

**VIOHALCO-HELLENIC COPPER AND
ALUMINIUM INDUSTRY SA**
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**REPORT OF THE BOARD OF DIRECTORS OF THE SOCIETE ANONYME VIOHALCO-HELLENIC
COPPER AND ALUMINIUM INDUSTRY SA TO THE GENERAL ASSEMBLY OF ITS
SHAREHOLDERS IN ACCORDANCE WITH ARTICLE 5 OF LAW 3777/2009 PREPARED IN
RELATION TO A CROSS-BORDER MERGER BY ABSORPTION**

1. PRELIMINARY STATEMENTS

The board of directors (the *Board*) of Viohalco-Hellenic Copper and Aluminium Industry SA (**Viohalco Hellenic**) prepared this special report (the *Report*) in light of a proposed transaction (the *Transaction*) whereby it is contemplated that:

- (i) Viohalco-Hellenic Copper and Aluminium Industry SA will be absorbed by way of a cross-border merger (the *Cross-Border Merger*) by VIOHALCO SA (**Viohalco**), a limited liability company (*société anonyme / naamloze vennootschap*) incorporated under Belgian law with registered office at avenue Marnix 30, 1000 Brussels and registered in the Crossroads Bank for Enterprises under number 534.941.439 RPM (Brussels) on the one hand, and
- (ii) Viohalco will absorb by way of a domestic merger (the *Domestic Merger*), Compagnie Financière et de Développement SA, a limited liability company (*société anonyme / naamloze vennootschap*) incorporated under Belgian law with registered office at avenue Marnix 30, 1000 Brussels and registered in the Crossroads Bank for Enterprises under number 416.051.707 RPM (Brussels) (**Cofidin**), on the other hand.

Viohalco Hellenic is the parent holding company of a group of companies engaged in the sectors of steel, copper and aluminium production, processing and trade. Viohalco Hellenic is listed on the Athens stock exchange. Cofidin is a company that concentrates in investing in securities and financial instruments. Its main investments consist in participations in Viohalco Hellenic and certain of Viohalco Hellenic's subsidiaries.

This Report relates to the Cross-Border Merger and has been prepared pursuant to article 5 of law 3777/2009.

The Cross-Border Merger has been presented in the common draft terms of the cross-border merger dated 16 September 2013 as prepared by the respective boards of directors of Viohalco Hellenic and Viohalco and attached to this Report as Schedule 1.

The Cross-Border Merger will take place on the basis of the interim financial statements as at 30 June 2013 of Viohalco Hellenic and Viohalco, which are attached hereto as Schedule 2.

2. REPORT BY THE COMMON EXPERT

As permitted by the applicable Greek and Belgian legislations, Viohalco Hellenic and Viohalco have elected to seek the appointment of a common expert to provide the report required by article 6 of the Greek Law 3777/2009 and article 772/9, §1 of the Belgian Companies Code (BCC) and for each of the merging companies.

To that end, they have applied to have the Belgian audit firm Luc Callaert BVBA, Réviseur d'entreprises appointed by the President of the Tribunal of Commerce of Brussels in accordance with article 772/9, §2 of the BCC and article 6 of the Greek Law 3777/2009. This appointment was granted pursuant to an ordinance of the President of the Tribunal of Commerce of Brussels dated 31 July 2013. The board of directors of Viohalco Hellenic and Viohalco approved the preparatory actions for the designation of Luc Callaert BVBA, Réviseur d'entreprises as common expert on, respectively, 13 and 16 September 2013.

On 17 September 2013, Luc Callaert BVBA, Réviseur d'entreprises rendered its report on the Merger Terms as required by article 6 of the Greek Law 3777/2009 and article 772/9, §1 of the BCC. The conclusions of such report read as follows:

“As conclusion of our work performed in accordance with the standards of the Belgian Institute of Company Auditors and described above in our report, we hereby certify that:

In our opinion:

- the exchange ratio between the shares of the absorbed company and the shares of the absorbing company is fair and reasonable;
- the valuation methods followed and the relative weight given to the different methods are appropriate for the proposed merger;
- the valuation of VIOHALCO Hellenic amounting to EUR 1,095,112,760 and the valuation of VIOHALCO SA amounting to EUR 59,647 are appropriate and correspond to the number and the value of the shares that will be issued;
- no difficulties have arisen with respect to the valuation.
- the common draft terms that will be filled, contain the information required by law. The information shown in these common draft terms is correct and corresponds to reality.
- We are not aware of any event occurring after the date on which the common draft terms are approved, that may have an influence on the exchange ratio.”

3. LEGAL AND ECONOMIC ASPECTS OF THE CROSS-BORDER MERGER

3.1 Desirability of the Transaction

The Board acknowledges that the Cross-Border Merger and the Domestic Merger must be considered together in order to provide a complete view of the Transaction of which they are part. Shareholders are therefore invited to read this Report together with the report of the Board of Directors of Viohalco relating to the Domestic Merger.

The rationale of the Transaction is based upon two main considerations:

- the listing of the parent holding company of the Viohalco Hellenic group on Euronext Brussels; and
- the reinforcement of the capital structure of the parent holding company.

The Board believes that the listing of Viohalco and the subsequent absorption of Viohalco Hellenic and Cofidin will be beneficial for several reasons. Among these reasons, the most significant is that the Athens Exchange (*Athex*) is a market with significantly less depth than mature European and global stock exchange markets. Due to the ongoing economic crisis in Greece, the volume of transactions on securities of companies listed on Athex is generally low and therefore such companies' securities might be perceived to be riskier than they actually are. Additionally, Athex was recently downgraded in the Morgan Stanley Capital International index to the status of emerging market. Aside from macroeconomic considerations, sales of Viohalco

group in Europe outside of Greece represented 70% of the consolidated sales of Viohalco group in 2012 compared to only 14% in Greece.

For the aforementioned reasons, the Board believes that the contemplated Transaction will make the Viohalco group more visible to international capital markets and investors, will improve its image as an investment choice, and will expand opportunities to access various forms of financing.

In addition, the absorption of Cofidin by Viohalco will reinforce the capital structure of Viohalco as Cofidin holds significant assets, including cash, and will increase Viohalco's share participation in a number of its subsidiaries in which both Viohalco Hellenic and Cofidin hold participations.

Once the Transaction will be effective, Viohalco will be the parent of a group of companies engaged in the sectors of steel, copper and aluminium production, processing and trade. The reorganisation will improve the prospects of the Viohalco group and will be instrumental for the effective implementation of the medium and long term investment plans of the Greek industrial subsidiaries of the group.

3.2 Terms of the Cross-Border Merger

3.2.1 Consequences of the Cross-Border Merger

The Cross-Border Merger constitutes a cross-border merger by absorption and shall be implemented pursuant to the provisions of law 3777/2009 in conjunction with provisions of Codified Law law 2190/1920 and article 772/1 and following of the BCC, whereby all assets and liabilities of Viohalco Hellenic will be transferred to Viohalco, following the dissolution without liquidation of Viohalco Hellenic.

Viohalco has incorporated a Greek branch under the trade name "Erasmus International SA Greek Branch", with registered seat at 2-4 Mesogeion Ave, 11527 Athens, Greece, registered in the General Commercial Registry (G.E.M.I.) of the Athens Chamber of Commerce and Industry under number 126701201001 (the **Greek Branch**). Further to the change of the name of the absorbing company from "Erasmus International SA" to "Viohalco SA", the Greek Branch shall be renamed "Viohalco SA Greek Branch" prior to the date of the Cross-Border Merger. Following the Cross-Border Merger, Viohalco will continue the business of Viohalco Hellenic without changes, except that all assets (including all shareholdings held by Viohalco Hellenic) and liabilities of Viohalco Hellenic will be held by the Greek Branch.

