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

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

---

**REPORT OF THE BOARD OF DIRECTORS**
**PREPARED IN RELATION TO A CROSS-BORDER MERGER BY ABSORPTION**

---

## 1. PRELIMINARY STATEMENTS

The board of directors of Hellenic Cables S.A. Holdings Societe Anonyme prepared this report (the **Report**) in light of a proposed transaction whereby it is contemplated that Cenergy Holdings S.A. (the **Absorbing Company**) a limited liability company incorporated under Belgian law, with registered seat in Brussels, avenue Marnix 30, 1000 and registered in the Crossroads Bank for Enterprises under number 0649.991.654 RLE (Brussels) will absorb the following entities by way of a cross-border merger (the ***Transaction*** or ***Cross-Border Merger***):

(i) Corinth Pipeworks Holdings S.A., a limited liability company by shares (Ανώνυμος Εταιρία) incorporated under Greek law, with registered office at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527 Athens, Greece and registered in the General Commercial Registry (G.E.M.I.) under number 000264701000 (**Corinth Pipeworks S.A.**);

(ii) Hellenic Cables S.A. Holdings Societe Anonyme, a limited liability company by shares (*Ανώνυμος Εταιρία)* incorporated under Greek law, with registered office at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527 Athens, Greece and registered in the General Commercial Registry (G.E.M.I.) under number 000281701000 (hereinafter referred to as **Company** and together with the Company the ***Absorbed Companies***).

The Absorbing Company is a holding company and a member of a group of companies (the ***Viohalco Group***) engaged in the sectors of steel, copper and aluminium production, processing and trade and controlled by Viohalco SA (***Viohalco***), a Belgian company listed on Euronext Brussels (***Euronext***) and the Athens Stock Exchange (the ***Athex***). The Absorbing Company is not listed on any stock exchange as at the date of these Merger Terms. It is intended that all shares of the Absorbing Company currently outstanding will be admitted to listing on Euronext and the Athex prior to the shareholders' meetings approving the Cross-Border Merger. All new shares which will be issued in the context of the Cross-Border Merger (together with the shares currently outstanding, the ***Shares***) will be admitted to listing on Euronext and the Athex after completion of the Cross-Border Merger.

Corinth Pipeworks S.A. is a direct subsidiary of Viohalco and the holding company of the Corinth Pipeworks group of companies which is a world class manufacturer of high quality steel pipes used to transport oil, gas and water, to carry CO2 and slurry, and is also involved in the construction sector. Its shares are listed on the Athex.

The Company is an indirect subsidiary of Viohalco and the holding company of the Hellenic Cables group of companies, which is engaged in the production and marketing of power and telecommunications cables from low voltage up to extra-high voltage and undertakes the implementation of projects for cable systems' supply and installation. Its shares are also listed on the Athex.

This Report 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 26/9/2016 as prepared by the respective boards of directors of the Absorbing Company and each of the Absorbed Companies (the **Merging Companies**). The Merger Terms are attached to this Report as Schedule 1.

## 2. REPORT BY THE COMMON EXPERT

As permitted by the applicable Belgian and Greek legislations, the Merging Companies 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 Merging Companies.

To that end, the Merging Companies have applied to have the Belgian audit firm Mazars Advisory Services BVBA appointed by the President of the French-speaking 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 French-speaking Tribunal of Commerce of Brussels dated 14 September 2016. The board of directors of the Company approved the preparatory actions for the designation of Mazars Advisory Services BVBA as common expert on 23 September 2016.

On 13 October 2016, Mazars Advisory Services BVBA 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:

*"In accordance with the terms of our engagement letter dated 5 September 2016, we have performed the agreed upon procedures in order to issue present "fairness" opinion – a declaration with regard to the reasonableness and relevance - on the share exchange ratios ("**Ratios**") and an opinion on the appropriateness of the valuation methodologies ("**Methodologies**") adopted by the Board of Directors ("**Board(s)**") in relation to the intended cross-border merger ("**Cross-Border Merger**") of the following entities:*

- *Cenergy Holdings SA , a limited liability company incorporated under the laws of Belgium, with registered office at 30 Marnixlaan, B-1000 Brussels and having the registration number BE 0649.991.654, acting as absorbing entity in the merger (the "**Absorbing Company**" or "**Cenergy**");*

- *Corinth Pipeworks Holdings S.A. ("**Corinth Pipeworks**"), a limited liability company by shares incorporated under Greek law, with registered office at 2-4 Mesogeion, Pyrgos Athinon, 11527 Athens, Greece and registered in the General Commercial Registry under number 000264701000, acting as absorbed entity;*

- *Hellenic Cables S.A. Holdings Société Anonyme ("**Hellenic Cables**"), a limited liability company by shares incorporated under Greek law, with registered office at 2-4 Mesogeion, Pyrgos Athinon, 11527 Athens, Greece and registered in the General Commercial Registry under number 000281701000, acting as absorbed entity.*

*We have prepared present report as the Common Expert, appointed by the President of the Commercial Court of Brussels in connection with the planned Cross-Border Merger in accordance with article 772/9 of the Belgian Company Code ("**BCC**"), article 68 §2 and 69-77a of the Codified Greek Law 2190/1920 and article 6 of the Greek Law 3777/2009 ("**G-Laws**"). This report is solely for use in connection with these articles.*

- *Cenergy is a holding entity that has been incorporated as of 17 March 2016. Its interim statement of financial position as per 31 July 2016 primarily consists of cash & cash*

*equivalents. For the purpose of the valuation and the determination of the Ratios, the Board has considered the Net Asset Value as most appropriate.*

- *Corinth Pipeworks is a holding entity with a major participation in CPW Pipe Industry (Thisvi plant) and some investments in less significant in size companies. The valuation of this entity has been determined by the Board through application of a weighting of 60% to the Adjusted Net Asset Value and 40% of the Stock Market Value.*

- *Hellenic Cables is a holding entity with major participations in Hellenic Cables Industry, Fulgor SA (through Hellenic Cable Industry) and Icme Ecab SA and some investments in less significant in size companies. The valuation of this entity has been determined by the Board through application of a weighting of 60% to the Adjusted Net Asset Value and 40% of the Stock Market Value.*

*By its nature, the DCF method is based on projections, business plans and estimations. Inherently, we cannot guarantee the realization of such projections, business plans and estimations. Based on our procedures, these projections and estimations have been rationally established and appropriately documented and do not present material inconsistencies with the other information we have obtained. Application of other projections, business plans and estimations would lead to other values and consequently other share exchange ratios.*

*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 Listing Date, the Shares will be split by a factor of 44.*

*On the basis of the values of the Merging Companies set by the Board and after the stock split, the proposed share exchange ratios between the Absorbing Company and each of the Absorbed Companies are set as follows:*

| **Share exchange ratio** | |
|---|---|
| | **Transaction date** |
| Corinth Pipeworks | 1,0000 |
| Hellenic Cables | 0,447906797228002 |

*The above signifies that the shareholders of Corinth Pipeworks will receive, for each share they have and will exchange, one new share issued by Cenergy. The shareholders of Hellenic Cables shall receive for each 0,447906797228002 part of each existing share a new share issued by Cenergy. Since the exchange ratio set in respect of Hellenic Cables does not allow to issue a whole number of new shares to each one of the former shareholders of Hellenic Cables in exchange for their shares, such shareholders will receive a number of new shares that is equal to the number of shares they hold in Hellenic Cables, divided by 0,447906797228002, and rounded down to the closest whole number.*

*For accounting purposes, all transactions of Corinth Pipeworks and Hellenic Cables will be deemed to be taken for the account of Cenergy as from 1 August 2016.*

*In conclusion of our work performed in accordance with the relevant applicable regulations in Belgium, as described above in our report, we hereby confirm that in our opinion, considering the above:*

- *The Ratios between the shares of the Absorbed Companies and the Absorbing Company are fair and reasonable;*

- *The valuation methods used and the relative weight assigned to the respective methods are appropriate for the proposed Cross-Border Merger and consistent with previous mergers in the Viohalco Group;*

- *No difficulties have arisen with respect to the Valuations;*

- *Following the valuation methodology, the Boards decided to fix the value of Cenergy at € 52.302,4038593608; the value of Corinth Pipeworks at € 240.000.000 and the value of Hellenic Cables at € 127.500.001,389222. These values are within the range of values determined.*

*The Common Draft Terms of the Cross-Border Merger dated 26 September 2016 contain, in our understanding, the information as required by Law.*

*We are not aware of any event occurring after the date on which the Common Draft Terms of the Cross-Border Merger were approved, that may have an influence on the Ratios. "*

## 3. DATE OF ACCOUNTS 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 Merging Companies as at 31 July 2016 which are attached as annex 3 to the Merger Terms (the Merger Terms being attached to this Report as Schedule 1).

