



SHARE CAPITAL INCREASE THROUGH PAYMENT IN CASH BY WAY OF PRE-EMPTION RIGHTS IN FAVOUR OF EXISTING SHAREHOLDERS: EX-RIGHTS DATE AND RIGHTS TRADING PERIOD

EX-RIGHTS DATE: 01/09/2009
PERIOD FOR EXERCISING PRE-EMPTION RIGHTS: 07/09/2009-21/09/2009
PRE-EMPTION RIGHTS TRADING PERIOD: 07/09/2009-15/09/2009

FINANCIAL ADVISORS: EUROBANK EFG TELESIS FINANCE and ALPHA BANK

The Board of Directors of "S&B INDUSTRIAL MINERALS S.A.", (hereafter the "**Company**"), announces the following:

1. The Annual General Meeting of the Company's Shareholders (hereafter the "**AGM**") held on 16 June 2009, decided to increase the Company's share capital by €10,356,440.00 in cash and the issuance at a subscription price above par of 10,356,440 new common registered shares (hereafter the "**New Shares**"), of a nominal value of €1.00 each, granting pre-emption Rights in favour of the Company's existing shareholders at a subscription ratio of 1 new share for 3 existing ones (hereafter the "**Increase**").

According to the decision of the Board of Directors of the Company on 5 August 2009, within the relevant authorisation granted by the AGM held on 16 June 2009, the New Shares will be offered at the price of €4.00 (hereafter the "**Offer Price**") each. The Offer Price may be higher than the stock market price of existing Company shares at the ex-rights date, according to the respective decision of the AGM held on 16 June 2009. The difference between the Offer Price and the nominal value of the New Shares, which in case of full subscription of the Increase shall amount to the aggregate amount of €31,069,320.00, will be credited in accordance with the law and the Company's Articles of Association, to the "Paid-in surplus capital" account.

2. Following completion of the aforementioned share capital increase, and in the event of its full subscription, the Company's share capital will amount to €41,425,760.00 divided into 41,425,760 common registered shares, of a nominal value of €1.00 each. The total gross proceeds, in the event of full subscription of the Increase, are expected to amount to €41,425,760.00

On 30.6.2009, the decision with reference number K2-6739 of the Minister of Development, pursuant to which the aforementioned share capital increase in cash has been approved, was registered with the Register of the Societes Anonymes.

3. The ex-rights date is September 1st, 2009. As from the same date (hereafter the "**Ex-rights date**"), the existing common registered shares of the Company will be traded on the Athens Exchange (hereafter "**ATHEX**") without pre-emption rights. From the Ex-rights date, the opening market price of the Company's existing shares on the ATHEX will be determined according to ATHEX Regulation and the provisions of the decision 26/17.07.2008 of the Board of Directors of the ATHEX, as it stands in effect.

4. The following persons (collectively referred to hereafter as the "**Beneficiaries**") will have a pre-emption right to participate in the Increase (hereafter the "**Pre-emption Right**"):

- 1) All holders of the Company's existing shares who shall be registered on the registry of shareholders of the Hellenic Exchange S.A. (hereafter "**HELEX**"), on the second business day following the Ex-Rights date, i.e. on September 3rd 2009, provided they maintain those rights when exercised; and
- 2) Those persons who acquire Pre-emption Rights during their trading period on the ATHEX.



5. The exercise period for the Pre-emption Rights commences on 07/09/2009 and ends on 21/09/2009, inclusive.

6. The commencement of the trading of the Pre-emption Rights on the ATHEX electronic trading system coincides with the commencement of their exercise period. It is noted that trading of the Pre-emption Rights, will not be possible during the last four (4) business days preceding the last day of the Pre-emption Rights exercise period. The end of the trading of the Pre-emption Rights on the ATHEX electronic trading system shall be the closing of the session of 15/09/2009

7. Pre-emption Rights to acquire New Shares are transferable and tradable on the ATHEX. Such rights will be credited to the Securities Accounts of each Beneficiary's "Investor's Share" with the Dematerialized Securities System (hereafter the "DSS") on the date of commencement of their trading. Pre-emption Rights that will not be exercised up to the end of their exercise period, (namely up to and including 21/09/2009) are abolished.

8. Pre-emption Rights will be exercised during business days and hours at the branches of EFG Eurobank Ergasias, either through the operator of the Beneficiary's securities account (brokerage firm or custodian), or directly at EFG Eurobank Ergasias' branches (for those Beneficiaries who do not wish to exercise the Pre-emption Rights through the operator of their securities account).

The Beneficiaries who wish to exercise their Pre-emption Rights through their operators should request such exercise from their said operators.

In order to exercise their Pre-emption Rights through EFG Eurobank Ergasias, Beneficiaries should provide the relevant Rights Undertaking Certificate from HELEX (which has integrated with what used to be known as Central Securities Depository) and at the same time deposit in cash, the aggregate of the Offer Price of the New Shares that correspond to the exercised Pre-emption Rights.

