

**CENERGY HOLDINGS**  
Avenue Marnix 30  
1000 Brussels (Belgium)  
0649.991.654 RLE (Brussels)

**CORINTH PIPEWORKS HOLDINGS S.A.**

2-4 Mesogeion Ave.  
Pyrgos Athinon, Building B  
11527 Athens (Greece)  
G.E.M.I.: 000264701000

**HELLENIC CABLES S.A. HOLDINGS SOCIETE**

**ANONYME**

2-4 Mesogeion Ave.  
Pyrgos Athinon, Building B  
11527 Athens (Greece)  
G.E.M.I.: 000281701000

**ANNOUNCEMENT**

**SUMMARY OF THE COMMON DRAFT TERMS OF CROSS BORDER MERGER THROUGH THE ABSORPTION OF THE GREEK SOCIETE ANONYMES UNDER THE TRADE NAMES “CORINTH PIPEWORKS HOLDINGS S.A.” AND “HELLENIC CABLES S.A. HOLDINGS SOCIETE ANONYME” BY THE BELGIAN SOCIETE ANONYME UNDER THE TRADE NAME “CENERGY HOLDINGS SA”**

The Boards of Directors of the Belgian Societe Anonyme under the trade name “CENERGY HOLDINGS SA”, with registered seat in Brussels, Avenue Marnix 30, 1000 and registered in the Crossroads Bank for Enterprises under number 0649.991.654 RLE (Brussels) (hereinafter the **Absorbing Company**) and of the Greek Societe Anonymes under the trade names “CORINTH PIPEWORKS HOLDINGS S.A.” and “HELLENIC CABLES S.A. HOLDINGS SOCIETE ANONYME”, with registered seat at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527 Athens, Greece and registered in the General Commercial Registry (G.E.M.I.) under numbers 000264701000 and 000281701000 respectively (hereinafter the **First Absorbed Company** and the **Second Absorbed Company** respectively and together the **Absorbed Companies**) announce that 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, they have signed on 26/09/2016 the Common Draft Terms of Cross-Border Merger, by virtue of which the above companies will merge through the absorption of the Absorbed Companies by the Absorbing Company. The above Common Draft Terms of Cross-Border Merger have been subject to the publication formalities of the Belgian Companies Code and Greek law 3777/2009.

The Common Draft Terms of Cross-Border Merger is subject to the approval of the General Assemblies of the shareholders of the merging companies and the fulfillment of all the formalities required by applicable law. The summary of the Common Draft Terms of Cross-Border Merger is as follows:

**1.** The Cross-Border Merger shall be implemented in accordance with the provisions of the Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005, Greek law 3777/2009 in conjunction with the provisions of Codified Law 2190/1920 and articles 772/1 and following of the Belgian Companies Code (BCC). 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 Companies (hereinafter together “the **Merging Companies**”) as at 31 July 2016.

**2.** As a result of the Cross-Border Merger, the Absorbing Company shall acquire all assets and liabilities of the Absorbed Companies by way of a universal transfer and will substitute automatically the Absorbed Companies in all their legal rights and obligations. The Absorbed Companies will be dissolved without liquidation. Concomitantly to the Cross-Border Merger becoming effective, the Absorbing Company shall allocate the assets and liabilities of the Absorbed Companies to the branch that it maintains in Greece in accordance with articles 1, 4 and 5 of the Greek Law 2578/1998.

**3.** The share capital of the Absorbing Company amounts to EUR 61,500 and is divided into 615 shares without nominal value. At the Shareholders' Meeting of the Absorbing Company which shall approve the Cross-Border Merger or at any other Shareholders' Meeting to be held before such meeting, it is intended that, with effect immediately prior to the Cross-Border Merger becoming effective, the shares of the Absorbing Company will be split by a factor of 44, resulting in the number of shares of the Absorbing Company being increased from the current number of 615 shares to 27,060 shares.

The share capital of the First Absorbed Company amounts to EUR 96,852,756.78 and is divided into 124,170,201 common registered shares with a nominal value of EUR 0.78 each. The share capital of the Second Absorbed Company amounts to EUR 20,977,915.60 and is divided into 29,546,360 common registered shares with a nominal value of EUR 0.71 each.