## 4. LEGAL AND ECONOMIC ASPECTS OF THE CROSS-BORDER MERGER

### 4.1 Rationale of the Transaction

The Board of Directors believes that the Transaction will enable the Absorbed Companies to group their financial leverage and business outreach, thus providing to the underlying industrial companies solid sponsorship and reliable reference when bidding for demanding international projects or seeking access to restricted international financing. As a listed company, both in Brussels and Athens, the Absorbing Company will present the international investor community with an opportunity to invest in a promising business sector under conditions of increased visibility and scrutiny. The ability of the Absorbing Company to access the international financial markets will help consolidate the underlying industrial Greek companies' achievements and secure long-term employment for their highly qualified workforce. The Board of Directors also believes that the Transaction will help enhance the competitiveness and confirm the development and investment prospects of the Absorbed Companies.

### 4.2 Terms of the Cross-Border Merger

#### *(a) Consequences of the Cross-Border Merger*

The Transaction constitutes a cross-border merger by absorption under article 772/1 and following of the BCC and Greek Law 3777/2009, whereby all assets and liabilities of the Absorbed Companies will be transferred to the Absorbing Company, following the dissolution without liquidation of the Absorbed Companies.

The Absorbing Company has a Greek branch under the trade name "Cenergy Holdings Greek Branch", with registered seat at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527, Athens, Greece, registered in the General Commercial Registry (G.E.M.I.) of the Athens Chamber of Commerce and Industry under no. 140011601001 (the ***Greek Branch***). Concomitantly to the Cross-Border Merger becoming effective, the Absorbing Company shall allocate the assets and liabilities of the Absorbed Companies to the Greek Branch in accordance with articles 1, 4 and 5 of the Greek Law 2578/1998.

***(b) Exchange ratios***

As set out in the Merger Terms and supported by the valuation set out in section 4.5 of this Report, the value of the shares of the Merging Companies is as follows:

- each share of the Absorbing Company (after the stock split that will be decided by the shareholders' meeting of the Company prior to the listing of the initial shares of the Company) has a value of EUR 1.93283088911163;

- each share of Corinth Pipeworks S.A. has a value of EUR 1.93283088911163; and

- each share of the Company has a value of EUR 4.315252416515.

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

- in relation to Corinth Pipeworks S.A., the proposed share exchange ratio is set at 1:1, i.e. it is proposed that the shareholders of Corinth Pipeworks S.A. exchange one of their shares in Corinth Pipeworks S.A. for one share in the Absorbing Company;

- in relation to the Company, the proposed share exchange ratio is set at 0.447906797228002:1, i.e. it is proposed that the shareholders of the Company exchange 0.447906797228002 share in the Company for one share in the Absorbing Company.

The values per share of the Absorbing Company and each of the Absorbed Companies as set out above have been determined by their boards of directors taking into account the methods set out in section 4.5 of this Report. Such methods have led to a valuation range for each of Corinth Pipeworks S.A. and the Company, which are described in section 4.5. The boards of directors determined the exact values per share for Corinth Pipeworks S.A. and the Company within such valuation ranges. When determining the exact value per share within such ranges, the boards of directors have taken the following considerations into account:

- the range of values relating to Corinth Pipeworks S.A. is much closer to the current stock market value of Corinth Pipeworks S.A.; it has therefore been considered appropriate to deviate by approximately 5% from the average of the valuation and to set the value of Corinth Pipeworks S.A. towards the upper end of its valuation range; and

- in the case of the Company, the situation is exactly opposite; its current stock market value is much lower than the range of values derived by the valuation and this has led the boards of directors to decide to deviate by approximately 6% from the average of the valuation and to set the value of the Company towards the lower end of its valuation range.

Furthermore, reviewing the business cases of the Absorbed Companies and discussing the immediate prospects of the two companies with their respective managements, the boards of directors noted that the business plan of Corinth Pipeworks S.A. is in a more mature phase of implementation than the one of the Company and the probability of achievement of such business plan is higher in the case of Corinth Pipeworks S.A. As a result, the boards of directors concluded that this gave an additional reason to give slightly more weight to the value of Corinth Pipeworks S.A. compared to the one of the Company when determining the exact value per share of each such company within the valuation ranges set out in section 4.5.

***(c) Rounding down***

Since the exchange ratio set out above in respect of the Company does not allow to issue a whole number of Shares to each of the former shareholders of such company in exchange for their shares, such shareholders will receive a number of Shares that is equal to the number of the shares they hold in the Company, divided by 0.447906797228002, and rounded down to the closest whole number.

To the extent the number of Shares to which a shareholder of the Company is entitled has been rounded down, the number of Shares that cannot be delivered as a result of certain shareholders of the Company being entitled to a fractional number of Shares will be deposited on a collective account on behalf of all such shareholders in accordance with the procedure described further below. The shareholders being entitled to a fractional number of 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 Shares, within a period of six months in accordance with the mechanism usually applied in such instances in Greece.

***(d) Capital increase and number of shares of the Absorbing Company after the Cross-Border Merger***

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 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 Corinth Pipeworks S.A. 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 Company pre-merger.

For the remaining terms of the Cross-Border Merger, the board of directors refers to the Merger Terms attached to this Report as Schedule 1.

**4.3 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 law 2190/1920.

The shareholders' meeting of the Company is scheduled to take place on or around 25/11/2016 in order to vote on the Cross-Border Merger. The approval of the Merger Terms of the Cross Border Merger requires:

(i) quorum equal to the two third ($2/3^{rd}$) of the Company's paid share capital pursuant to article 26§1 of its Articles of Association and

(ii) majority equal to the two third ($2/3^{rd}$) of the votes cast in the Company's shareholders' meeting pursuant to article 26§4 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 the other Merging Companies.

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 Economy, Development & Tourism 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.

**4.4 Consequences of the Cross-Border Merger**

***(a) Legal consequences***

From the date the Cross-Border Merger takes effect, the legal consequences as set out in article 12 of law 3777/2009 will apply. Upon the Absorbed Companies being dissolved without going into liquidation, all of the Absorbed Companies' assets and liabilities as a whole with all of their rights and obligations will be transferred to the Absorbing Company. The Absorbing Company will automatically substitute the Absorbed Companies in all their rights and obligations. Concomitantly to the Cross-Border Merger becoming effective, the Absorbing Company shall allocate all assets and liabilities received from the Absorbed Companies to its Greek Branch. As a consequence of the Cross-Border Merger, the Absorbed Companies will cease to exist.

In accordance with the Merger Terms, all acts and transactions of the Absorbed Companies shall be deemed for accounting purposes to have been effected by and for the account of the Absorbing Company as from 1 August 2016.

***(b) Consequences of the Cross-Border Merger for the shareholders***

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:

(i) absent the filing of the form set out in paragraph (ii) 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;

(ii) 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

(iii) to the extent the number of new Shares that a shareholder of the 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 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 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 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 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 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 as per this paragraph, 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 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 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.

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.

***(c) Consequences of the Cross-Border Merger for the employees***

The Cross-Border Merger will have no adverse effect on employment for the employees of the Merging Companies. The Company currently employs four employees which will be transferred to another entity of the group prior to the implementation of the Cross Border Merger.

***(d) Consequences of the Cross-Border Merger for the creditors***

Upon the Cross-Border Merger taking effect, the creditors of the Company will become direct creditors of the Absorbing Company, whereas any debt outstanding between the above companies will cease to exist due to confusion.

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 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 on the website of the Company pursuant to article 70, §1 of the Greek Codified Law 2190/1920, provided that the financial condition of the Company 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 the Company 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 on the website of the Company pursuant to article 70, §1 of the Greek Codified Law 2190/1920.

Pursuant to article 684 of the BCC, creditors of the Merging Companies 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 notarial 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 Companies, 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.

***(e) Consequences of the Cross-Border Merger for the real estate and intellectual property rights***

The Absorbed Companies do not hold any real estate or intellectual property rights. The plots of land referred to Annex 2 of the Merger Terms which the Company held in its property as at 31st July 2016, were transferred by such company prior to the signature of these Merger Terms by virtue of notarial deed 21164/13-9-2016 signed before the Notary Public El.Tzembetzi.

**4.5 Methods used to determine the share exchange ratios; the importance of these methods; the valuation derived from these methods; the difficulties that arose and the proposed exchange ratios**

***(a) Share capital of the Merging Companies***

*(i)* Absorbing Company

The Absorbing Company's share capital amounts to EUR 61,500 and is divided into 615 Shares without nominal value. The Absorbing Company has only one class of shares. All Shares currently outstanding are in registered form, and are freely transferable and fully paid up.