3.2.2 Exchange ratio and stock split

In order to facilitate the transaction for the benefit of the shareholders of Viohalco Hellenic in the context of the Cross Border Merger, it is proposed that one share of Viohalco be issued in exchange for one share in Viohalco Hellenic, without any additional cash compensation so that the shareholders of Viohalco Hellenic will exchange one share in Viohalco Hellenic for one share issued by the Viohalco as a result of the capital increase that will happen in this context. By issuing one share of Viohalco for each share of Viohalco Hellenic, the existing shareholders of Viohalco would suffer an economic loss since each currently outstanding share of Viohalco has a higher value than each outstanding share of Viohalco Hellenic. In order to avoid such a consequence, the existing share capital of Viohalco will be redenominated through a stock split prior to the respective shareholders' meeting of Viohalco and Viohalco Hellenic deciding on the Cross-Border Merger. Such stock split will be computed on the basis of the relative values of Viohalco and Viohalco Hellenic as described in section 3.5 below and, accordingly, lead to a split by a factor of 17,66611873.

3.2.3 Capital increase and number of shares of Viohalco after the Cross Border Merger

The Cross-Border Merger will result in a capital increase of Viohalco by an amount of EUR 59.842.227,30 so as to increase the capital from its current amount of EUR 61.500 to EUR 59.903.727,30 through the issue of 199.474.091 new shares to the shareholders of Viohalco Hellenic so as to bring the total number of shares in Viohalco to 199.484.956 shares, in accordance with the exchange ratio (the *New Shares*).

Since Viohalco Hellenic will own 7.031 shares in Viohalco after the stock split mentioned in sections 3.2.2 and 3.5.1 (ii) (corresponding to the 398 shares it currently owns in Viohalco), Viohalco will acquire 7.031 of its own shares as a result of the Cross-Border Merger. In accordance with article 623 of the BCC, a non distributable reserve will be created up to an amount equal to the value of the Viohalco shares acquired by Viohalco as a result of the Cross-Border Merger (i.e. EUR 39.800) by way of deduction from the reserves and carried-forward profits. It will be proposed to the shareholders' meeting of Viohalco to proceed to the immediate cancellation of such own shares and to impute such cancellation on the non-distributable reserve that has been created.

Taking into account (i) the stock split described in sections 3.2.2 and 3.5.1 (ii), (ii) the issue of the New Shares and (iii) the cancellation of the Viohalco shares acquired by Viohalco as a result of the Cross-Border Merger, the share capital of Viohalco after the Cross-Border Merger will amount to EUR 59.903.727,30 divided in 199.477.925 shares without nominal value.

Further details on the calculation of the exchange ratio applicable to the Cross-Border Merger are set out in section 3.5 below.

For the remaining terms of the Cross-Border Merger, the Board refers to the common draft terms of the cross-border merger attached to this Report as Schedule 1.

3.3 Procedural mechanics of the Cross-Border Merger

The Cross-Border Merger is being implemented in accordance with the provisions of law 3777/2009 in conjunction with the provisions of Codified Law 2190/1920 and article 772/1 and following of the BCC. The shareholders' meeting of Viohalco Hellenic is scheduled to take place on or around 12 November 2013 in order to vote on the Cross-Border Merger. The following are required for the approval of the common draft terms of the cross-border merger by the General Assembly of the shareholders of Viohalco Hellenic:

- (i) the shareholders present at the meeting must represent at least 2/3 of the Viohalco Hellenic's share capital, pursuant to article 33§3 of its Articles of Association; and
- (ii) the approval of the Viohalco Hellenic's shareholders' meeting by a majority of 75% of the votes cast, pursuant to article 34§2 of its Articles of Association

In order to be completed, the Cross-Border Merger will also need to be approved by the shareholders' meeting of Viohalco.

The Cross-Border Merger will take effect on the date on which the designated notary in Belgium competent to scrutinise the legality of the Cross-Border Merger (i) shall have received from the Greek Ministry of Development and Competitiveness the certificate provided in article 9 of law 3777/2009, which will conclusively attest the proper completion of the relevant pre-merger acts and formalities, and (ii) further to receipt of such pre-merger certificate, shall have certified that the Cross-Border Merger is completed.

3.4 Consequences of the Cross-Border Merger

3.4.1 Legal consequences

From the date the Cross-Border Merger is completed, the legal consequences as set out in article 12 of law 3777/2009 and article 772/3 of the BCC will apply. Upon Viohalco Hellenic being dissolved and without going into liquidation, all of Viohalco Hellenic's assets and liabilities as a whole with all of its rights and obligations will transfer to Viohalco. Viohalco will automatically substitute Viohalco Hellenic in all its rights and obligations. As a consequence of the Cross-Border Merger, Viohalco Hellenic will cease to exist.

In accordance with the common draft terms of the cross-border merger, all acts and transactions of Viohalco Hellenic shall be deemed for accounting purposes to have been effected by and for the account of Viohalco as from 1 July 2013.

Concomitantly to the Cross-Border Merger becoming effective, Viohalco shall allocate all assets received from Viohalco Hellenic to its Greek Branch.

3.4.2 Consequences of the Cross-Border Merger for the shareholders

As a result of the Cross-Border Merger, shareholders of Viohalco Hellenic will become shareholders of Viohalco. The New Shares will be issued to the former shareholders of Viohalco Hellenic in dematerialised form to the securities accounts of the former shareholders of Viohalco Hellenic via Euroclear Belgium, the Belgian central securities depository. Such issuance will take place as follows:

- (a) absent the filing of the form set out in paragraph (b) below, delivery of the New Shares will take place in Viohalco Hellenic's shareholders existing dematerialised securities system (**DSS**) accounts. Shareholders who wish to open a DSS account can appoint one or more Athex's members or custodian banks as authorized operators (the **DSS operators**) of their DSS account. All New Shares issued to Viohalco Hellenic's shareholders held in book-entry form through DSS are recorded in the DSS and all relevant transfers settled through DSS are monitored through the Investors Shares and Securities Accounts kept in DSS. Hellenic Exchanges S.A. (**Helex**), as the administrator of DSS, will (directly or indirectly) maintain a position of such shares in a securities account with Euroclear Belgium which corresponds to the aggregate number of such shares held in book-entry form through DSS. In case any shares of Viohalco Hellenic are subject to any encumbrances, delivery of the New Shares in exchange of such shares will only be made through Helex and New Shares issued by Viohalco to Viohalco Hellenic's shareholders will be subject to the same encumbrances. Encumbrance of a share means any right *in rem* over such share other than ownership, including but not limited to any usufruct, pledge, financial collateral or other security interest, and any attachment, order, judgment, act of judicial or administrative authority or other legal act of whatever nature restricting the exercise of the rights of the holder of such share and/or the ability of such holder to transfer or otherwise dispose of such share; and
- (b) shareholders of Viohalco Hellenic may opt to take delivery of the New Shares through ING Belgium SA/NV (**ING**). In order to do so, such shareholders are required to open a securities account with ING. In addition, such shareholders are required to fill in and sign the form available on Viohalco's website in due course and to send such to the investor relations department of Viohalco at the latest by the date that will be communicated by Viohalco Hellenic. Forms which are received after such date, which are not fully filled in or contain errors, shall not be processed. Any forms pertaining to the delivery of any shares subject to encumbrances through ING shall not be processed. Encumbrance of a share means any right *in rem* over such share other than ownership,

including but not limited to any usufruct, pledge, financial collateral or other security interest, and any attachment, order, judgment, act of judicial or administrative authority or other legal act of whatever nature restricting the exercise of the rights of the holder of such share and/or the ability of such holder to transfer or otherwise dispose of such share.

