (Group and Company) of the fiscal period 2010 and the relevant Board of Directors and Auditor’s Report.
2. Release of the members of the Board of Directors and the Auditor from any liability for compensation associated with the performance of their duties during the 2010 Fiscal Period.
3. Ratification of the way that profits for the fiscal year of 2010, should be distributed, and approval of the dividend distribution to the shareholders.
4. Approval of the fees of the members of the Board of the Directors for the fiscal year of 2010, and prior approval of the fees for 2011.
5. Election of regular and substitute External Auditor for the fiscal year of 2011 and determination of its fees.
6. Changes and amendments of the Articles of Association of the Company (art. 16, 17, 18, 20, 22) in relation to the adjustment such to Codified Law 2190/1920 (following its amendment by law 3884/2010).
7. Other issues and announcements.

In addition, and in accordance with the above decision of the Board of Directors, if the quorum, as required by the Law and the Articles of Association in order to decide any of the items of the original daily agenda, is not obtained during the meeting of June 14th 2011, the General Meeting will convene again in a Repetitive Meeting on Tuesday June 21st 2011 at 14:00, in Industrial Area of Kilkis, at the headquarters of the Company.

A. RIGHT TO PARTICIPATE AND VOTE: Any person appearing as a shareholder (i.e. holder of ordinary registered shares of the Company) in the registry of the Dematerialized Securities System [formerly the Central Securities Depository] managed by Hellenic Exchanges S.A. (“HELEX”), in which the shares of the Company are recorded, is entitled to participate in the Ordinary General Meeting, as outlined below. Proof of shareholder status should be made by presenting relevant written certification from HELEX. Alternatively, proof of shareholder proof status can be made through direct electronic link-up of the Company with the records of the Dematerialized Securities System. Shareholder status should exist at the latest by June 09th 2011 (recording date) that is the fifth (5) day

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prior to the General Meeting, dated June 14th 2011, and the relevant written certification or the electronic verification of shareholder status must have been received by the Company by the 3rd day before the date of the General Meeting. For the Repeat General Meeting, the shareholder status should be existing at the start of the June 17th 2011 (the day of the Repeat General Meeting) or the fourth (4th) day prior to the date of the Repeat Ordinary General Meeting (the day of the Repeat General Meeting) and the relevant written certification or the electronic verification of shareholder status must have been received by the Company by the 3rd day prior to the date of the General Meeting. Only those who have shareholder status on the said Record Date shall be considered to be entitled to participate and vote in the General Meeting. Shareholders who do not comply with the provisions of article 28a of the Codified Law 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so. It is noted that in order to exercise the said rights (participation and voting), it is not necessary to block the shares or follow any other similar procedure that may restrict the ability to sell and transfer shares in the period between the Record Date and the date of the General Meeting.

B. MINORITY RIGHTS: **(a)** After the request of shareholders representing 1/20 of the paid-up share capital of the Company, the Company's Board of Directors is obliged to include additional items in the Agenda of the General Meeting, provided that the said request is communicated to the Board by May 30th 2011, i.e. at least fifteen (15) days prior to the General Meeting. The said request on additional items to the daily agenda should be accompanied by justification or a draft resolution to be approved by the General Meeting and on June 01st 2011, i.e. 13 days prior to the Ordinary General Meeting, the revised agenda should be disclosed in the same manner as the previous one, and at the same time made available to shareholders through the Company's website, along with the justification or draft resolution submitted by the shareholders, in accordance with the provisions of article 27.3 of the Law 2190/1920. **(b)** After the request of shareholders representing 1/20 of the paid-up share capital of the Company, the Board of Directors shall, in accordance with the provisions of article 27.3 of the Law 2190/1920, make available to shareholders by June 08th 2011 at the latest, i.e. at least six (6) days prior to the General Meeting, any draft resolutions on the items included in the initial or revised agenda, provided that the said request is communicated to the Board by June 07th 2011, i.e. at least seven (7) days prior to the General Meeting. **(c)** If any shareholder requests, and provided that the said request is filed with the Company by June 08th 2011, i.e. at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with the specific requested information regarding the affairs of the Company, insofar as such information is relevant to a proper assessment of the items on the daily agenda. The Board of Directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes. The Board of Directors may provide a single answer to shareholders' requests that are of similar content. The obligation to provide information does not apply in the event that such information is already available through the Company's website, particularly in the case of frequently asked questions. **(d)** After the request of shareholders representing one fifth (1/5) of the paid-up capital of the Company, and provided that the said request is given to the Company by June 08th 2011, i.e. at least five (5) full days prior to the General Meeting, the Board of Directors is obliged to provide the General Meeting with information on the course of the business affairs and financial status of the Company. The Board of Directors may decline to provide such information citing sufficient material grounds, and this should be recorded in the minutes. Relevant time schedules for exercising minority rights apply in the cases of Repeat Meetings. In all the aforesaid cases the shareholders making requests are required to prove their shareholder status as well as the number of shares they hold as at the time of exercising the relevant right. A certificate to this effect by the authorized Body or verification of shareholder status through direct electronic link-up between the records held by the Authorized Body and the Company may also serve as such proof.

C. PROCEDURE FOR VOTING BY PROXY: The shareholder may participate in the General Meeting and may vote either in person or by proxy. Each shareholder may appoint up to three (3) proxy holders. Legal entities may participate in the General Meeting by appointing up to three (3) natural persons as proxy holders. However, if the shareholder owns shares of the Company that are held in more than one Investor Securities Accounts, such limitation shall not prevent the shareholder from appointing, in respect of the General Meeting, separate proxy holders for the shares appearing in each Account. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Prior to the commencement of the General Meeting proceedings, the proxy holder must disclose to the Company any particular facts that may be of relevance for shareholders in assessing the risk that the proxy holder may pursue interests other than those of the shareholder. Within the meaning intended in this paragraph, a conflict of interest may arise in particular when the proxy holder: **(a)** is a controlling shareholder of the Company or is another entity controlled by such shareholder; **(b)** is a member of the board of directors or the broader management of the Company, or of a controlling shareholder or an entity controlled by such shareholder; **(c)** is an employee or an auditor of the Company, or a controlling shareholder or an entity controlled by such shareholder; **(d)** is a spouse or close relative (1st degree) of a natural person referred to in (a) to (c) hereinabove. The appointment and revocation of appointment of a proxy holder shall be made in writing and shall be notified to the Company in writing at least three (3) days prior to the date of the General Meeting. The Company has made available the form to be used for appointing a proxy holder on its website (www.kleemann.gr). The said form, filled in and signed by the shareholder, must be filed with the Company's Headquarters (Industrial Area of Kilkis, P.O. 61100, Stavrochori, Kilkis, Greece) at least three (3) days before the date of the General Meeting. Shareholders should confirm that the appointment-of-proxy form has been successfully received by the Company by calling +30 23410 38100.

D. AVAILABLE DOCUMENTS AND INFORMATION: Hard copies of the full text of the draft resolutions and any documents specified under article 27.3 (c) and (d) of the Law 2190/1920, will be available on the website (www.kleemann.gr) and can be obtained from the Company's Headquarters (Industrial Area of Kilkis, P.O. 61100, Stavrochori, Kilkis, Greece).

E. AVAILABLE INFORMATION: The information required under article 27.3 of the Law 2190/1920, will be available in electronic form on the website of the Company www.kleemann.gr

INDUSTRIAL AREA OF KILKIS, MAY 20th 2011

THE BOARD OF DIRECTORS