Such Shares will be subject to a stock split whereby they will be split by a factor of 44 and result in the number of Shares being increased from the current number of 615 Shares to 27,060 shares. Such stock split shall be decided by the shareholders' meeting of the Absorbing Company on or around 3 November 2016, prior to the listing of the initial shares of the Absorbing Company which is scheduled to take place on or around 24 November 2016.

*(ii)* Absorbed Companies

The share capital of Corinth Pipeworks S.A. amounts to EUR 96,852,756.78, divided into 124,170,201 common registered shares with a nominal value of EUR 0.78 each. Corinth Pipeworks S.A. has only one class of shares. All such shares are in dematerialised form and are freely transferable and fully paid up.

The share capital of the Company amounts to EUR 20,977,915.60, divided into 29,546,360 common registered shares with a nominal value of EUR 0.71 each. The Company has only one class of shares. All such shares are in dematerialised form and are freely transferable and fully paid up.

***(b) Methods used for the valuation of the companies and the determination of the exchange ratios***

The respective values of the Absorbing Company and the Absorbed Companies have been determined as follows.

*(i)* Absorbing Company

The value of the Absorbing Company has been determined based on its net asset value (i.e. EUR 52,302.4038593608 as at 31 July 2016). Since the only asset of the Absorbing Company consists of its initial capital during its incorporation minus the incorporation costs, its value is minimal as compared to the value of the Absorbed Companies.

*(ii)* General Overview for the Absorbed Companies

The Absorbed Companies are both listed holding companies. For the purpose of their valuation and the determination of the respective share exchange ratios, the following valuation methods have been used:

- a combination of the discounted cash flow method (the ***DCF Method***), as the primary method used for the valuation of the companies in which the Absorbed Companies hold participations, and the adjusted net asset value method (the ***Adjusted Net Asset Value Method***) as the method used for the valuation of those other companies in which Absorbed Companies hold participations which are less significant in size; and

- the stock market analysis method (the ***Stock Market Analysis Method***); such 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.

With respect to the valuation of the Absorbed Companies, the board of directors considered:

- that more than one method should be used to value the companies, as this broadens the valuation process and allows substantial verification of the results obtained; and

- that the same methods should be used for both Absorbed Companies, in order to ensure that the resulting values are homogeneous and comparable.

The board of directors is of the view that the most accurate and relevant valuation methodology is the DCF Method which values the intrinsic value of a company as the sum of the present value of the future cash flows generated from the business plan projections and the terminal value. The DCF Method is considered as the most theoretically sound scientific approach and acceptable method for determining values of companies. In respect of the application of the DCF Method to the Absorbed Companies, the board of directors noted the following:

- in the case of Corinth Pipeworks S.A., the contribution of each company held by it (e.g., CPW Pipe Industry, Humbel, Ltd etc.) to the value of Corinth Pipeworks S.A. was estimated by multiplying the participation interest which Corinth Pipeworks S.A. holds in each company with the value which was estimated for each such company in application of the DCF Method; the values derived were used in order to adjust the net asset value of Corinth Pipeworks S.A. as follows:

  *Equity Value Reported + Value of Investments following DCF – Book Value of Investments*

- in the case of the Company, the contribution of each company in which the Company hold shares (e.g., Hellenic Cables Industry, Fulgor, Lesco O.o.d., etc.) to the value of the Company was estimated by multiplying the participating interest that each of them holds in each company with the value which was estimated for each such company in application of the DCF Method; the values derived were used in order to adjust the net asset value of the Company as follows:

  *Equity Value Reported + Value of Investments following DCF – Book Value of Investments*

The board of directors further noted in relation to the application of the DCF Method to the Absorbed Companies that:

- for the smaller sized subsidiaries of the Absorbed Companies, the DCF Method was not used but rather was replaced by the Adjusted Net Asset Value Method after making proper adjustments in their equity value (where necessary); and

- the net assets of the Absorbed Companies were estimated at current prices following IFRS rules and the valuation of real estate assets were performed by sworn-in valuers.

The combination of the DCF Method (as the case may be, combined with the Adjusted Net Asset Value 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 the increase of the perceived Greek country risk which impact the valuation of the Absorbed Companies and their subsidiaries.

The results of these two methods have been weighted in the proportion of 60% for the DCF Method (as the case may be, combined with the Adjusted Net Asset Value Method) and 40% for the Stock Market Analysis Method, to arrive at the final valuation of the Absorbed Companies. The board of directors decided to apply a lower weight on the method based on the stock price due to the fact that the shares of the Absorbed Companies have been very volatile over the last years.

The following paragraphs provide the valuation outcomes for each of the Absorbed Companies following application of the DCF Method (as the case may be, combined with the Adjusted Net Asset Value Method) and the Stock Market Analysis Method.

*(iii)* <u>Corinth Pipeworks S.A.</u>

- Valuation of Corinth Pipeworks S.A. following the DCF Method (as the case may be, combined with the Adjusted Net Asset Value Method)

Based on the DCF Method, the value of each of the participations held by Corinth Pipeworks S.A. is estimated through its future cash flows which are calculated according to the business plan of each such participation. Cash-flows are discounted using each participation's Weighted Average Cost of Capital (***WACC***), which reflects each participation'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 if applicable), the estimated value results from the application of the adjusted net asset value valuation methodology or will follow valuations made by qualified real estate appraisers.

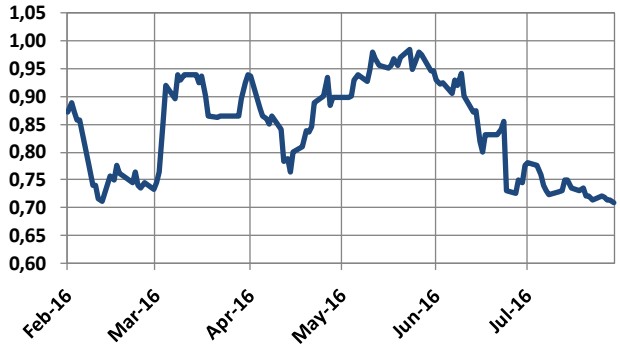
The contribution to the value of Corinth Pipeworks S.A. based on the DCF Method and, where appropriate, the Adjusted Net Asset Value Method is summarised below.

| | **Contribution / Adjustment (in EUR thousand)** | |
|---|---|---|
| | *Minimum* | *Maximum* |
| ***Equity reported as per 31/7/2016 (A)*** | **140,779** | **140,779** |
| (+) Market value of participations / investments | 286,792 | 343,985 |
| (-) Book value of participations / investments | (139,466) | (139,466) |
| ***Contribution of adjustments (B)*** | **147,325** | **204,519** |
| **Adjusted net assets value (A) + (B)** | **288,104** | **345,297** |

Based on the valuation as described above, the value of Corinth Pipeworks S.A. ranges between EUR 288,104,038 and EUR 345,297,169 as at 31 July 2016.

- Valuation of Corinth Pipeworks S.A. following the Stock Market Analysis Method

For the purpose of calculating the average stock market price of Corinth Pipeworks S.A. and determining a range of market values, the board of directors has used the volume weighted averages per trading days of the last one, three and six months, for the period leading to 31 July 2016. On this basis, the average stock market price was set in a range of EUR 0.73 and EUR 0.86 per share, as illustrated hereunder.




***Spot price 31.07.2016:*** €0.71
***Minimum value:*** €0.71 29/7/2016
***Maximum value:*** €0.98 23/5/2016

***Volume weighted average price***

**1-month** €0.73
**3-month** €0.86
**6-month** €0.85
***Range of market prices: €0.73 - €0.86***

Taking into account the Stock Market Analysis Method, the market capitalisation of Corinth Pipeworks S.A. would result in a range between EUR 90,644,247 and EUR 106,786,373.

- Resulting valuation of Corinth Pipeworks S.A.

As shown in the following table, based on the combination of the outcome of the two methods outlined above, the value of Corinth Pipeworks S.A. amounts to a range between EUR 209,120,122 and 249,892,850, or EUR 1.68 to EUR 2.01 per share.

| **Valuation method** | **Weight** | **Estimated value (EUR)** | |
|---|---|---|---|
| | | *Minimum* | *Maximum* |
| Adjusted Net Asset Value Method | 60% | 288,104,038 | 345,297,169 |
| Stock Market Analysis | 40% | 90,644,247 | 106,786,373 |
| **Total** | **100%** | **209,120,122** | **249,892,850** |

*(iv)* Company

- Valuation of Company following the DCF Method (as the case may be, combined with the Adjusted Net Asset Value Method)

Based on the DCF Method, the value of the participations held by the Company is estimated through its future cash flows which are calculated according to the business plan of the relevant company. Cash-flows are discounted using each company's 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 results from the application of the adjusted net asset value valuation methodology or will follow valuations made by qualified real estate appraisers.