The above description on the issuance and distribution of the New Shares to the former shareholders of Viohalco Hellenic may be further refined or amended based on the finalisation of the practical implementation of the Cross-Border Merger. Viohalco and Viohalco Hellenic will make available any relevant additional information on their website in due course.

The former shareholders of Viohalco Hellenic will be entitled to participate in the profits of Viohalco for each financial year, including the year ending on 31 December 2013.

3.4.3 Consequences of the Cross-Border Merger for the employees

The Cross-Border Merger will have no adverse effect on employment for the employees of Viohalco Hellenic and Viohalco. Viohalco Hellenic currently employs two employees, who will be transferred to Viohalco. Such employees will be assigned to the Greek Branch, with all their rights and on the same employment terms.

3.4.4 Consequences of the Cross-Border Merger for the creditors

Upon the Cross-Border Merger taking effect, the creditors of Viohalco Hellenic will, as a result of the universal transfer of title, become direct creditors of Viohalco, but any intragroup debt outstanding between Viohalco, on the one hand, and Viohalco Hellenic, on the other hand, will cease to exist with effect from completion of the Cross-Border Merger.

Under Greek law and in accordance with article 8 of the Greek Law 3777/2009 and article 70 of the Greek Law 2190/1920, the creditors of Viohalco Hellenic, whose claims existed prior to the publication of the common draft terms of the cross-border merger and are still outstanding, can claim adequate security within 20 days from the publication of the common draft terms of the cross-border merger in a daily financial newspaper pursuant to article 70, §1 of the Greek Law 2190/1920, provided that the financial condition of Viohalco Hellenic renders necessary the granting of such security and that no such adequate security has already been obtained by the creditors. Any dispute arising in connection with the above shall be resolved by the competent Court of First Instance of the registered seat of Viohalco Hellenic pursuant to the procedure of summary proceedings following a petition filed by the interested creditor. The application must be filed within 30 days from the publication of the common draft terms of the cross-border merger in a daily financial newspaper pursuant to article 70, §1 of the Greek Law 2190/1920.

Pursuant to article 684 of the BCC, creditors of Viohalco and creditors of Viohalco Hellenic can request additional security in relation to outstanding claims that existed prior to the publication in the Annexes to the Belgian State Gazette of the deed establishing completion of the Cross-Border Merger within two months from such publication. Viohalco, to which a claim will have been transferred and, as the case may be, Viohalco Hellenic, can each set aside the request by settling the claim at its fair value after deduction of a discount. In the absence of an agreement or if the creditors remain unpaid, the request is referred to the president of the commercial court in the judicial district of the debtor's registered office who will determine if a security is to be provided and the time limit within which such security must be set as the case may be. If the security is not provided within the set timeframe, the claim shall immediately become due and payable.

3.4.5 Consequences of the Cross-Border Merger for the real estate rights

All real estate rights owned by Viohalco Hellenic will be transferred to Viohalco as a result of the Cross-Border Merger. Such transfer will be enforceable towards third parties upon completion of the formalities required for the transmission of such rights.

3.4.6 Consequences of the Cross-Border Merger for intellectual and industrial property rights

Viohalco Hellenic holds the following trademarks: VIOHALCO (trademark number 195957), BIOXAAKO (trademark number 195956), and RIVERWEST (trademark number 210316). Such trademarks will be transferred to Viohalco. Such transfer will be enforceable towards third parties upon completion of the formalities required for the transmission of such rights.

3.3 Methods used to determine the exchange ratio of the shares, the importance of these methods, the valuation derived from these methods, the difficulties that arose and the proposed exchange ratio

3.5.1 Share capital of the companies that are part of the Cross-Border Merger

(i) Viohalco Hellenic

Viohalco Hellenic's share capital amounts to EUR 59.842.227,30, divided into 199.474.091 shares with a nominal value of EUR 0,30 each. The shares are issued in the form of common bearer shares. All the shares are freely transferable and fully paid up. Viohalco Hellenic has only one class of shares.

(ii) Viohalco

The share capital of Viohalco amounts to EUR 61.500, divided into 615 shares without nominal value. The shares outstanding prior to the Cross-Border Merger are issued in registered form. All the shares are freely transferable and fully paid up. Viohalco has only one class of shares.

The board of directors of Viohalco will submit to the extraordinary shareholders' meeting of Viohalco to be held prior to 31 October 2013 (and, in any event, prior to the shareholders meeting that will approve the Cross-Border Merger) a proposal to proceed to a split of Viohalco's shares by a factor of 17,66611873, as a result of which the number of outstanding shares of Viohalco shall be increased from 615 to 10.865 (after rounding up to the immediately higher round number) with effect prior to the Cross Border Merger.

Viohalco Hellenic owns 398 of the 615 outstanding shares of Viohalco, which will be split in 7.031 shares as a result of the stock split.

3.5.2 Methods used for the valuation of the companies and the determination of the exchange ratio

(i) Viohalco

The value of Viohalco has been determined based on its net asset value (i.e. EUR 59.647 as at 30 June 2013). Since the only asset of Viohalco consist in its capital on incorporation minus incorporation costs, its value is minimal as compared to the value of Viohalco Hellenic.

(ii) Viohalco Hellenic

Since Viohalco Hellenic is a listed company, the valuation of Viohalco Hellenic has been determined based on (a) the estimated value taking into consideration the discounted cash flows

approach (the *DCF Method*), which is the primary method that has been used for the three main group of companies, i.e. Elval, Halcor and Sidenor and the adjusted net asset value method (the *Adjusted Net Asset Value Method*), which has been used for the valuation of less significant companies, and (b) a market value estimate following the stock market analysis method applied on based on Viohalco Hellenic’s stock price (the *Stock Market Analysis Method*).

In the view of the Board, the most accurate and relevant valuation methodology for Viohalco Hellenic is the DCF Method which values the intrinsic value of the company as the sum of the present value of the future cash flows generated from the business plan projections and the terminal value. It should be noted that, for the less significant subsidiaries of Viohalco Hellenic, the Net Asset Value Method is proposed to be implemented after making proper adjustments (where necessary).

The Stock Market Analysis Method is based on the analysis of the historical trading prices of a company on the respective stock exchanges on which its shares are traded prior to the valuation date. In the case of Viohalco Hellenic, the combination of the DCF Method and the Stock Market Analysis Method allows to take into consideration and factor the impact on the share prices of the Greek sovereign crisis and increase of the perceived Greek country risk which impact the valuation of Viohalco Hellenic and its subsidiaries.

The results of these two methods have been weighted in the proportion of 60% for the DCF Method / Adjusted Net Asset Value Method and 40% for the Stock Market Analysis Method, to arrive to the final valuation of Viohalco Hellenic. The Board decided to apply a lower weight on the method based on the stock price due to the fact that the shares of Viohalco Hellenic have been very volatile over the last years.

