

# Commencement of the Acceptance Period of the Tender Offer submitted by TITAN Cement International SA to the shareholders of TITAN Cement Company S.A.

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## TITAN GROUP PRESS RELEASE

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### Commencement of the Acceptance Period of the Tender Offer submitted by TITAN Cement International SA to the shareholders of TITAN Cement Company S.A.

Full support by the Board of Directors of TITAN Cement Company S.A.

Duration of the Acceptance Period: 19 June - 17 July 2019

According to the announcement of TITAN Cement International SA ("TCI"), all the requisite regulatory approvals were received for the commencement of the acceptance period of the voluntary tender offer submitted on April 16, 2019, to acquire all of the ordinary shares and preference shares ("TITAN Shares") of TITAN Cement Company S.A. ("TITAN" or "Company"), in consideration for new ordinary shares issuable by TCI at an exchange ratio of one TCI Share for each TITAN Share ("Tender Offer").

The Acceptance Period will commence on 19 June and will end on 17 July 2019, at 2:00 p.m. (Greek time) ("Acceptance Period").

The minimum acceptance threshold for the Tender Offer to be successful has been set at 75%, which must be

reached for both classes of TITAN Shares (ordinary and preference).

TITAN BoD expressed its full support to the Tender Offer

TITAN Board of Directors unanimously decided to express its full support to the Tender Offer, which is in the interests of the Company and its shareholders (“Shareholders”), as it:

- facilitates the growth of the Company and TITAN Group and creates the circumstances to improve the profitability and the financial results of the Group in the long term;
- strengthens the competitiveness of TITAN Group, by broadening the Group’s funding sources, improving its access to international capital markets and banking institutions, at more favorable credit terms;
- benefits the Shareholders by means of the listing of TITAN Group, through TCI, on a large international stock exchange in the center of Europe, offering access to a larger international investor base and enhancing the liquidity and tradability of the shares; and
- strengthens the international nature of TITAN Group’s business activities.

The procedure that Shareholders should follow, in order to accept the Tender Offer:

For the acceptance of the Tender Offer, the Shareholders should:

- Review the Information Circular of the Tender Offer approved by the Hellenic Capital Market Commission, printed copies of which are available free of charge at any branch of Alpha Bank in Greece, and electronically on the following websites: (i) Alpha Bank (<https://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia>), (ii) Hellenic Capital Market Commission ([http://www.hcmc.gr/el\\_GR/web/portal/publicproposals](http://www.hcmc.gr/el_GR/web/portal/publicproposals)), (iii) the Athens Exchange ([helex.gr/el/web/guest/company-prospectus](http://helex.gr/el/web/guest/company-prospectus)) and (iv) TCI’s financial advisor, HSBC France ([www.business.hsbc.gr](http://www.business.hsbc.gr)).

In addition, an electronic copy of the Information Circular has been posted on TITAN’s website:

<http://ir.titan.gr/el/gatepost2019>.

- Review TCI’s Prospectus and its Supplement, approved by the Belgian Financial Services and Markets Authority (“FSMA”), concerning the public offer and the listing of its shares on Euronext Brussels and Euronext Paris. The Prospectus, its Supplement, as well as their translations in Greek<sup>[1]</sup>, are available on the website of the Athens Exchange ([helex.gr/el/web/guest/companies-new-listings](http://helex.gr/el/web/guest/companies-new-listings)) and the website of TITAN (<http://ir.titan.gr/el/gatepost2019>).
- Contact their securities account operator (bank, investment services société anonyme or any other investment firm) in the Dematerialized Securities System, with which the TITAN Shares they hold are registered, authorizing them to proceed with all necessary actions towards that end.

Alternatively, they may visit, either in person or through an authorized representative, any branch of Alpha Bank in Greece, having the documents described in chapter 6 of the Information Circular.

It is noted that the holders of TITAN Shares who had accepted TCI's previous tender offer of October 18, 2018, and wish to accept also the new Tender Offer of April 16, 2019, will need to repeat the relevant acceptance procedure.

For more information on the procedure to accept the Tender Offer you may call Alpha Bank during business days and hours at the following telephone number: +30 210 3265511.

[1] The English language, in which the Prospectus and the Prospectus Supplement have been drafted, prevail over their Greek translations should there be any discrepancy between the two texts.