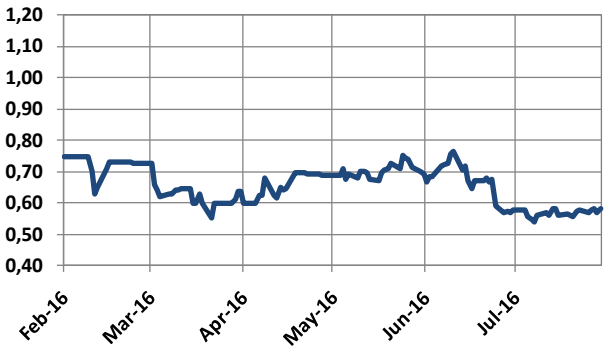
The contribution to the value of the Company based on the DCF Method and, where appropriate, the Adjusted Net Asset Value Method is summarised below.

| | **Contribution / Adjustment (in EUR thousand)** | |
|---|---|---|
| | *Minimum* | *Maximum* |
| ***Equity reported as per 31/7/2016 (A)*** | **87,874** | **87,874** |
| (+) Market value of participations / investments | 183,725 | 233,869 |
| (-) Book value of participations / investments | (82,023) | (82,023) |
| ***Contribution of adjustments (B)*** | **101,702** | **151,846** |
| **Adjusted net assets value (A) + (B)** | **189,576** | **239,719** |

Based on the outcome of valuation as described above, the value of the Company would amount to a range between EUR 189,575,616 and EUR 239,719,489 as at 31 July 2016.

- Valuation of the Company following the Stock Market Analysis Method

As mentioned above for Corinth Pipeworks S.A., for the purpose of calculating the average stock market price and determining a range of market values for the Company, the board of directors has used the volume weighted averages per trading days of the last one, three and six months for the period leading to 31 July 2016. On that basis, the average stock market price was set in a range of EUR 0.56 and EUR 0.66 per share, as illustrated hereunder.




***Spot price 31.07.2016:*** €0.58
***Minimum value:*** €0.54 7/7/2016
***Maximum value:*** €0.77 10/6/2016

***Volume weighted average price***

**1-month** €0.56
**3-month** €0.66
**6-month** €0.66
***Range of market prices: €0.56 - €0.66***

Taking into account the Stock Market Analysis Method, the market capitalisation of the Company would result in a range between EUR 16,545,962 and EUR 19,500,598.

- Resulting valuation of the Company

As shown in the following table, based on the combination of the outcome of the two methods outlined above, the value of the Company amounts to a range between EUR 120,363,754 and EUR 151,631,932 or EUR 4.07 to EUR 5.13 per share.

| **Valuation method** | **Weight** | **Estimated value (EUR)** | |
|---|---|---|---|
| | | *Minimum* | *Maximum* |
| Adjusted Net Asset Value Method | 60% | 189,575,616 | 239,719,489 |
| Stock Market Analysis | 40% | 16,545,962 | 19,500,598 |
| **Total** | **100%** | **120,363,754** | **151,631,932** |

### *(c) Methods that were not selected*

The following methods were not selected for the purpose of determining the value of the Absorbed Companies and the exchange ratio of the Cross-Border Merger: (i) the method based on listed comparable 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.

## 4.6 *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 directors of the valuation of the Merging companies and the exchange ratios.

## 5. RIGHT TO REVIEW THIS REPORT

In accordance with article 5§2 of law 3777/2009, the shareholders and the employees of the Company 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.

## 6. COMPLIANCE OF THIS REPORT WITH THE PROVISIONS OF THE ATHEX RULE BOOK

The present report includes all information required by article 4.1.4.1.3. of the Athens Stock Exchange Rulebook concerning the valuation of the Merging Companies and the share exchange ratio. Therefore the present report constitutes the report by the Board of Directors of the Company provided in articles 4.1.4.1.1. and 4.1.4.1.3. of the Athens Stock Exchange Rulebook, to be addressed to the general meeting of the shareholders of the Company, which will resolve, inter alia, on the approval of this report and the Cross Border Merger. In accordance with article 4.1.4.1.1. of the Athex Stock Exchange Rulebook, the present report: (a) shall be sent to the Athex for posting it on its website concomitantly with the convocation of the general meeting of the shareholders of the Company; (b) shall be posted on the Company's website, and (c) shall be submitted to the shareholders of the Company at the general meeting which shall resolve on the Cross-Border Merger for approval, and shall be recorded in its written minutes accordingly.

Athens, 18/10/2016

**THE BOARD OF DIRECTORS**

**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

---

**COMMON DRAFT TERMS OF CROSS-BORDER MERGER**

---

## 7. CONTEXT

These common draft terms of cross-border merger (the ***Merger Terms***) have been prepared jointly by the Board of Directors of the companies Cenergy Holdings SA, Corinth Pipeworks Holdings S.A., Hellenic Cables S.A. Holdings Societe Anonyme 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 transaction whereby it is contemplated that Cenergy Holdings SA, a limited liability company (*société anonyme / naamloze vennootschap*) incorporated under Belgian law (hereinafter referred to as the ***Absorbing Company***), will absorb by way of a cross-border merger (the ***Cross-Border Merger*** or the ***Transaction***):

(i) Corinth Pipeworks Holdings S.A., a limited liability company by shares (*Ανώνυμος Εταιρία)* incorporated under Greek law, with registered office at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527 Athens, Greece and registered in the General Commercial Registry (G.E.M.I.) under number 000264701000 (hereinafter referred to as ***First Absorbed Company***);

(ii) Hellenic Cables S.A. Holdings Societe Anonyme, a limited liability company by shares (*Ανώνυμος Εταιρία)* incorporated under Greek law, with registered office at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527 Athens, Greece and registered in the General Commercial Registry (G.E.M.I.) under number 000281701000 (hereinafter referred to as ***Second Absorbed Company*** and together with the First Absorbed Company the ***Absorbed Companies***).

The Absorbing Company is a holding company and a member of a group of companies (the ***Viohalco Group***) engaged in the sectors of steel, copper and aluminium production, processing and trade and controlled by Viohalco SA (***Viohalco***), a Belgian company listed on Euronext Brussels (***Euronext***) and the Athens Stock Exchange (the ***Athex***). The Absorbing Company is not listed on any stock exchange as at the date of these Merger Terms. It is intended that its

[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.

shares will be admitted to listing on Euronext and the Athex prior to the shareholders meetings approving the Cross-Border Merger.

The First Absorbed Company is a direct subsidiary of Viohalco and the holding company of the Corinth Pipeworks group of companies which is a world class manufacturer of high quality steel pipes used to transport oil, gas and water, to carry CO2 and slurry, and is also involved in the construction sector. Its shares are listed on the Athex.

The Second Absorbed Company is an indirect subsidiary of Viohalco and the holding company of the Hellenic Cables group of companies, which is engaged in the production and marketing of power and telecommunications cables from low voltage up to extra-high voltage and undertakes the implementation of projects for cable systems' supply and installation. Its shares are also listed on the Athex.

These Merger Terms set out the terms and conditions of the contemplated Cross-Border Merger.

## 8. PROCEDURE AND EFFECTIVE DATE

These Merger Terms will be submitted to the respective shareholders' meetings of the Absorbing Company and the Absorbed Companies (together, the ***Merging Companies***) for their approval pursuant to article 772/11 of the BCC and 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 Companies 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.

Subject to paragraph 9 below, 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 Mergers (i) shall have received from the Greek Ministry of Economy, Development & Tourism 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.

These Merger Terms will be filed as follows:

(i) in Belgium, in accordance with article 772/7 of the BCC, the 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 Companies.

(ii) in Greece, 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 Economy, Development & Tourism 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 Companies and such filing will be published on the website of G.E.MI in accordance with Greek law.

These Merger Terms shall also be made available in due course on the websites of the Merging Companies.

## 9. 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 Companies by way of a universal transfer and will automatically substitute the Absorbed Companies in all their legal rights and obligations. The Absorbed Companies will be dissolved without liquidation.

The Absorbing Company has a Greek branch under the trade name "Cenergy Holdings Greek Branch", with registered seat at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527, Athens, Greece, registered in the General Commercial Registry (G.E.M.I.) of the Athens Chamber of Commerce and Industry under no. 140011601001 (the ***Greek Branch***). Concomitantly to the Cross-Border Merger becoming effective, the Absorbing Company shall allocate the assets and liabilities of the Absorbed Companies to the Greek Branch in accordance with articles 1, 4 and 5 of the Greek Law 2578/1998.

## 10. IDENTIFICATION OF THE MERGING COMPANIES

### 10.1 *Absorbing Company*

The Absorbing Company 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 0649.991.654 RLE (Brussels).