In particular, in order to exercise their Pre-emption Rights at EFG Eurobank Ergasias' branches, the Beneficiaries should follow the procedure described below:

- a) Submit their Identification Card, their Tax Registration Number, a printed copy of their D.S.S. data, as well as, the Rights Undertaking Certificate, which should be obtained from their account operator, or from HELEX (which has integrated with what used to be known as Central Securities Depository), if their shares are held within the special account of the D.S.S..
- b) Declare, upon exercising their rights, their D.S.S. Investor's Share number, their D.S.S. securities account number and the authorised D.S.S. securities account operator with whom they wish to register their shares.
- c) Deposit at a special bank account that the Company will open with EFG Eurobank Ergasias for this specific Increase, the total Offer Price for the New Shares corresponding to their exercised Pre-emption Rights.

The payment shall be effected either by payment in cash at the aforementioned special bank account that will be opened for this Increase, or by debiting the Beneficiary's account held with EFG Eurobank Ergasias, if there is such an account, for an amount equal to the total Offer Price for the New Shares corresponding to their exercised Pre-emption Rights and subsequent credit by the same amount of the aforementioned special bank account.

Following the exercise of their Pre-emption Rights subscribers will receive a relevant payment receipt which is neither a security nor a provisional title and which cannot be traded on the ATHEX.

The New Shares shall be delivered to the Beneficiaries in dematerialized form and will be credited in the Investor's Share and securities account which the said Beneficiaries have declared.



9. Those who have fully exercised their Pre-emption Rights will be entitled to subscribe, at the Offer Price, for unsubscribed shares (hereafter the “**Unsubscribed Shares**”) if any, for up to 10% of their Pre-emption Rights which are attributed to them (hereafter the “**Over-subscription Right**”). The Over-subscription Rights will be exercised simultaneously with the exercise of the Pre-emption Rights at EFG Eurobank Ergasias’ branches during business days and hours, either through the operator of their securities account (brokerage firm or custodian), or directly at EFG Eurobank Ergasias’ branches (for those Beneficiaries who do not wish to exercise the Over-subscription Rights through the operator of their securities account).

The Over-subscription Rights will be exercised by filling a written request at EFG Eurobank Ergasias’ branches along with an irrevocable order by the Beneficiary to EFG Eurobank Ergasias to block within the deposit account the Beneficiary keeps with EFG Eurobank Ergasias, the amount corresponding to the Unsubscribed Shares for which the Over-Subscription Rights are exercised. Simultaneously, EFG Eurobank Ergasias should receive an irrevocable order to proceed, on the date the exercised right is partially or fully satisfied, with the charging of the deposit account for an amount equal to the aggregate Offer Price corresponding to the shares the Beneficiary shall actually receive and thereafter to credit the special account opened for the Increase for an equal amount.

Following the exercise of the Over-Subscription Rights, subscribers will receive a relevant payment receipt which is neither a security nor a provisional title and which cannot be traded on the ATHEX.

The investors having exercised their Over-subscription Rights shall be satisfied if any Unsubscribed Shares exist, while if the number of the Unsubscribed Shares may not match demand, then, investors shall be satisfied pro rata based on the number of Unsubscribed Shares so requested, until all requests are satisfied. Any funds deposited but not used for the acquisition of Unsubscribed Shares shall be returned to those having exercised their Over-subscription Rights, free from interest.

In the event that, at the end of the exercise period of the Pre-emption Rights, there are Unsubscribed Shares left, these will be allocated by the Company’s Board of Directors to the Beneficiaries who exercised the Over-subscription Right as described above.

If, notwithstanding the above, there are still Unsubscribed Shares, the Company’s Board of Directors has been authorized by the AGM held on 16.06.2009 to allocate them at its discretion; otherwise, the share capital of the Company shall be increased up to the amount actually subscribed for, as per article 13a of the Codified Law 2190/1920.

If, for the same physical or legal entities, according to DSS data or demographical data, more than one subscription is noted, the total of such subscriptions shall be treated as one.

As no fractional shares will be issued, it is recommended to Beneficiaries to collect a number of shares which, upon exercise of the Pre-emption Rights, results in a whole number of New Shares.

The New Shares shall be dematerialized and entitled to dividends from the profits of the year 2009 onwards.

This announcement should be read in conjunction with the Prospectus relating to the Company’s share capital increase, which is available only in the Greek language, as it has been approved by the Board of Directors of the Hellenic Capital Market Commission on 24 August 2009, which will be available in electronic form, from 26 August 2009, on the Company’s website at www.sandb.com, the website of the Advisors, EFG Telesis Finance (www.efgtelesis.gr) and Alpha Bank (www.alpha.gr), the Capital Market Commission (www.hcmc.gr) and the Athens Exchange (www.ase.gr/content/gr/Companies/ListedCo/Prospectus/). Also, the Prospectus in the Greek language, will be available in printed form, free of charge upon request, at the Company’s headquarters, 15 A. Metaxa Str., Kifisia and at the Advisors’ premises, Eurobank EFG Telesis Finance, 10 Fillelinon Str., Athens and Alpha Bank, 45 Panepistimiou Str., Athens.

The date of trading of the New Shares, after the completion of the share capital increase, will be determined by the Company’s Board of Directors and will be announced to the public in due course.



For further information, Shareholders are kindly requested to contact the Company's Shareholders' Services, Mr. H. Kotsokolos (tel. +30 210 62 96 000) during working days and hours.

The Board of Directors

Kifisia, 25 August 2009