The following paragraphs provide a description of these two methods.

- Valuation of Viohalco Hellenic following the DCF Method / Adjusted Net Asset Value Method

As a holding company, Viohalco Hellenic strives to hold and develop a set of assets, focusing on a limited number of first-tier participations interests. As a result, the estimated value constitutes an essential criterion to assess the performance and return for shareholders.

The estimated value will result from the application of the DCF Method mainly for the three major groups of companies. Based on the DCF approach, the value of each company’s shares is estimated through its future cash flows which are calculated according to the business plan of each company. Cash-flows are discounted using each company’s Weighted Average Cost of Capital (WACC), which reflects each company’s financial structure and the risk related to the sector in which it operates, after adjusting for net debt. For any other assets including non operational assets (for example, real estate assets), the estimated value will result from the application of the adjusted net asset value valuation methodology or will follow valuations made by qualified real estate appraisers.

The contribution to the value of Viohalco Hellenic of each of its participating interests in certain groups of companies and assets based on the DCF Method and, where appropriate, the Adjusted Net Asset Value Method is summarized below.

Assets	Value of participation (EUR)
Elval Group	490.228.206
Sidenor Group	306.066.223

Halcor Group	155.458.869
Noval	81.434.870
Other assets – Operational ⁽¹⁾	118.740.825
Other assets - Non Operational	98.773.558
Estimated value of Viohalco Hellenic	1.250.702.551
Number of shares	199.474.091

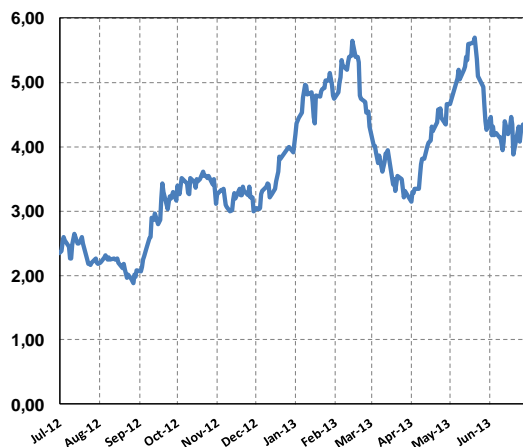
(1) This includes the value of Alcomet, Diatour and the other operational assets.

Based on the outcomes of valuations as described above, the value of Viohalco Hellenic would amount to EUR 1.250.702.551 or EUR 6,27 per share as at 30 June 2013.

- Valuation of Viohalco Hellenic following the Stock Market Analysis Method

For the purpose of calculating the average stock market price of Viohalco Hellenic and determining a range of market values, the Board has used the volume weighted averages per trading days of the last one, three and six months. Over the last six months leading to 30 June 2013, the market price of Viohalco Hellenic's stock reached the minimum value of EUR 3,14 (on 2 April 2013) and the maximum value of EUR 5,70 (on 22 May 2013).

Based on the analysis of the share price evolution over the last six months, the range of applicable market prices is between EUR 4,18 and EUR 4,41 with a central price of EUR 4,32.



Spot price 28.06.2013: €4,34
Minimum value: €3,14 2/4/2013
Maximum value: €5,70 22/5/2013

Volume weighted average price

1-month €4,18
3-month €4,38
6-month €4,41

Range of market prices: €4,18 - €4,41

Central price: €4,32

Taking into account the Stock Market Analysis Method, the value of Viohalco Hellenic would amount to EUR 861.728.073 by multiplying the central share value of EUR 4,32 by the total number of 199.474.091 shares.

- Resulting valuation of Viohalco Hellenic

As shown in the following tables, based on the combination of the outcomes of the two methods outlined above, the value of Viohalco Hellenic amounts to EUR 1.095.112.760 or EUR 5,49 per share.

Valuation method	Estimated value (€)	Weight	Weighted value (€)
DCF / ANAVM	1.250.702.551	60%	750.421.531

Stock Market Analysis	861.728.073	40%	344.691.229
Total		100%	1.095.112.760

Valuation method	Estimated share value (€)	Weight	Weighted share value (€)
DCF / ANAVM	6,27	60%	3,76
Stock Market Analysis	4,32	40%	1,73
Total		100%	5,49

“ANAVM”: Adjusted Net Asset Value Method

(i) Methods that were not selected

The following methods were not selected for the purpose of determining the value of Viohalco Hellenic and the exchange ratio of the Cross-Border Merger: (i) the method based on listing comparables multiples and (ii) the method based on transactions multiples. These methods were not considered as relevant to the purpose of the Cross-Border Merger for a number of reasons including the following:

- it is quite difficult to construct a representative and adequate benchmark set of comparable peers in terms of size, markets, product range and countries of operations; and
- these methods fail to take into consideration the impact of the sovereign crisis and the high cost of equity of the Greek economy.

3.5.3 Difficulties that arose in determining the value of the merging companies and the exchange ratio

No particular difficulty arose for the determination by the Board of the valuation of the merging companies and the exchange ratio.

3.5.4 Valuation of Viohalco Hellenic and Viohalco, exchange ratio and stock split

On the basis of the valuation methods described above, the respective values of Viohalco and Viohalco Hellenic as at 30 June 2013 are set for the purpose of the Cross Border Merger by the respective boards of directors at the following levels:

- the value of Viohalco is set at EUR 59,647; and
- the value of Viohalco Hellenic is set at EUR 1,095,112,760.

The relative values of Viohalco and Viohalco Hellenic compared to the total value of Viohalco after the Cross-Border Merger are as follows: 0.00544635709% for Viohalco (i.e., 59,647/1,095,172,407) and 99.99455364291% for Viohalco Hellenic (i.e. 1,095,112,760/1,095,172,407). In order to facilitate the transaction for the benefit of the shareholders of Viohalco Hellenic in the context of the Cross Border Merger, it is proposed that one share of Viohalco be issued in exchange for one share in Viohalco Hellenic, without any additional cash compensation. Based on the above valuation, each share in Viohalco Hellenic has been valued at EUR 5.49, which value per share results from the total valuation of Viohalco Hellenic set at EUR 1,095,112,760 divided by the total number of shares of Viohalco Hellenic outstanding prior to the Cross-Border Merger (i.e. 199, 474,091).

By issuing one share of Viohalco for each share of Viohalco Hellenic, the existing shareholders of Viohalco would suffer an economic loss since each currently outstanding share of Viohalco has a higher value than each outstanding share of Viohalco Hellenic. Indeed, prior to the Cross-Border Merger, each share of Viohalco had a value per share of EUR 96,9869918699, which value per share results from the total valuation of Viohalco set at EUR 59.647 divided by the total number of shares of Viohalco outstanding prior to the Cross-Border Merger (i.e. 615). To avoid such a consequence, the existing share capital of Viohalco will be redenominated through a stock split prior to the respective shareholders' meeting of Viohalco and Viohalco Hellenic deciding on the Cross-Border Merger. Such stock split will be based on a factor of 17,66611873 which stems from the division of the value per share of Viohalco set at EUR 96,9869918699 by the value per Viohalco Hellenic share set at EUR 5,49. It will result in the total number of outstanding shares in Viohalco being increased from 615 to 10.865 shares (after rounding up to the immediately higher round number), prior to the Cross Border Merger.