It is contemplated that the shares of the Absorbing Company will be admitted on Euronext, as its primary listing, and on the Athex, as a secondary listing, prior to the respective shareholders' meetings of the Absorbed Companies for the approval of the Cross-Border Merger, so that the shareholders of the Absorbed Companies shall receive shares of a company listed on regulated markets in the European Union in exchange for their shares in the Absorbed Companies.

According to article 2 of the articles of association of the Absorbing Company, its corporate purpose is as follows:

> *"2.1. The purpose of the Company is:*
>
> *(a) to hold participations in any companies or entities, whether Belgian or foreign, to acquire by purchase, subscription or otherwise 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 or with which it is affiliated, 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."*

### 10.2 *Absorbed Companies*

4.2.1 The First Absorbed Company is a limited liability company by shares (*Ανώνυμος Εταιρία)* incorporated under Greek law and listed on the Athex, with registered office at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527, Athens, Greece and registered in the General Commercial Registry (G.E.M.I.) of the Ministry of Economy, Development & Tourism under number 000264701000.

According to article 3 of the articles of association of the First Absorbed Company, its corporate purpose is as follows:

*"a) the acquisition and disposal, by any means, of participations in companies and legal entities of any type and economic activity, Greek or foreign, the holding and management of such participations.*

*b) the financing, by any means, of the companies and legal entities in which it participates.*

*c) the engagement in any kind of economic, commercial and industrial activity, including the development of real estate and intellectual property rights as well as of any investment which services, by any means, its corporate purpose."*

4.2.2 The Second Absorbed Company is a limited liability company by shares (*Ανώνυμος Εταιρία)* incorporated under Greek law, with registered office at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527, Athens, Greece and registered in the General Commercial Registry (G.E.M.I.) under number 000281701000.

According to article 4 of the articles of association of the Second Absorbed Company, its corporate purpose is as follows:

*"a) the acquisition and disposal, by any means, of participations in companies and legal entities of any type and economic activity, Greek or foreign, the holding and management of such participations.*

*b) the financing, by any means, of the companies and legal entities in which it participates.*

*c) the engagement in any kind of economic, commercial and industrial activity, including the development of real estate and intellectual property rights as well as of any investment which services, by any means, its corporate purpose."*

## 11. EXCHANGE RATIOS

### 11.1 *Share capital of the Merging Companies*

*5.1.1 Absorbing Company*

The share capital of the Absorbing Company amounts to EUR 61,500 and is divided into 615 shares without nominal value. The Absorbing Company has only one class of shares. All shares currently outstanding are in registered form, and are freely transferable and fully paid up.

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.

*5.1.2 Absorbed Companies*

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 First Absorbed Company has only one class of shares. All such shares are in dematerialised form and are freely transferable and fully paid up.

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. The Second Absorbed Company has only one class of shares. All such shares are in dematerialised form and are freely transferable and fully paid up.

**11.2** ***Methods used for the valuation of the Merging Companies and the determination of the exchange ratios***

The respective values of the Absorbing Company and the Absorbed Companies have been determined as follows:

- with respect to the Absorbing Company, such value has been determined on the basis of its net asset value;

- concerning the Absorbed Companies, such 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.

The methods used for the determination of the relevant exchange ratios (the ***Valuation Methods***) will be described in more detail in (i) the Report of the Board of Directors of the Absorbing Company to be drafted in accordance with article 772/8 of the BCC and (ii) the Reports of the Board of Directors of the Absorbed Companies to be drafted pursuant to article 5 of Greek Law 3777/2009.

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;

These values are based on the assumption that none of the Merging Companies shall distribute any dividend or other distributions to their respective shareholders prior to completion of the Transaction.

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 in paragraph 5.1.1) 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.

**11.3** ***Exchange ratios and rounding down***

*5.3.1 Proposed exchange ratios*

The proposed share exchange ratios between the Absorbing Company and each of the Absorbed Companies are 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 is being hereafter referred to as a ***New Share***.

*5.3.2 Rounding down*

Since the exchange ratio set out in paragraph 5.3.1 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 6(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.

**11.4 *Capital increase and number of shares of the Absorbing Company after the Cross-Border Merger***

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.

## 12. TERMS OF DISTRIBUTION OF THE NEW SHARES IN THE ABSORBING COMPANY

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 in accordance with paragraph 5.3, 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 as per this paragraph 6(c), 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.

## 13. 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. 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.

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

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.

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.

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

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.

## 16. RIGHTS ATTRIBUTED BY THE ABSORBING COMPANY TO THE SHAREHOLDERS OF THE ABSORBED COMPANIES 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 Companies have not issued any other securities besides shares.

## 17. 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 Companies.

To that end, the Merging Companies have applied to have the Belgian audit firm Mazars Advisory Services BVBA appointed by the President of the French-speaking 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 French-speaking Tribunal of Commerce of Brussels dated 14 September 2016.

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 Companies is set at EUR 25,000 (excluding VAT).

## 18. SPECIAL BENEFITS GRANTED TO THE BOARD MEMBERS, TO THE MEMBERS OF THE MANAGEMENT BODIES, TO THE MEMBERS OF THE SUPERVISING BODIES OF THE MERGING COMPANIES 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 Merging Companies or to the common expert who will review the Merger Terms.

## 19. 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 1 to these Merger Terms.

## 20. 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 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.

## 21. ASSETS AND LIABILITIES TRANSFERRED TO THE ABSORBING COMPANY

All assets and liabilities of the Absorbed Companies 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 2 to these Merger Terms.

## 22. DATES OF ACCOUNTS OF THE ABSORBING COMPANY AND OF THE ABSORBED COMPANIES 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 Companies as at 31 July 2016 which are attached as Schedule 3 to these Merger Terms.

## 23. REAL ESTATE AND INTELLECTUAL PROPERTY RIGHTS OF THE ABSORBED COMPANIES

The Absorbed Companies do not hold any real estate or intellectual property rights. The plots of land referred to Annexe 2 hereof which held in its property as at 31st July 2016 the second Absorbed Company, were transferred by such company prior to the signature of these Merger Terms by virtue of notarial deed 21164/13-9-2016 signed before the Notary Public El.Tzembetzi.

## 24. CREDITORS' RIGHTS

Pursuant to article 684 of the BCC, creditors of the Absorbing Company and creditors of the Absorbed Companies 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 notarial 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 Companies, 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.

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 Companies, 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 on the websites of the Absorbed Companies pursuant to article 70, §1 of the Greek Codified Law 2190/1920, provided that the financial condition of the Absorbed Companies 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 the Absorbed Companies 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 on the websites of the Absorbed Companies pursuant to article 70, §1 of the Greek Codified Law 2190/1920.

## 25. TAXATION

In Belgium and Greece, 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) articles 3, 4, 5 of Law 2578/1998, the latter in combination with article 3, par. 1 of the Greek Legislative Decree 1297/1972, article 8 of Law 2578/1998 and articles 54 and 57 of Greek Income Tax Code (Law 4172/2013).

## 26. POWER OF ATTORNEY

A special power of attorney is granted to:

- Jacques Moulaert, Catherine Massion, Catherine Fleisheuer and Eirini Makrypidi, with professional address at Avenue Marnix 30, 1000 Brussels (Belgium); and

- Vincent Macq, Charles-Philippe Rase, Harold Van den Berghe 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 file 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 Efstratios Thomadakis, Panagiota Gouta, Evangelia Evangelou, and Alexandra Tzanetopoulou, with professional address at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527 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 Economy, Development & Tourism and (ii) to proceed to any action required for the filing and publication of the Merger Terms in Greece.

## 27. 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 (as applicable);

- the report of the common expert Mazars Advisory Services BVBA 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 as at 31 July 2016 of each Merging Company.

The creditors and the minority shareholders of the Absorbing Company and the Absorbed Companies 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 located at 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).

*

These Merger Terms have been executed on 26 September 2016 in ten original copies, of which six are in the French language and four are in the Greek language. Three 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 Economy, Development & Tourism 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 Merging Companies.

For the Board of Directors of the Absorbing Company by virtue of an authorisation granted by its Board of Directors on 26 September 2016,

For the Board of Directors of the First Absorbed Company**,** by virtue of an authorisation granted by its Board of Directors on 26 September 2016,

Ioannis Stavropoulos

Apostolos Papavasileiou

For the Board of Directors of the Second Absorbed Company**,** by virtue of an authorisation granted by its Board of Directors on 26 September 2016,

Ioannis Batsolas

Alexios Alexiou

***Schedules:***

1. *Articles of association of Cenergy Holdings effective after the Cross-Border Merger*
2. *List of the transferred assets and liabilities*
3. *Financial statements of merging companies as at 31 July 2016*

**SCHEDULE 1**
**ARTICLES OF ASSOCIATION OF CENERGY HOLDINGS**
**(EFFECTIVE AFTER THE CROSS - BORDER MERGER)**

CENERGY HOLDINGS

1000 Bruxelles, Avenue Marnix 30

RLE 0649.991.654

Draft Articles of Association which shall come into force on the date of its admission to the Stock Exchange

## A. CORPORATE NAME - PURPOSE - REGISTERED OFFICE – DURATION

### Article 1: Corporate name

1.1 The present company is a limited liability company under Belgian law, (*société anonyme*) having the corporate name "**CENERGY HOLDINGS**" (the ***Company***).