#### TITAN CEMENT COMPANY S.A. ANNOUNCEMENT

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD VIOLATE THE LAWS OF THAT JURISDICTION

Reasoned Opinion of the Board of Directors of TITAN CEMENT COMPANY S.A. pursuant to article 15 of Law 3461/2006 on the voluntary tender offer of TITAN CEMENT INTERNATIONAL SA to acquire all the ordinary and preference shares of TITAN Cement Company S.A.

The Board of Directors of TITAN CEMENT COMPANY S.A. (the Company) convened on 18.6.2019 in order to examine and develop a reasoned opinion on the voluntary tender offer (the Tender Offer) that was submitted by TITAN CEMENT INTERNATIONAL S.A (TCI or the Offeror) on 16.4.2019 pursuant to article 6 of Law 3461/2006 (the Law), for the acquisition of any and all ordinary and preference shares of the Company (the TITAN Shares), in consideration for new ordinary shares that will be issued by TCI (the TCI Shares), at the exchange ratio of one

ordinary TCI Share for each ordinary or preference TITAN Share.

The members of the Board Messrs. Nellos Canellopoulos, Dimitrios Papalexopoulos, Takis-Panagiotis Canellopoulos and Ms. Alexandra Papalexopoulou, who are among the founders of TCI, did not participate in the development of this reasoned opinion.

The Board of Directors after having received and studied:

1. The Information Circular of TCI (the "Information Circular") regarding the Tender Offer, which was approved by the Board of Directors of the Hellenic Capital Market Commission on 18. 6. 2019;
  2. The Prospectus dated 14.5.2019 and its Supplement dated 12.6.2019 which have been drawn up for the tender offer of the TCI Shares and their primary listing on EURONEXT Brussels (the Prospectus), the English version of which were approved by the Belgian Financial Services and Markets Authority (FSMA);
- and
3. The Financial Report dated 18 June 2019 provided to the Board of Directors of the Company by the Financial Adviser "National Bank of Greece S.A.", pursuant to article 15 paragraph 2 of the Law;

Decided unanimously:

1. To express its unequivocal support to the Tender Offer, which is fully aligned with the interests of the Company and its Shareholders, given that:
  - It facilitates the growth of the Company and its group of companies (the Group/TITAN Group) and provides conditions for the long-term enhancement of the profitability and the financial results of the Group;
  - It strengthens the competitiveness of TITAN Group, by broadening the Group's funding sources, improving its access to international capital markets and banking institutions, with more favorable credit terms;
  - It benefits the Company's Shareholders by the indirect, through TCI, admission of the Company and the TITAN Group to listing on Euronext Brussels, a large international stock exchange in the center of Europe, offering access to a larger international investor base and enhancing the liquidity and tradability of the shares;

and

- It reinforces the international nature of TITAN Group's business activities.
1. To tender the Treasury TITAN Shares held by the Company during the acceptance period of the Tender Offer.
  2. To assist TCI during the next stages of the Tender Offer within the framework of the applicable laws and

regulations.

3. To approve the publication of the reasoned opinion of the Board of Directors and of the NBG Financial Report in accordance with the Law and also the submission of its reasoned opinion to the Hellenic Capital Market Commission and to TCI.
4. To approve the execution of any other act or action required for the implementation of this decision of the Board of Directors.

A. Actions that the Board of Directors took or will take in relation to the Tender Offer:

1. The Board of Directors at its meeting dated 16 April 2019 expressed, in principle, a positive and supportive position towards the Tender Offer.
2. The Board, according to its relevant decision dated 22 May 2019, assigned to the National Bank of Greece S.A. the "NBG") the preparation of the Financial Report (the "Financial Report"), according to article 15 paragraph 2 of the Law, to support the Board in relation to the financial valuation of the Tender Offer.
3. The Board received and studied the Financial Report.
4. The Board has informed the representatives of the employees of the Company about the Tender Offer.

B. Strategic and economic purpose and rationale of the Tender Offer:

The Board of Directors is of the opinion that the Tender Offer reflects entirely the international outlook and footprint of TITAN Group and that its planned implementation is expected to contribute significantly to its international competitiveness and its future growth.