**4.** The value of the Absorbing Company has been determined on the basis of its net asset value. The Absorbed Companies are both holding companies, listed on the Athex. For the purpose of their valuation and the determination of the respective share exchange ratios, the following valuation methods have been used for each of the Absorbed Companies:

(i) the discounted cash flow (**DCF**) method, as the method to be used for the main companies in which the Absorbed Companies hold participations and the adjusted net asset value method as the method to be used for the valuation of those companies in which the Absorbed Companies hold participations which are less significant in size; and

(ii) the stock market analysis method.

On the basis of the valuation methods used for each of the Merging Companies, the respective values of the Merging Companies as at 31 July 2016 are set for the purpose of the Cross-Border Merger by the Boards of Directors of the relevant Merging Companies at the following levels:

- the value of the Absorbing Company is set at EUR 52,302.4038593608;
- the value of the First Absorbed Company is set at EUR 240,000,000; and
- the value of the Second Absorbed Company is set at EUR 127,500,001.389222.

Taking into account the above values for the Merging Companies and the current number of outstanding shares in each company, the value of the shares of each Merging Company is as follows:

- each share of the Absorbing Company (after the stock split provided above) has a value of EUR 1,93283088911163;

- each share of the First Absorbed Company has a value of EUR 1,93283088911163; and
- each share of the Second Absorbed Company has a value of EUR 4,315252416515.

5. The proposed share exchange ratios between the Absorbing Company and each of the Absorbed Companies is set as follows:

- in relation to the First Absorbed Company, the proposed share exchange ratio is set at 1:1, i.e. it is proposed that the shareholders of the First Absorbed Company exchange one of their shares in the First Absorbed Company for one new share in the Absorbing Company;
- in relation to the Second Absorbed Company, the proposed share exchange ratio is set at 0,447906797228002:1, i.e. it is proposed that the shareholders of the Second Absorbed Company exchange 0,447906797228002 share in the Second Absorbed Company for one new share in the Absorbing Company.

(each new share in the Absorbing Company issued to the shareholders of the Absorbed Companies in the context of the Cross-Border Merger being referred to as a **New Share**).

6. Since the exchange ratio in respect of the Second Absorbed Company does not allow to issue a whole number of New Shares to each one of the former shareholders of the Second Absorbed Company in exchange for their shares, such shareholders will receive a number of New Shares that is equal to the number of the shares they hold in the Second Absorbed Company, divided by 0,447906797228002, and rounded down to the closest whole number.

To the extent the number of New Shares to which a shareholder of the Second Absorbed Company is entitled has been rounded down, the number of New Shares that cannot be delivered as a result of certain shareholders of the Second Absorbed Company being entitled to a fractional number of New Shares will be deposited on a collective account on behalf of all such shareholders in accordance with paragraph 8 (c) below. The shareholders being entitled to a fractional number of New Shares will then be allowed to sell such fractional rights or purchase such fractional rights in order to acquire the ownership of a whole number of New Shares, within a period of six months in accordance with the mechanism usually applied in such instances in Greece.

7. The Cross-Border Merger will result in a capital increase of the Absorbing Company by an amount of EUR 117,830,672.38 so as to increase the capital from its current amount of EUR 61,500 to EUR 117,892,172.38 through the issue of 190,135,621 New Shares to the shareholders of the Absorbed Companies and bring the total number of shares in the Absorbing Company to 190,162,681 shares, in accordance with the exchange ratios.

After the completion of the Cross-Border Merger, the shareholding of the Absorbing Company will be split among the existing shareholders of the Merging Companies as follows:

- 27,060 shares out of the total of 190,162,681 shares will be held by the existing shareholders of the Absorbing Company pre-merger;
- 124,170,201 shares out of the total of 190,162,681 shares will be held by the existing shareholders of the First Absorbed Company pre-merger; and

- 65,965,420 shares out of the total of 190,162,681 shares will be held by the existing shareholders of the Second Absorbed Company pre-merger.