1.2 It has the quality of a company calling or having called for public savings (société faisant ou ayant fait publiquement appel à l'épargne).

### Article 2: Purpose

2.1 The purpose of the Company is:

(a) to hold participations in any companies or entities, whether Belgian or foreign, to acquire by purchase, subscription or otherwise 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 or with which it is affiliated, 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.

### Article 3: Registered office

3.1 The registered office of the Company is located at **Avenue Marnix 30, 1000 Brussels**. The registered office may be transferred within the Brussels-Capital Region by virtue of a decision of the Board of Directors, which has been given the power to let establish by notarial deed the resulting amendment of the articles of association.

3.2 The Company may by decision of the Board of Directors, establish administrative or operating offices, branches or agencies in Belgium or abroad.

### Article 4: Duration

4.1 The Company is incorporated for an unlimited period of time.

4.2 The Company may be dissolved by a resolution of the general meeting of shareholders adopted under the conditions required by law.

## B. SHARE CAPITAL – SHARES

### Article 5: Share capital

5.1 The share capital of the Company is set at 117,892,172.38 Euros. It is represented by 190.162.681 shares without nominal value.

5.2 The Company's share capital may be increased or decreased by a resolution of the general meeting of shareholders adopted under the conditions required by law.

### Article 6: Shares

6.1 The Company's share capital is divided into shares having each an equal value.

6.2 The shares of the Company are registered or dematerialised. The shareholder may at any time and at his own expense request the conversion of the registered shares into dematerialised shares and vice versa.

6.3 The registered shares are represented by an inscription in the shareholders' register. The dematerialised shares are represented by a book entry in the name of their owner or holder in an authorised account holder or a clearing institution.

6.4 The shares of the Company are indivisible and the Company recognises only one holder per share. In case of joint ownership, the board of directors shall have the right to suspend the exercise of all rights attached to jointly owned shares until a single representative of the joint owners has been appointed. In case of usufruct, the rights incorporated to the shares shall be exercised by the bare owner, unless otherwise provided in the usufruct establishment deed.

### Article 7: Capital Increase

7.1 In case of a capital increase through a contribution in cash, the existing shareholders have the right to subscribe to such shares by preference in proportion to the number of shares held by them in the Company's share capital pursuant to section 592 of the Belgian Companies Code. The period during which the right to subscribe to such shares by preference may be exercised, is determined by the general meeting the period, may not be less than fifteen (15) days from the date of the start of the announced subscription period. The right to subscribe to such shares by preference is negotiable throughout the subscription period to the extent that the shares may be transferred. The Board of Directors may decide that the total or partial non-use by the shareholders of their preferential subscription rights has the effect of proportionately increasing the proportion of shareholders who have already exercised their subscription rights and will set the terms of such subscription. The Board of Directors may also enter into all agreements, under the terms and conditions it deems fit, to ensure the subscription of part or all of the shares to be issued.

7.2 The general meeting of shareholders, acting in accordance with section 596 of the Belgian Companies Code on the quorum and majority requirements for amending the articles of association, may limit or withdraw the preferential subscription right for the benefit of the Company.

7.3 The new shares must be issued at a price at least equal to the par value. The difference resulting from the issue of shares at a price above the par value must be allocated to the issue premium. Payments on shares not fully paid-up at the subscription must occur at the place and on the dates set by the Board of Directors.

## C. MANAGEMENT

### Article 8: Composition of the board of directors and term of office

8.1 The Company shall be managed by a board of directors composed of at least three members to maximum fifteen (15) members, appointed for a term of maximum one (1) year and who can always be re-elected.

8.2 Each director can be revoked by the general meeting, at any time.

8.3 In case a legal entity is appointed as director of the Company, such legal entity must appoint a natural person as a permanent representative, who shall exercise such duty, for and on behalf of the legal entity. The legal entity can only revoke its permanent representative if it appoints simultaneously his or her successor.

### Article 9: Competences of the board of directors

The board of directors has the most extensive powers to act on behalf of the Company and to take all necessary or useful measures to ensure the realisation of the purpose of the Company, with the exception of the powers, which, according to the law or these articles of association, fall under the exclusive competence of the general meeting.

### Article 10: Chairman of the board of directors

10.1 The board of directors elects a chairman and a vice-chairman from among its members. The board of directors can also elect a secretary, who is not necessarily a member of the Board of Directors and who undertakes the keeping of the minutes of the meetings of the board of directors.

10.2 All meetings of the board of directors are convened and chaired by the chairman or, when the chairman is absent or impeded, by the vice-chairman. If both are absent or impeded, the board of directors must appoint another director in capacity as temporary chairman.

### Article 11: Board of directors meetings

The meetings of the board of directors are held at the Company's registered office, unless otherwise stated in the convening notice.

### Article 12: Conduct of the meetings of the Board of Directors

12.1 The board of directors can validly deliberate when at least 50% of its members are present or represented.

12.2 The decisions of the board of directors are validly adopted by 50% of its members present or represented at the meeting.

12.3 Each member can only represent only one absent member. The representation in the board of directors cannot be assigned to a non-member.

12.4 The meetings of the board of directors can also be held by teleconference, videoconference or by any other means of communication that allow to the participants to the meetings to hear each other continuously and to actively participate in these meetings. Participation to a meeting through the above-mentioned means of communication is considered as a physical presence to such meeting.

12.5 In exceptional circumstances, duly justified by the urgency of the matter and the common interest, the board of directors can adopt unanimous written decisions, expressing its consent in a written document, a facsimile or an e-mail or by any other similar means of communication. Each director may provide its consent separately and the totality of the

consents shall constitute the proof that the decisions were adopted. The date of such decisions shall be the date of the last signature. This procedure can however not be used for the approval of the annual accounts.

**Article 13: Minutes of the meetings of the board of directors**

13.1 The minutes of each meeting of the board of directors must be signed by the chairman of the board of directors and all present directors. Copies or extracts of these minutes that can be used in courts or otherwise, must be signed by the chairman or, in his absence, by the vice-chairman.

13.2 No member of the board of directors may refuse to sign the minutes of the meetings to which he participated but he has the right to request that such minutes include his dissident opinion in case of disagreement with the decisions that were adopted.

**Article 14: Daily management**

14.1 The daily management of the Company, as well as the representation of the Company in connection with the daily management, may be assigned to one or more persons, who need not be members of the board of directors, in accordance with the Belgian Companies Code, by way of a resolution of the board of directors.

14.2 The board of directors may also assign special powers to one or more persons, who need not be members of the board of directors or of the personnel of the Company.

14.3 The remunerations paid to persons in charge of the daily management and to special proxyholders, are approved by the board of directors.

**Article 15: Representation**

15.1 The Company is in all circumstances validly represented towards third parties by the Board of Directors acting collectively or by special proxyholders within the limits of their mandate.

15.2 In the context of the daily management, the Company is bound towards third parties by any person or persons to whom the board of directors has granted such power.

**Article 16: Vacancy of a seat of director**

16.1 In case a seat of director becomes vacant, such vacancy may be filled temporarily by virtue of a unanimous vote of the remaining directors, until the next general meeting of shareholders that will proceed to the definitive appointment of a director.

16.2 In case the decision proposed by the board of directors to fill the vacancy is not voted unanimously by the directors, a general meeting of shareholders must be convened within five days in order to resolve on the appointment of a replacement director. Until that date the decisions of the board of directors must be adopted with a majority of five sixth of the votes of the remaining appointed directors.

## D. GENERAL MEETINGS OF SHAREHOLDERS

**Article 17: Competence of the general meeting of shareholders**

17.1 The general meeting has the powers that are expressly reserved to it by the law and these articles of association.

17.2 Without prejudice to any other power provided for in the law and these articles of association, the general meeting has exclusive competence to resolve on the following matters:

- any amendment of the articles of association;

- any capital increase (with the exception of a capital increase decided by the board of directors in the scope of the provisions regarding authorised capital) or capital decrease;
- any authorisation to be granted to the board of directors to increase the capital in the scope of the authorised capital or any renewal of such authorisation;
- the appointment of directors (except in the case set forth in article 16.1 of these articles of association) and statutory auditors;
- the issue of bonds;
- the approval of the annual accounts and the allocation of profits;
- any merger or dissolution of the Company; and
- the appointment of liquidators.