The successful completion of the Tender Offer is expected to be a milestone in the dynamic growth of TITAN Group, fully reflecting its international footprint and prospects.

TITAN Group operates in an international environment of intensifying competition, increasing uncertainties and multiple challenges, in a capital intense sector where access to funding is crucial for the continuity of its growth. The Tender Offer aims to facilitate TITAN Group's access to funding under terms similar to those offered to its main competitors.

The purpose of the Tender Offer is to facilitate the indirect (through TCI) admission of TITAN Group to listing on Euronext Brussels.

The indirect admission of TITAN Group through the listing of the TCI Shares on Euronext Brussels and the

secondary listing of the TCI shares on Euronext Paris and the Athens Exchange is expected to offer the Group a broader international investor base, enhance the liquidity and the marketability of its shares, broaden the Group's funding sources, improve its access to the international debt capital markets and banking institutions and achieve more competitive borrowing costs.

#### C. Continuation of the activities and the management of the Group

The successful completion of the Tender Offer will not affect TITAN Group's range of operations, business activities, strategy and priorities, as well as local jobs in the locations where it operates.

The presence of TITAN Group in Greece will remain unchanged, with the continuation of its local production the investment in its business activities and human capital in the country and with the secondary listing of TCI Shares on the Athens Stock Exchange.

TCI is incorporated in Belgium and is subject to Belgian company law, while its seat of management lies in Cyprus, a country in which TITAN Group has a long-standing and important presence.

Subject to the successful completion of the Tender Offer, the composition of the Board of Directors of TCI will include six executive directors, i.e. Dimitrios Papalexopoulos, Michael Colakides, Takis-Panagiotis Canellopoulos, Alexandra Papalexopoulou, Vassilios Zarkalis and Leonidas Canellopoulos, eight independent members, i.e. Petros Sabatacakis, Charalampos (Charis) David, Mona Zulficar, Maria Vassalou, William Antholis, Kyriakos Riris, Andreas Artemis and Stylianos Triantafyllides and a non-executive director, i.e. Efstratios -Georgios Arapoglou.

After the successful completion of the Tender Offer, the current TITAN Group management will continue to lead its business operations and its long-term strategy.

#### D. Support from the shareholders of the Company

The Founders of TCI, i.e. Andreas Canellopoulos, Leonidas Canellopoulos, Nellos Canellopoulos, Takis-Panagiotis Canellopoulos, Pavlos Kanellopoulos, Dimitris Papalexopoulos, Alexandra Papalexopoulou and Eleni

Papalexopoulou have stated that they intend to tender the Company Shares that they hold, and which represent approximately 22.49% of the ordinary share capital and votes of the Company and the 0.36% of the preference share capital of the Company, namely to 17,360,811 TITAN Shares, corresponding approximately to 20.51% of the total paid up share capital of the Company, on the same terms and conditions which will apply to the other shareholders of the Company.

In addition to Mr. Nellos Canellopoulos, Mr. Dimitrios Papalexopoulos, Ms. Alexandra Papalexopoulou and Mr. Takis-Panagiotis Canellopoulos, who are among the founders of TCI, the other members of the Board of Directors and the Company's managers holding TITAN Shares, intend to tender their TITAN Shares under the Tender Offer.

E. Number of Company Shares held or controlled directly or indirectly by members of the Board and the managerial executives of the Company.

On 18.6.2019 the members of the Board and the managers of the Company hold directly or indirectly 13,410,640 ordinary TITAN Shares and 27,627 preference TITAN Shares.

F. Agreements among the Board of Directors or members of the Board of Directors and TCI

The members of the Board of Directors Mr. Nellos Canellopoulos, Mr. Dimitrios Papalexopoulos, Ms. Alexandra Papalexopoulou and Mr. Takis-Panagiotis Canellopoulos are among the founders of TCI, who by virtue of the shareholders' agreement dated 16th April 2019 entered into by all founders of TCI, are persons who act in concert among themselves and with TCI, for the purposes of the Tender Offer, according to article 2, item (e) of the Law and with regard to their participation in TCI.