4. RIGHT TO REVIEW THIS REPORT

In accordance with article 5§2 of law 3777/2009, the shareholders and the employees of Viohalco Hellenic have the right to review this Report at its registered office, at least one month before the date of the extraordinary shareholders' meeting deciding on the Cross-Border Merger.

Athens, 18 September 2013

THE BOARD OF DIRECTORS

Schedules:

1. Common draft terms of the Cross-Border Merger
2. (a) Interim financial statements of Viohalco Hellenic as at 30 June 2013
(b) Interim financial statements of Viohalco as at 30 June 2013

SCHEDULE 1

COMMON DRAFT TERMS OF CROSS-BORDER MERGER

VIOHALCO SA

Avenue Marnix 30
1000 Brussels (Belgium)
534.941.439 RPM (Brussels)

VIOHALCO-HELLENIC COPPER AND ALUMINIUM INDUSTRY SA

2-4 Mesogeion Ave.
11527 Athens (Greece)
231201000 G.E.M.I.

COMMON DRAFT TERMS OF CROSS-BORDER MERGER

1. CONTEXT

These common draft terms of cross-border merger (the *Merger Terms*) have been prepared jointly by the board of directors of Viohalco SA and the board of directors of Viohalco-Hellenic Copper and Aluminium Industry SA in accordance with article 772/6 of the Belgian Companies Code (the *BCC*) and the Greek Law 3777/2009 in conjunction with articles 68, §2 and 69 to 77a of the Greek Codified Law 2190/1920.¹

These Merger Terms are made in the context of a larger transaction (the *Transaction*) whereby it is contemplated that Viohalco SA, a limited liability company (*société anonyme / naamloze vennootschap*) incorporated under Belgian law (hereinafter referred to as *Viohalco* or the *Absorbing Company*) will absorb:

- (i) Viohalco-Hellenic Copper and Aluminium Industry SA, a limited liability company by shares (*Ανώνυμος Εταιρία*) incorporated under Greek law, with registered office at 2-4 Mesogeion Ave., 11527 Athens, Greece and registered in the General Commercial Registry (G.E.M.I.) under number 231201000 (hereinafter referred to as *Viohalco Hellenic* or the *Absorbed Company*), by way of a cross-border merger (the *Cross-Border Merger*), on the one hand; and
- (ii) Compagnie Financière et de Développement Industriel SA, in abbreviated form Cofidin SA, a limited liability company (*société anonyme / naamloze vennootschap*) incorporated under Belgian law with registered office at avenue Marnix 30, 1000 Brussels and registered in the Crossroads Bank for Enterprises under number 416.051.707 RPM (Brussels) (*Cofidin*), by way of a domestic merger (the *Domestic Merger*), on the other hand.

Viohalco Hellenic is the parent holding company of a group of companies engaged in the sectors of steel, copper and aluminium production, processing and trade. Viohalco Hellenic is listed on the Athens stock exchange. Cofidin is a company that concentrates in investing in securities and financial instruments. Its main investments consist in participations in Viohalco Hellenic and certain of Viohalco Hellenic's subsidiaries.

¹ The Belgian and Greek legislations relating to cross-border mergers implemented the Directive 2005/56/EC of 26 October 2005 on cross-border mergers.

These Merger Terms set out the terms and conditions of the contemplated Cross-Border Merger. Please refer to the common draft terms of domestic merger attached as Schedule 1 to these Merger Terms for more information on the Domestic Merger which is part of the Transaction.

2. PROCEDURE AND EFFECTIVE DATE

These Merger Terms will be submitted to the respective shareholders' meetings of the Absorbing Company and the Absorbed Company (together, the *Merging Companies*) for their approval pursuant to article 772/11 of the BCC, article 7 of the Greek Law 3777/2009 in conjunction with article 72 of the Greek Codified Law 2190/1920, and the respective provisions of the articles of association of the Merging Companies.

The boards of directors of the Absorbing Company and the Absorbed Company shall provide all information which is required pursuant to applicable legal and statutory provisions and do all that is necessary to complete the Cross-Border Merger in accordance with the conditions and terms of these Merger Terms.

The Cross-Border Merger will take effect on the date on which the designated notary in Belgium competent to scrutinise the legality of the Cross-Border Merger (i) shall have received from the Greek Ministry of Development and Competitiveness the certificate conclusively attesting the proper completion of the relevant pre-merger acts and formalities under Greek law (the *Pre-Merger Certificate*), and (ii) further to the receipt of such Pre-Merger Certificate, shall have certified that the Cross-Border Merger is completed.

In accordance with article 772/7 of the BCC, these Merger Terms will be filed with the registry of the Commercial Court of Brussels and published in the Annexes to the Belgian State Gazette at least six weeks before a decision on the proposed Cross-Border Merger can be taken at the respective shareholders' meetings of the Absorbing Company and the Absorbed Company. In accordance with article 4 of the Greek Law 3777/2009, the Merger Terms will be filed with the General Commercial Registry (G.E.M.I.) of the Ministry of Development and Competitiveness in Greece at least one month before a decision on the proposed Cross-Border Merger can be taken at the shareholders' meeting of the Absorbed Company and such filing will be published in the Greek Government Gazette in accordance with Greek law. These Merger Terms shall also be made available in due course on the websites of Viohalco and Viohalco Hellenic.

3. EFFECT OF THE CROSS-BORDER MERGER

As a result of the Cross-Border Merger, the Absorbing Company shall acquire all assets and liabilities of the Absorbed Company by way of a universal transfer and will substitute automatically the Absorbed Company in all its legal rights and obligations. The Absorbed Company will be dissolved without liquidation.

The Absorbing Company has incorporated a Greek branch under the trade name "Erasmus International SA Greek Branch", with registered seat at 2-4 Mesogeion Ave, 11527 Athens, Greece, registered in the General Commercial Registry (G.E.M.I.) of the Athens Chamber of Commerce and Industry under number 126701201001 (the *Greek Branch*). Further to the change of the name of the Absorbing Company (previously known as "Erasmus International SA") in "Viohalco SA", the Greek Branch shall be renamed "Viohalco SA Greek Branch" prior to the date of the Cross-Border Merger. Concomitantly to the Cross-Border Merger becoming effective, Viohalco shall allocate all assets (including all shareholdings held by the Absorbed Company) and liabilities of the Absorbed Company to the Greek Branch, in accordance with articles 1, 4 and 5 of the Greek Law 2578/1998.

4. IDENTIFICATION OF THE MERGING COMPANIES

4.1 Absorbing Company

Viohalco is a limited liability company (*société anonyme / naamloze vennootschap*) incorporated under Belgian law, with registered office at avenue Marnix 30, 1000 Brussels and registered in the Crossroads Bank for Enterprises under number 534.941.439 RPM (Brussels).

It is contemplated that Viohalco will be listed on Euronext Brussels prior to the respective shareholders' meetings of the Merging Companies that will be convened for the approval of the Cross-Border Merger as referred to in section 2 of these Merger Terms, so that the shareholders of Viohalco Hellenic shall receive shares of a listed company in exchange for their shares in Viohalco Hellenic.