8. The New Shares will be issued to the former shareholders of the Absorbed Companies in dematerialised form to the securities accounts of the former shareholders of the Absorbed Companies via Euroclear Belgium, the Belgian central securities depository, or via the Dematerialised Securities System (the **DSS**), the Greek central securities depository which is run by the Hellenic Central Securities Depository S.A. (the **Athex CSD**). 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 the DSS accounts of the shareholders of the Absorbed Companies. Shareholders who wish to open a DSS account can appoint one or more members of the Athens Exchange (**Athex**) or custodian banks as authorised operators (the **DSS operators**) of their DSS account. All New Shares issued to the shareholders of the Absorbed Companies 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. The Athex CSD, 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 the Absorbed Companies are subject to any encumbrances, delivery of the New Shares in exchange of such shares will only be made through Athex CSD and New Shares issued by the Absorbing Company to the shareholders of the Absorbed Companies 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;
- (b) shareholders of the Absorbed Companies 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 the Absorbed Companies' websites in due course and to send such to the investor relations department of the Absorbing Company at the latest by the date that will be communicated by the Absorbed Companies. 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; and
- (c) to the extent the number of New Shares that a shareholder of the Second Absorbed Company is entitled to receive as per application of the exchange ratio is a fractional number that has been rounded down, such shareholder shall have the right to opt to take delivery of the New Shares through ING in relation to the whole New Shares

such shareholder is entitled to receive only. Likewise, shareholders of the Second Absorbed Company will only be entitled to receive the whole New Shares they are entitled to in their Athex CSD account, without having regard to any fractional rights to New Shares. The number of New Shares that remain outstanding after New Shares have been delivered to the shareholders of the Second Absorbed Company in accordance with this paragraph will be delivered through the Athex CSD and will be treated according to article 44(a) §2 of Greek law 2396/1996, combined with resolution no. 13/375/17.3.2006 of the board of directors of the HCMC. According to these provisions, the number of New Shares that cannot be delivered as a result of certain shareholders of the Second Absorbed Company being entitled to a fractional number of New Shares will be deposited in a collective account on behalf of all such shareholders. Such shareholders will have six months from the listing of the New Shares on Euronext and the Athex to purchase or sell fractional number of New Shares so as to acquire ownership of a whole number of New Shares. Fractional number of New Shares deposited on the collective account will be delivered from time to time to the securities account of the shareholders of the Second Absorbed Company acquiring an entitlement to receive a whole number of New Shares. Any dividends or other distributions to which the fractional number of New Shares deposited on the collective account would become entitled before delivery to the securities account of the shareholders of the Second Absorbed Company will be deposited on the collective account. Such amounts will be paid to the shareholders acquiring the sole ownership of New Shares pro rata to the New Shares they have acquired, upon delivery of such New Shares on their securities account. Voting rights attached to the fractional number of New Shares deposited on the collective account shall be suspended in accordance with the articles of association of the Absorbing Company. After the lapse of the six-month period referred to above, the Absorbing Company shall apply to the HCMC, which will appoint an Athex member in order to sell any remaining fractional number of New Shares that are held in the collective account on the market. The proceeds of such sale shall be deposited with the Greek Loans and Deposits Fund. The former shareholders of the Second Absorbed Company who have not sold or purchased their fractional number of New Shares will receive the amount corresponding to the sale of such fractional number. Additional information with regard to the necessary documents that the former shareholders of the Second Absorbed Company or their duly authorised representatives must submit to the Absorbing Company and/or to the Greek Loans and Deposits Fund to receive their payment from the Greek Loans and Deposits Fund, will be announced in due course.

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

**9.** The Cross-Border Merger will have no adverse effect on employment for the employees of the Merging Companies. The First Absorbed Company currently employs five employees which will be transferred to another entity of the group. The Second Absorbed Company currently employs four employees which will be transferred to another entity of the group.

**10.** In the current state of Belgian and Greek applicable laws and on the basis of the structure of the employee representation within the Absorbing Company and the Absorbed Companies, 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.

**11.** The former shareholders of the Absorbed Companies will be entitled to participate in the profits of the Absorbing Company for each financial year, starting with the year ending on 31 December 2016.

**12.** For accounting purposes, all transactions of the Absorbed Companies will be deemed to be taken for the account of the Absorbing Company as from 1 August 2016.

**13.** 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 Companies have not issued any other securities besides shares.

**14.** No special benefits will be granted to the board members, the members of the management bodies, the members of the supervising bodies of the Merging Companies or to the common expert who has reviewed the Merger Terms.

**15.** The creditors and the minority shareholders of the Absorbing Company and the Absorbed Companies can exercise their rights in accordance with 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 Companies at their offices located at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527 Athens (Greece).

The documents of the Cross Border Merger are already at the disposal of the shareholders of the Merging Companies in the abovementioned addresses in accordance with the applicable legislation (responsible person: Sophia Zairi, telephone: 210 6861111).

#### **THE BOARDS OF DIRECTORS OF THE MERGING COMPANIES**

---