G. Key terms of the Tender Offer

The proposed exchange ratio of one ordinary TCI Share for every ordinary or preference Company Share has been created to allow the current shareholders of the Company to maintain their investment in the Group at the same rate (subject to the purchase of any Company Shares for cash in accordance with the Right of Squeeze Out and/or the Right to Sell Out, in case of such event), and to participate in the present value of the Company and in

the strategic and economic benefits and the increased liquidity that is expected to be created for their investment, as a result of the successful completion of the Tender Offer.

The Tender Offer concerns the acquisition of all TITAN Shares, including the Treasury Shares of the Company, which TCI and/ or the persons acting in concert with it did not hold, directly or indirectly, as of the date of the Tender Offer.

The Tender Offer is subject to: (i) the pre- requisite that, as at the end of the acceptance period, at least 75% of TITAN's ordinary share capital ( i.e. at least 57,797,676 ordinary TITAN Shares) and 75% of TITAN's preference share capital (i.e. at least 5,676,720 preference TITAN Shares), shall have been lawfully and validly tendered to the Offeror, and (ii) the condition of the issuance of the TCI Shares and the confirmation thereof pursuant to a notarial deed.

If at the end of the acceptance period of the Tender Offer TCI will hold at least 90% of the ordinary TITAN Shares and/or at least 90% of the preference TITAN Shares, TCI will exercise the Right of Squeeze-Out, and the shareholders that did not accept the Tender Offer will have the right to exercise the Right to Sell-Out for each class of the TITAN Shares in respect of which the 90% threshold will have been reached.

#### Disclaimer:

The present opinion contains certain forward- looking statements that relate to, amongst others, the business activities and certain plans and objectives of Titan Group. As a consequence of various risks and factors (for instance, without limitation, business, commercial, operational, economic, political and financial), the actual results and the actual developments may potentially differ from the plans and the objectives of TCI and the TITAN Group, mentioned in the present opinion.

#### Important Notices

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constitute a violation of the relevant laws of such jurisdiction.

These materials are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the securities of TITAN Cement International SA (the Company, and such securities, the Securities) in the United States, Canada, Australia or Japan or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction.

The Securities are not and will not be registered under the U.S. Securities Act of 1933, as amended (the Securities Act) and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act. The Company has no intention to register any part of the offering in the United States or make a public offering of Securities in the United States. Any securities sold in the United States will be sold only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) in reliance on Rule 144A.

In the United Kingdom, this document and any other materials in relation to the Securities is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (as defined in section 86(7) of the Financial Services and Markets Act 2000) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons should not take any action on the basis of this document and should not act or rely on it.

The Company has not authorized any offer to the public of Securities in any Member State of the European Economic Area other than Greece. With respect to any Member State of the European Economic Area, other than Greece, which has implemented the Prospectus Directive (each a Relevant Member State), no action has been undertaken or will be undertaken to make an offer to the public of Securities requiring publication of a prospectus in any Relevant Member State. As a result, the Securities may only be offered in Relevant Member States (i) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (ii) in any other

circumstances falling within Article 3(2) of the Prospectus Directive. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto), and includes any relevant implementing measure in the Relevant Member State.

No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of these materials or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

The release, publication or distribution of these materials in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

This announcement does not constitute a prospectus. An offer to acquire Securities pursuant to the proposed offering will be made, and any investor should make his investment, solely on the basis of information contained in (i) the Prospectus dated 14 May 2019 and its Supplement dated 12 June 2019 prepared by the Company in connection with the proposed admission of its Securities to trading on the regulated market of Euronext Brussels with a secondary listing and admission to trading on the Athens Exchange and Euronext Paris, approved by the Belgian Financial Services and Markets and notified to the Hellenic Capital Market Commission pursuant to article 18 of the Prospectus Directive and published in accordance with applicable law, and (ii) the Information Circular dated 18 June 2019 prepared by the Company, approved by the Hellenic Capital Market Commission and is published in Greece in accordance with Greek Law 3461/2006.

Information to Distributors solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising

in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares of Titan Cement International, including the Consideration Shares (the “Securities”) have been subject to a product approval process, which has determined that the Securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Securities may decline and investors could lose all or part of their investment; the Securities offer no guaranteed income and no capital protection; and an investment in the Securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the transaction.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Securities. Each distributor is responsible for undertaking its own target market assessment in respect of the Securities and determining appropriate distribution channels.