The articles of association of the Absorbing Company will be amended prior to 31 October 2013, before the implementation of the Cross-Border Merger. As a result of these amendments, article 2 of such articles will provide that the corporate purpose of the Absorbing Company is as follows:

«2.1 *The corporate purpose of the company is:*

(a) *to hold participations in any companies or entities, whether Belgian or foreign, to acquire by purchase, subscription or in any other manner and transfer by sale, exchange or otherwise, such participations, and to manage such participations; and*

(b) *to finance any companies or entities in which it holds a participation, including through the granting of loans, security interests, guarantees or by any other way.*

2.2. *The Company may carry out any commercial, industrial, financial, real estate or intellectual property transactions, make any investment, acquisition or disposal, or perform any other activity, that it deems useful for the achievement of this purpose, in Belgium and in any other country. »*

4.2 Absorbed Company

Viohalco Hellenic is a limited liability company by shares (*Ανώνυμος Εταιρία*) incorporated under Greek law and listed on the Athens Stock Exchange, with registered office at 2-4 Mesogeion Ave., 11527 Athens, Greece and registered in the General Commercial Registry (G.E.M.I.) of the Ministry of Development and Competitiveness under number 231201000.

According to article 2 of the articles of association of Viohalco Hellenic, Viohalco Hellenic's corporate purpose is:

- the production and process of any kind of metal;
- the manufacturing of any kind of products from any kind of metal, electric conductors and cables; and
- the participation in other enterprises of any status and financial activity, whether similar or not to the above described activities, in Greece and abroad.

5. EXCHANGE RATIO

5.1 Share capital of the Merging Companies

(a) Absorbing Company

The share capital of Viohalco amounts to EUR 61,500 and is divided into 615 shares without nominal value. The shares outstanding prior to the Cross-Border Merger are issued in registered form. All the shares are freely transferable and fully paid up. Viohalco has only one class of shares.

The board of directors of Viohalco will submit to the extraordinary shareholders' meeting of Viohalco to be held prior to 31 October 2013 (and in any event, prior to the shareholders meeting that will approve the Cross-Border Merger) a proposal to proceed to a split of Viohalco shares by a factor of 17.66611873, as a result of which the number of outstanding shares of Viohalco shall be increased from 615 to 10,865 (after rounding up to the immediately higher round number) with effect prior to the Cross-Border Merger.

Viohalco Hellenic owns 398 of the 615 outstanding shares of the Absorbing Company, which will be split in 7,031 shares as a result of the stock split.

(b) Absorbed Company

Viohalco Hellenic's share capital amounts to EUR 59,842,227.30 and is divided into 199,474,091 shares with a nominal value of EUR 0.30 each. The shares are issued in the form of common bearer shares. All the shares are freely transferable and fully paid up. Viohalco Hellenic has only one class of shares.

5.2 Methods used for the valuation of the Merging Companies and the determination of the exchange ratio

Since Viohalco Hellenic is a listed holding company, its valuation and the exchange ratio have been determined on the basis of the discounted cash flow (DCF) method and the stock market analysis method. The value of Viohalco has been determined on the basis of its net asset value. The methods used for the determination of the exchange ratio (the **Valuation Methods**) are described in more detail in (i) the report of the board of directors of Viohalco drafted in accordance with article 772/8 of the BCC and (ii) the report of the board of directors of Viohalco Hellenic drafted pursuant to article 5 of the Greek Law 3777/2009.

On the basis of the Valuation Methods, the respective values of the Merging Companies as at 30 June 2013 are set for the purpose of the Cross-Border Merger by the boards of directors of both Merging Companies at the following levels:

- the value of Viohalco is set at EUR 59,647; and
- the value of Viohalco Hellenic is set at EUR 1,095,112,760.

These values are based on the assumption that neither of Viohalco nor Viohalco Hellenic shall distribute any dividend or other distributions to their respective shareholders prior to completion of the Transaction.

5.3 Exchange ratio and stock split

In order to facilitate the Transaction for the benefit of the shareholders of Viohalco Hellenic in the context of the Cross-Border Merger, it is proposed that one share of the Absorbing Company be issued in exchange for one share in Viohalco Hellenic, without any additional cash

compensation. For the purpose of the Cross-Border Merger, each share in Viohalco Hellenic has been valued at EUR 5.49, which value per share results from the total valuation of Viohalco Hellenic set at EUR 1,095,112,760 divided by the total number of shares of Viohalco Hellenic currently outstanding.

By issuing one share of the Absorbing Company for each share of Viohalco Hellenic, the existing shareholders of Viohalco would suffer an economic loss since each currently outstanding share of the Absorbing Company has a higher value than each outstanding share of Viohalco Hellenic. In order to avoid such a consequence, the existing share capital of the Absorbing Company will be redenominated through a stock split prior to the respective shareholders' meeting of Viohalco and Viohalco Hellenic deciding on the Cross-Border Merger. Such stock split will be computed on the basis of the relative values of the Merging Companies as set out above and, accordingly, lead to a split by a factor of 17.66611873. This factor stems from the division of (i) the current value per share of the Absorbing Company set at EUR 96.9869918699 by (ii) the value per Viohalco Hellenic share set at EUR 5.49. It will result in the total number of outstanding shares in the Absorbing Company being increased from 615 to 10,865 shares (after rounding up to the immediately higher round number), prior to the Cross Border Merger.

5.4 Capital increase and number of shares of Viohalco after the Cross-Border Merger

The Cross-Border Merger will result in a capital increase of Viohalco by an amount of EUR 59,842,227.30 so as to increase the capital from its current amount of EUR 61,500 to EUR 59,903,727.30 through the issue of 199,474,091 new shares to the shareholders of Viohalco Hellenic so as to bring the total number of shares in Viohalco to 199,484,956 shares, in accordance with the exchange ratio (the *New Shares*).

Since Viohalco Hellenic will own 7,031 shares in Viohalco after the stock split mentioned in sections 5.1 and 5.3 above (corresponding to the 398 shares it currently owns in Viohalco), Viohalco will acquire 7,031 of its own shares as a result of the Cross-Border Merger. In accordance with article 623 of the BCC, a non-distributable reserve will be created up to an amount equal to the value of the Viohalco shares acquired by Viohalco as a result of the Cross-Border Merger (i.e. EUR 39,800) by way of deduction from the reserves and carried-forward profits. It will be proposed to the shareholders' meeting of Viohalco to proceed to the immediate cancellation of such own shares and to impute such cancellation on the non-distributable reserve that has been created.

Taking into account (i) the stock split described in sections 5.1 and 5.3 above, (ii) the issue of the New Shares and (iii) the cancellation of the Viohalco shares acquired by Viohalco as a result of the Cross-Border Merger, the share capital of Viohalco after the Cross-Border Merger will amount to EUR 59,903,727.30 divided in 199,477,925 shares without nominal value.

After the completion of the Cross-Border Merger and the cancellation of the Viohalco shares acquired by Viohalco as a result of the Cross-Border Merger, the shareholding of Viohalco will be split among the existing shareholders of Viohalco and Viohalco Hellenic as follows:

- 3,834 shares out of 199,477,925 will be held by the existing shareholders of Viohalco pre-merger; and
- the remaining 199,474,091 shares will be held by the existing shareholders of Viohalco Hellenic pre-merger.