**Article 18: Convocation of general meetings of shareholders**

18.1 The general meeting of shareholders of the Company may be convened at any time by the board of directors or, as the case may be by the statutory auditor. It shall be held at the place and time referred to in the convening notice for such meeting. An extraordinary or special general meeting may be convened each time the Company's interests so require, at the time and place referred to in the convening notices for such meetings.

18.2 The general meeting must be convened by the board of directors upon written request from one or more shareholders representing at least 20% of the share capital of the Company, addressed to the board of directors and including the agenda. In such case the general meeting must be convened and be held at least fifteen days after the date of publication of the convening notice.

18.3 The annual ordinary general meeting of shareholders must be convened in Brussels at the registered office of the Company or in any other location referred in the convening notice to such meeting, on the first Tuesday of June every year, at 15.00 pm, unless this day is a public holiday in Belgium in which case the general meeting is held the previous business day at the same time.

18.4 The convening notice for any general meeting must include the agenda, the day, the location and time.

18.5 The convening notices must be sent by registered letter unless the addressees individually, expressly and in writing have accepted to receive the convening notices by way of ordinary mail, fax, e-mail or any other mean set out in Article 2281 of the Belgian Civil Code.

18.6 If all shareholders are present or represented at a general meeting of shareholders and declare to have been informed of the agenda of the meeting, the general meeting may be held without prior convening notice.

**Article 19: Admission to general meetings of shareholders**

19.1 Any shareholder with a voting right may either attend the general meeting in person or appoint another person, either shareholder or not, as his proxyholder. The appointment of the proxyholder is recorded on a paper or electronic form (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law) made available by the Company.

19.2 The right of a shareholder to participate to a general meeting and to exercise its voting right is subject to:

(a) the registration of ownership of the shares recorded in its name, at midnight, on the fourteenth calendar day preceding the date of the general meeting (the "**Record Date**"):

- either through registration in the shareholders' register in the case of registered shares; or

- through the book-entry in the accounts of an authorised account holder or clearing institution in the case of dematerialised shares; and

(b) the notification by the shareholder to the Company (or the person designated by the Company for this purpose) the latest on the sixth calendar day preceding the day of the general meeting, of its intention to participate in the general meeting, indicating the number of shares in respect of which it intends to do so, by returning a signed original paper form or, if permitted by the Company in the convening notice to such general meeting, by sending a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law). In addition, holders of dematerialised shares must, at the latest on the same day, provide the Company (or the person designated by the Company) with an original certificate issued by an authorised account holder or a clearing institution certifying the number of shares owned on the Record Date by the relevant shareholder and for which it has notified its intention to participate in the general meeting.

19.3 The board of directors may decide on the form of the proxies and stipulate that the latter be deposited at the place it indicates and within the period it fixes. The joint owners, usufructuaries and bare owners, the pledgees and the pledgors must respectively be represented by one and the same person.

**Article 20: Conduct of the general meeting of shareholders**

20.1 A bureau of the general meeting must be formed at each general meeting of shareholders, composed of a chairman, a secretary and a teller, who need neither be shareholders, nor members of the board of directors. The bureau must especially ensure that the general meeting is held in accordance with applicable rules and, in particular, in compliance with the rules relating to convocation, majority requirements and representation of shareholders.

20.2 An attendance list must be kept at any general meeting of shareholders. Before the meeting, the shareholders or their proxyholders are required to sign the attendance list by stating their surname, first name and domicile or their corporate name and registered office, as well as the number of the shares with which they participate in the meeting. The representatives of the shareholders who are legal entities must submit the documents certifying their capacity as corporate body or special proxyholder. The natural persons, shareholders, corporate bodies or proxyholders participating in the meeting must be able to prove their identity.

20.3 Each shareholder may vote at a general meeting through a signed voting form sent by post, e-mail, facsimile or other method of communication to the Company's registered office or to the address specified in the convening notice.

20.4 The board of directors may determine additional conditions to be fulfilled by the shareholders in order to take part to the general meeting of shareholders or a different period for the submission of the forms.

20.5 Shareholders, who would not have submitted the power of attorney and/or the voting form and/or certificate timely, may attend the general meeting upon its consent.

**Article 21: Resolutions and quorum**

21.1 In the general meetings, each share carries one vote.

21.2 The general meeting of shareholders is validly convened when at least 50% of the share capital is present or represented.

21.3 If such quorum is not reached at the first meeting, a new general meeting may be convened, with the same agenda, in accordance with the law and this new general meeting is

considered to have reached a quorum and to be validly convened irrespective of the proportion of the share capital represented.

**Article 22: Required majority at the general meetings of shareholders**

22.1 The resolutions of the general meeting are adopted with at least the majority of the votes present or represented at the general meeting, without prejudice to stricter majority requirements set forth in the Belgian Companies Code.

22.2 The abstentions and null votes at the general meetings of shareholders are computed as present or represented votes for the calculation of the required majority in accordance with the provisions of article 22 of these articles of association.

**Article 23: Minutes of the general meetings**

23.1 The bureau of each general meeting must prepare the minutes of the meeting which must be signed by the members of the bureau and by any other shareholder upon his request.

23.2 Copies and extracts of such original minutes to be submitted in court or delivered to third parties, are certified as true copies by the notary to whom the original deed has been deposited if the resolutions of the meeting were transcribed into a notarial deed, or must be signed by the chairman of the board of directors or by two members of the board of directors.

**Article 24: Adjournment of the general meeting**

24.1 Irrespective of the items of the agenda, the board of directors may adjourn any ordinary or other general meeting. This right may be exercised at any time but only after the commencement of the meeting. This decision which must not be justified, is notified to the meeting before the end of the meeting and recorded in the minutes. As a result of this notification, all resolutions taken during the general meeting are automatically cancelled.

24.2 Furthermore the board of directors must adjourn any general meeting upon the request of shareholders holding at least 5% of the share capital.

24.3 The general meeting must be held within 3 weeks with the same agenda. The general meeting may be adjourned only once. The general meeting held after the adjournment shall adopt final resolutions.

## E. AUDIT

**Article 25: Statutory auditors**

25.1 The audit of the financial situation, the annual accounts and of the regularity of the transactions acknowledged in the annual accounts is attributed to one or more statutory auditors, individuals or legal entities appointed by the general meeting.

25.2 The statutory auditor or auditors are appointed for a period of three years, which may be renewed. The office of the exiting statutory auditor(s) of which the mandate has not been renewed lapses immediately after the annual ordinary general meeting.

25.3 Any statutory auditor may be dismissed at any time for cause or with his approval by the general meeting of shareholders.

## F. FINANCIAL YEAR – ANNUAL ACCOUNTS – INTERIM DIVIDENDS

### Article 26: Financial year

The financial year of the Company shall begin on the first of January of each year and shall end on the thirty-first of December of the same year.

### Article 27: Annual accounts and distribution of profits

27.1 At the end of each financial year, the annual accounts are closed and the board of directors draws an inventory of the assets and liabilities of the Company, the balance sheet, the income statement and the notes to the annual accounts. Such documents are drafted in accordance with the law and are filed with the National Bank of Belgium.

27.2 From the annual net profits of the Company, five per cent (5%) at least shall be allocated to the legal reserve. This allocation shall cease to be mandatory as soon and as long as the total amount of such legal reserve amounts to ten per cent (10%) of the share capital. In case of capital decrease, the Company's legal reserve may be reduced in proportion so that it does not exceed ten per cent (10%) of the share capital.

27.3 Upon proposal of the board of directors, the general meeting of shareholders shall determine the allocation of the remainder of the Company's annual net profits in accordance with the law and these articles of association.

27.4 Distributions to the shareholders shall be made in proportion to the number of shares they hold in the Company.

27.5 Dividends which have not been claimed within 5 years after the date on which they became due and payable, will be attributed to the Company.

### Article 28: Interim dividends

The board of directors may decide to pay interim dividends in accordance with the conditions set forth in the Belgian Companies Code.

## G. LIQUIDATION

### Article 29: Liquidation

29.1 If, due to losses, the net assets are reduced to an amount that is less than half (1/2) of the share capital, the general meeting must be convened within two months from the date that the loss was ascertained or should have been ascertained in accordance with the obligations set forth in the law or the articles of association, in order to deliberate, as the case may be under the conditions set forth for the amendment of the articles of association, on the possible dissolution of the Company or the adoption of other measures announced in the agenda. The board of directors justifies its proposals in a special report made available to the shareholders at the registered office of the Company, 15 days prior to the general meeting.

29.2 If, due to losses, the net assets are reduced to an amount that is less than a quarter (1/4) of the share capital, the Company is dissolved upon the approval of one fourth of the votes cast at the general meeting.

29.3 If the net assets are reduced to an amount that is less than the minimum amount set in the Belgian Companies Code, each interested party may request the dissolution of the Company before a court. The court may, as the case may be, grant a grace period to the Company in order to regularise its situation.

29.4 In addition to the provisions of the preceding paragraphs, the Company may also be dissolved by a resolution of the general meeting under the conditions set forth for the amendment of the articles of association. In a case of dissolution followed by liquidation, the liquidator(s) is/are appointed by the general meeting.

29.5 The liquidators must proceed to the liquidation of the assets of the Company in the manner they deem profitable and settle its liabilities. For that purpose, the general meeting confers to them all rights required for the fulfilment of this mandate, with an absolute authorisation to sell and collect the Company's assets. The liquidators may, upon the approval of the general meeting, sell all the Company's fixed assets or its liabilities to third parties. The proceeds of the liquidation after settlement of the liabilities are allocated among the shareholders in proportion to their participation in the share capital.

## H. GENERAL PROVISIONS

### Article 30: Election of domicile

30.1 Each director, auditor or liquidator of the Company domiciled abroad, is deemed to have elected domicile at the registered office of the Company during the time of its office and all announcements, notifications, summons and services shall be validly served there.

30.2 Each shareholder is deemed to have elected domicile at the registered office of the Company in the scope of its relations with the Company.

**SCHEDULE 2**
**LIST OF THE TRANSFERRED ASSETS AND LIABILITIES**
**(VALUATION AS PER 31 JULY 2016)**

**HELLENIC CABLES S.A., HOLDINGS SA**

**LIST OF THE TRANSFERRED ASSETS AND LIABILITIES**

| | | |
|---|---|---|
| *Amounts in EUR* | | |
| **ASSETS** | | |
| **Non-current assets** | | |
| Investment land | | 335.324 |
| *Land in Varibobi, Attica, sq. meters 785* | *4.710* | |
| *Land in Varibobi, Attica, sq. meters 4.271,475 TM* | *330.614* | |
| Investments in subsidiary companies and equity-accounted investees | | 77.371.807 |
| *ICME ECAB S.A.* | *16.385.719* | |
| *LESCO ROMANIA* | *10.157* | |
| *DE LAIRE* | *25.796* | |
| *HELLENIC CABLES SA, HELLENIC CABLES INDUSTRY* | *60.809.255* | |
| *STEELMET GREECE SA (GROUP)* | *140.880* | |
| Other investments | | 4.651.341 |
| *INTERNATIONAL TRADE S.A.* | *4.354.200* | |
| *ELKEME SA* | *114.481* | |
| *SOVEL SA* | *93.592* | |
| *EDE SA* | *83.533* | |
| *EBETAM SA* | *5.535* | |
| Trade and other receivables | | 75.258 |
| Deferred tax assets | | 33.615 |
| | | **82.467.345** |
| **Current assets** | | |
| Inventory | | 1.654.295 |
| Trade and other receivables | | 14.402.070 |
| Cash and cash equivalents | | 452.397 |
| | | **16.508.762** |
| **Total assets** | | **98.976.107** |
| | | |
| **EQUITY** | | |
| **Equity** | | |
| Share capital | | 20.977.916 |
| Share premium | | 31.171.712 |
| Other reserves | | 3.471.903 |
| Retained earnings | | 32.252.291 |
| **Total equity** | | **87.873.821** |
| **LIABILITIES** | | |
| **Non-current liabilities** | | |
| Employee benefits | | 58.811 |
| Provisions | | 200.000 |
| **Total Long Term Liabilities** | | **258.811** |
| | | |
| **Current liabilities** | | |
| Trade and other payables | | 10.843.474 |
| | | **10.843.474** |
| **Total liabilities** | | **11.102.285** |
| **Total equity and liabilities** | | **98.976.107** |

| CORINTH PIPEWORKS HOLDINGS SA<br>LIST OF THE TRANSFERRED ASSETS AND LIABILITIES | | |
|---|---|---|
| *Amounts in EUR* | | |
| **ASSETS** | | |
| **Non-current assets** | | |
| Furniture & other equipment | | 725 |
| Investments in subsidiary companies and equity-accounted investees | | 139.466.417 |
| | | |
| *CORINTH PIPEWORKS PIPE INDUSTRY S.A.* | *122.611.709* | |
| *HUMBEL LIMITED* | *10.751.724* | |
| *BET AE* | *6.102.984* | |
| Trade and other receivables | | 713 |
| | | **139.467.856** |
| **Current assets** | | |
| Inventories | | 1.477.811 |
| Trade and other receivables | | 6.941.858 |
| Cash and cash equivalents | | 1.485.184 |
| | | **9.904.853** |
| **Total assets** | | **149.372.708** |
| **EQUITY** | | |
| **Equity** | | |
| Share capital | | 96.852.757 |
| Share premium | | 27.427.850 |
| Other reserves | | 49.431.146 |
| Retained earnings | | -32.933.183 |
| **Total equity** | | **140.778.571** |
| **LIABILITIES** | | |
| **Non-current liabilities** | | |
| Deferred tax liabilities | | 461.510 |
| **Total Long Term Liabilities** | | **461.510** |
| **Current liabilities** | | |
| Trade and other payables | | 8.132.627 |
| **Total Short Term liabilities** | | **8.132.627** |
| **Total liabilities** | | **8.594.138** |
| **Total equity and liabilities** | | **149.372.708** |

**SCHEDULE 3**
**FINANCIAL STATEMENTS OF MERGING COMPANIES AS AT 31 JULY 2016**

| **HELLENIC CABLES S.A., HOLDINGS SA**<br>**IFRS STATEMENT OF FINANCIAL POSITION** | |
|---|---|
| *Amounts in EUR* | |
| **ASSETS** | |
| Investment property | 335.324 |
| Investments in subsidiaries and equity accounted investees | 77.371.807 |
| Other investments | 4.651.341 |
| Deferred tax asset | 33.615 |
| Other receivables | 75.258 |
| **Total non-current assets** | **82.467.345** |
| | |
| Inventory | 1.654.295 |
| Trade and other receivables | 14.402.070 |
| Cash and cash equivalents | 452.397 |
| **Total current assets** | **16.508.762** |
| **Total assets** | **98.976.107** |
| | |
| **EQUITY & LIABILITIES** | |
| **EQUITY** | |
| Share Capital | 20.977.916 |
| Share premium | 31.171.712 |
| Other reserves | 3.471.903 |
| Profits/(Losses) carried forward | 32.252.291 |
| **Total equity** | **87.873.821** |
| | |
| **LIABILITIES** | |
| | |
| Defined benefit obligation | 58.811 |
| Provisions | 200.000 |
| **Total long-term liabilities** | **258.811** |
| | |
| Trade and other liabilities | 10.843.474 |
| **Total short-term liabilities** | **10.843.474** |
| **Total liabilities** | **11.102.285** |
| **Total equity and liabilities** | **98.976.107** |

**CORINTH PIPEWORKS HOLDINGS SA**
**IFRS STATEMENT OF FINANCIAL POSITION**

| *Amounts in EUR* | |
|---|---|
| **ASSETS** | |
| Property, Plant and Equipment | 725 |
| Investments in subsidiaries and equity accounted investees | 139.466.417 |
| Other receivables | 713 |
| **Total non-current assets** | **139.467.856** |
| | |
| Inventory | 1.477.811 |
| Trade and other receivables | 6.941.858 |
| Cash and cash equivalents | 1.485.184 |
| **Total current assets** | **9.904.853** |
| **Total assets** | **149.372.708** |
| | |
| **EQUITY & LIABILITIES** | |
| **EQUITY** | |
| Share Capital | 96.852.757 |
| Share premium | 27.427.850 |
| Reserves | 49.431.146 |
| Profits/(Losses) carried forward | -32.933.183 |
| **Total equity** | **140.778.571** |
| | |
| **LIABILITIES** | |
| Deferred tax liabilities | 461.510 |
| **Total long-term liabilities** | **461.510** |
| | |
| Trade and other liabilities | 8.132.627 |
| **Total short-term liabilities** | **8.132.627** |
| **Total liabilities** | **8.594.138** |
| **Total equity and liabilities** | **149.372.708** |

**CENERGY S.A.**

**IFRS STATEMENT OF FINANCIAL POSITION**

*Amounts in EUR*

| | |
|---|---|
| **ASSETS** | |
| Trade and other receivables | 174 |
| Cash and cash equivalents | 58.975 |
| **Total current assets** | **59.148** |
| **Total assets** | **59.148** |
| **EQUITY & LIABILITIES** | |
| **EQUITY** | |
| Share Capital | 61.500 |
| Profits/(Losses) carried forward | -9.201 |
| **Total equity** | **52.299** |
| **LIABILITIES** | |
| Trade and other liabilities | 6.850 |
| **Total short-term liabilities** | **6.850** |
| **Total liabilities** | **6.850** |
| **Total equity and liabilities** | **59.148** |