6. TERMS OF DISTRIBUTION OF THE NEW SHARES IN THE ABSORBING COMPANY

The New Shares will be issued to the former shareholders of the Absorbed Company in dematerialised form to the securities accounts of the former shareholders of the Absorbed Company via Euroclear Belgium, the Belgian central securities depository. Such issuance will take place as follows:

- (a) absent the filing of the form set out in paragraph (b) below, delivery of the New Shares will take place in Viohalco Hellenic's shareholders existing dematerialised securities system (**DSS**) accounts. Shareholders who wish to open a DSS account can appoint one or more members of the Athens Exchange (**Athex**) or custodian banks as authorized operators (the **DSS operators**) of their DSS account. All New Shares issued to Viohalco Hellenic's shareholders held in book-entry form through DSS are recorded in the DSS and all relevant transfers settled through DSS are monitored through the Investors Shares and Securities Accounts kept in DSS. Hellenic Exchanges S.A. (**Helex**), as the administrator of DSS, will (directly or indirectly) maintain a position of such shares in a securities account with Euroclear Belgium which corresponds to the aggregate number of such shares held in book-entry form through DSS. In case any shares of Viohalco Hellenic are subject to any encumbrances, delivery of the New Shares in exchange of such shares will only be made through Helex and New Shares issued by Viohalco to Viohalco Hellenic's shareholders will be subject to the same encumbrances. Encumbrance of a share means any right *in rem* over such share other than ownership, including but not limited to any usufruct, pledge, financial collateral or other security interest, and any attachment, order, judgment, act of judicial or administrative authority or other legal act of whatever nature restricting the exercise of the rights of the holder of such share and/or the ability of such holder to transfer or otherwise dispose of such share; and
- (b) shareholders of Viohalco Hellenic may opt to take delivery of the New Shares through ING Belgium SA/NV (**ING**). In order to do so, such shareholders are required to open a securities account with ING. In addition, such shareholders are required to fill in and sign the form that will be made available on Viohalco's website in due course and to send such to the investor relations department of Viohalco at the latest by the date that will be communicated by Viohalco Hellenic. Forms which are received after such date, which are not fully filled in or contain errors, shall not be processed. Any forms pertaining to the delivery of any shares subject to encumbrances through ING shall not be processed. Encumbrance of a share means any right *in rem* over such share other than ownership, including but not limited to any usufruct, pledge, financial collateral or other security interest, and any attachment, order, judgment, act of judicial or administrative authority or other legal act of whatever nature restricting the exercise of the rights of the holder of such share and/or the ability of such holder to transfer or otherwise dispose of such share.

The above description on the issuance and distribution of the New Shares to the former shareholders of the Absorbed Company may be further refined or amended based on the finalisation of the practical implementation of the Cross-Border Merger. The Absorbed Company and the Absorbing Company will make available any relevant additional information on their website in due course.

7. CONTEMPLATED EFFECTS OF THE CROSS-BORDER MERGER ON EMPLOYEES

The Cross-Border Merger will have no adverse effect on employment for the employees of the Merging Companies. Viohalco Hellenic currently has two employees, which will be transferred to Viohalco. Such employees will be assigned to the Greek Branch, with all their rights and on the same employment terms.

8. DATE AS OF WHICH THE NEW SHARES ENTITLE THEIR OWNER TO PROFITS

The former shareholders of the Absorbed Company will be entitled to participate in the profits of the Absorbing Company for each financial year, including the year ending on 31 December 2013.

There are no other special arrangements with respect to participation in the profits of the New Shares issued by the Absorbing Company upon completion of the Cross-Border Merger.

9. DATE FROM WHICH THE TRANSACTIONS OF THE ABSORBED COMPANY ARE DEEMED TO BE TAKEN FOR THE ACCOUNT OF THE ABSORBING COMPANY

For accounting purposes, all transactions of the Absorbed Company will be deemed to be taken for the account of the Absorbing Company as from 1 July 2013.

10. RIGHTS ATTRIBUTED BY THE ABSORBING COMPANY TO THE SHAREHOLDERS OF THE ABSORBED COMPANY WHO HOLD SPECIAL RIGHTS, AS WELL AS TO THE HOLDERS OF OTHER SECURITIES BESIDES SHARES

The New Shares will be ordinary shares. The rights attached to the New Shares shall in all respects be the same as the rights attached to the other shares of the Absorbing Company. The Absorbed Company has not issued any other securities besides shares.

11. APPOINTMENT AND REMUNERATION OF THE COMMON EXPERT

As permitted by the applicable Belgian and Greek legislations, the Merging Companies have elected to seek the appointment of a common expert to provide the report required by article 772/9, §1 of the BCC and article 6 of the Greek Law 3777/2009 for each of the Absorbing Company and the Absorbed Company.

To that end, the Merging Companies have applied to have the Belgian audit firm Luc Callaert BVBA, Réviseur d'entreprises appointed by the President of the Tribunal of Commerce of Brussels in accordance with article 772/9, §2 of the BCC and article 6 of the Greek Law 3777/2009. This appointment was granted pursuant to an ordinance of the President of the Tribunal of Commerce of Brussels dated 31 July 2013.

The remuneration of the common expert for the preparation of the common report on the proposed merger by absorption in accordance with article 772/9, §1 of the BCC and article 6 of the Greek Law 3777/2009 for the benefit of the Absorbing Company and the Absorbed Company is set at EUR 20,800 (excluding VAT).

12. SPECIAL BENEFITS GRANTED TO THE BOARD MEMBERS, TO THE MEMBERS OF THE MANAGEMENT BODIES, TO THE MEMBERS OF THE SUPERVISING BODIES OF THE ABSORBING COMPANY AND THE ABSORBED COMPANY AND TO THE EXPERTS WHO REVIEW THE MERGER TERMS

No special benefits will be granted to the board members, the members of the management bodies, the members of the supervising bodies of the Absorbing Company and of the Absorbed Company or to the common expert who will review the Merger Terms.

13. ARTICLES OF ASSOCIATION OF THE ABSORBING COMPANY AFTER THE CROSS-BORDER MERGER

The articles of association of the Absorbing Company that will apply after the Cross-Border Merger are attached as Schedule 2 to these Merger Terms.

14. RULES REGARDING EMPLOYEE PARTICIPATION IN THE ABSORBING COMPANY

In the current state of Belgian and Greek applicable laws and on the basis of the structure of the employee representation within the Absorbed Company and the Absorbing Company, the Absorbing Company has no obligation to start a procedure in view of implementing an employee participation mechanism in the meaning of Directive 2005/56/EC of 26 October 2005.

15. ASSETS AND LIABILITIES TRANSFERRED TO THE ABSORBING COMPANY

All assets and liabilities of the Absorbed Company will be transferred to the Absorbing Company as a result of the Cross-Border Merger. A list summarising such assets and liabilities and providing information about the valuation of such assets and liabilities is attached as Schedule 3 to these Merger Terms.

16. DATES OF ACCOUNTS OF THE ABSORBING COMPANY AND OF THE ABSORBED COMPANY USED TO DEFINE THE CONDITIONS OF THE CROSS-BORDER MERGER

The conditions of the Cross-Border Merger have been defined on the basis of the interim financial statements of the Absorbing Company and the Absorbed Company as at 30 June 2013 which are attached as Schedule 4 to these Merger Terms.

17. REAL ESTATE AND INTELLECTUAL PROPERTY RIGHTS OF THE ABSORBED COMPANY

Viohalco Hellenic does not hold any immovable assets in Belgium. Real estate rights held by Viohalco Hellenic will be transferred to Viohalco. Such transfer will be enforceable towards third parties upon completion of the formalities required for the transmission of such rights.

Viohalco Hellenic holds the following trademarks: VIOHALCO (trademark number 195957), BIOXAΛKO (trademark number 195956), and RIVERWEST (trademark number 210316). Such trademarks will be transferred to Viohalco. Such transfer will be enforceable towards third parties upon completion of the formalities required for the transmission of such rights.

18. CREDITORS' RIGHTS

Pursuant to article 684 of the BCC, creditors of the Absorbing Company and creditors of the Absorbed Company can request additional security in relation to outstanding claims that existed prior to publication in the Annexes to the Belgian State Gazette of the deed establishing completion of the Cross-Border Merger within two months from such publication. The Absorbing Company, to which the claim will have been transferred and, as the case may be, the Absorbed Company, can each set aside the request by settling the claim at its fair value after deduction of a discount. In the absence of an agreement or if the creditors remains unpaid, the request is referred to the president of the commercial court in the judicial district of the debtor's registered office who will determine if a security is to be provided and the time limit within which such security must be set as the case may be. If the security is not provided within the set timeframe, the claim shall immediately become due and payable.

Under Greek law and in accordance with article 8 of the Greek Law 3777/2009 and article 70 of the Greek Codified Law 2190/1920, the creditors of the Absorbed Company, whose claims existed prior to the publication of the Merger Terms and are still outstanding, can claim adequate security within 20 days from the publication of the Merger Terms in a daily financial newspaper pursuant to article 70, §1 of the Greek Codified Law 2190/1920, provided that the financial condition of Viohalco Hellenic renders necessary the granting of such security and that no such adequate security has already been obtained by the creditors. Any dispute arising in connection with the above shall be resolved by the competent Court of First Instance of the registered seat of Viohalco Hellenic pursuant to the procedure of summary proceedings

following a petition filed by the interested creditor. The application must be filed within 30 days from the publication of the Merger Terms in a daily financial newspaper pursuant to article 70, §1 of the Greek Codified Law 2190/1920.

19. TAX

The Cross-Border Merger will have a neutral tax effect in accordance with (i) article 211 of the Belgian code on income tax and article 117 of the Belgian Code on registration duties, and (ii) article 5 of the Greek Law 2578/1998 and article 3, par.1 of the Greek Legislative Decree 1297/1972.

20. POWER OF ATTORNEY

A special power of attorney is granted to France Dejonckheere, Davina Devleeschouwer and Els De Troyer, with professional address at 5 Place du Champ de Mars, 1050 Brussels, Belgium, each with power to act alone and to substitute, (i) to deposit the Merger Terms at the registry of the Commercial Court of Brussels, (ii) to request the publication of the Merger Terms in the Annexes of the Belgian State Gazette, and (iii) to proceed to any action required for the filing and publication of the Merger Terms in Belgium.

A special power of attorney is granted to Konstantinos Kanellopoulos, Panagiota Gouta, Panteleimon Mavrakis and Kalliopi Marou, with professional address at Marousi, 16 Chimaras str., Athens, Greece, each with power to act alone or to substitute, (i) to file the Merger Terms with the competent authorities of the Greek Ministry of Development and Competitiveness and (ii) to proceed to any action required for the filing and publication of the Merger Terms in Greece.

21. INFORMATION RELATING TO THE CROSS-BORDER MERGER

Pursuant to article 772/10, §2 of the BCC and article 73 of the Greek Codified Law 2190/1920, the following documents shall be at the disposal of the shareholders of the Merging Companies at the offices of each Merging Company at least one month prior to the date of the shareholders' meetings of such companies that shall decide on the Cross Border Merger:

- the present Merger Terms;
- the reports of the boards of directors of each Merging Company on the Cross Border Merger, drafted in accordance with article 772/8 of the BCC and article 5 of the Greek Law 3777/2009;
- the report of the common expert Luc Callaert BVBA, Réviseur d'entreprises, designated by the President of the Commercial Court of Brussels for the purpose of the Cross Border Merger, drafted in accordance with article 772/9, §1 of the BCC and article 6 of the Greek Law 3777/2009;
- the annual financial statements, the annual reports of the board of directors and the reports of the auditor of the last three financial years of each Merging Company, if applicable; and
- the interim financial statements of each Merging Company as at 30 June 2013 on the basis of which the terms of the Cross Border Merger were determined.

The creditors and the minority shareholders of the Absorbing Company and the Absorbed Company can exercise their rights in accordance with, respectively, Belgian law and Greek law and may also request detailed information on the content of the above rights and the means to exercise their rights from (i) the Absorbing Company, at its offices situated in avenue Marnix

30, 1000 Brussels (Belgium) and (ii) the Absorbed Company, at its offices in 2-4 Mesogeion Ave., 11527 Athens (Greece).

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These Merger Terms have been executed on 16 September 2013 in seven original copies, of which four are in the French language and three are in the Greek language. Two originals of the French version will be deposited in the files of the Absorbing Company at the registry of the commercial court of Brussels, one original of the Greek version will be filed with the Ministry of Development and Competitiveness in Greece, and one original of each of the French version and the Greek version will be kept at the registered offices of each of the Absorbing Company and the Absorbed Company.

For the board of directors of the Absorbing Company, Viohalco SA

Mr. Jacques Moulaert,
Director

**For the board of directors of the Absorbed Company, Viohalco Hellenic SA
by virtue of an authorisation granted by the board of directors of the Absorbed Company
on 16 September 2013**

PANTELEIMON MAVRAKIS

THEODOROS VALMAS

Schedules:

1. Common draft terms of the Domestic Merger
2. Articles of association of Viohalco
3. List of the transferred assets and liabilities
4. Interim financial statements of the Absorbing Company and the Absorbed Company as at 30 June 2013

SCHEDULE 2

Interim financial statements of Viohalco Hellenic and Viohalco as at 30 June 2013

VIOHALCO HELLENIC COPPER AND ALUMINIUM INDUSTRY S.A. Interim Condensed Statement of Financial Position

<i>Amounts in Euro</i>	COMPANY
	30/6/2013
ASSETS	
Non-current Assets	
Property, plant and equipment	52.266
Investment property	138.544.674
Investments in subsidiary companies	769.260.976
Available-for-sale financial assets	27.022.360
Other receivables	6.693
	934.886.969
Current Assets	
Trade and other receivables	7.323.712
Financial assets via fair value through profit or loss	3.517.356
Cash and cash equivalents	9.151.509
	19.992.576
Total Assets	954.879.545
EQUITY AND LIABILITIES	
Equity	
Share capital	59.842.227
Premium on capital stock	411.618.152
Other reserves	95.497.629
Profits carried forward	368.491.264
Total attributable to the parent's shareholders	935.449.273
Total equity and liabilities	935.449.273
LIABILITIES	
Long-term liabilities	
Retirement and termination benefit obligations	41.169
Deferred tax liabilities	17.621.053
	17.662.222
Short-term liabilities	
Suppliers and other liabilities	1.393.537
Current tax liabilities	374.514
	1.768.051
Total liabilities	19.430.273
Total equity and liabilities	954.879.545

Viohalco

Statement of financial position

30.06.2013

IFRS

Company - Unaudited

*amounts in euro***ASSETS****Current assets**Cash and cash equivalents 61.500**TOTAL ASSETS** **61.500****TOTAL ASSETS** **61.500****EQUITY AND LIABILITIES****Equity**

Share capital 61.500

Retained earnings -1.853**Total equity** **59.647**Non controlling interests **Total equity** **59.647****LIABILITIES****Current liabilities**Trade payables and other liabilities 1.853**Total liabilities** **1.853****TOTAL EQUITY AND LIABILITIES** **61.500**