VIOHALCO SA/NV

30 Avenue Marnix, 1000 Brussels, Belgium

Admission to trading and listing of all shares on Euronext Brussels in the context of the mergers by absorption by Viohalco SA/NV of Viohalco Hellenic Copper and Aluminium Industry SA and Cofidin SA

This is a prospectus (the ***Prospectus***) for the admission to trading of Viohalco SA/NV (the ***Company***), a limited liability company organised under the laws of Belgium, and the listing of all of its ordinary shares without nominal value (any such shares, the ***Shares***) on Euronext Brussels in the context of the cross-border merger by absorption of Viohalco-Hellenic Copper and Aluminium Industry SA (the ***Cross-Border Merger***), a limited liability company organised under the laws of Greece (***Viohalco Hellenic***) and listed on the Athens Stock Exchange (the ***Athex***), and the domestic merger by absorption of Cofidin SA (the ***Domestic Merger***), a limited liability company organised under the laws of Belgium (together, the ***Mergers***). The Domestic Merger is conditional upon the approval of the Cross-Border Merger and the approval of the Domestic Merger by the relevant merging companies' shareholders meetings. The Cross-Border Merger is expected to be effective on 15 November 2013, subject to the satisfaction of the cross-border merger formalities under Belgian and Greek laws. The Domestic Merger will be effective on the day following the date on which the Cross-Border Merger is effective.

Prior to the date of this Prospectus, there has been no public market for the Shares. An application has been made to list the Shares on Euronext Brussels under the symbol "VIO". Listing of the Shares of the Company outstanding prior to the Mergers on Euronext Brussels is expected to be effective on 11 November 2013 (the ***Listing Date***), with trading of such Shares to start on or about 22 November 2013 (the ***Trading Date***). The listing of the Shares of the Company to be issued in the context of the Mergers is expected to be effective on 22 November 2013, with trading of such Shares to start on the Trading Date.

Delivery of the Shares to be issued in the context of the Mergers is expected to take place in book-entry form against payment therefor in immediately available funds on or about 22 November 2013 (the ***Closing Date***) to securities accounts of the shareholders of the Company via Euroclear Belgium, the Belgian central securities depositary.

Substantial risks and uncertainties, in particular the risk factor relating to the repayment of the Group's outstanding indebtedness (*see "Substantially most of the Group's subsidiaries outstanding indebtedness as of 30 June 2013 is classified as short-term" on page 30*), and more generally, the risk factors relating to the Company and the Company's business, the risk factors relating to prevailing economic conditions, and the risk factors relating to the Shares (see Part II (*Risk factors*)) should be carefully reviewed.

This document constitutes a listing prospectus for the purpose of Article 3 of the Directive 2003/71/EC of the European Parliament and of the Council of the European Union (as amended, including by Directive 2010/73/EU, the ***Prospectus Directive***) and has been prepared in accordance with Article 20 of the Law of 16 June 2006 on the public offering of securities and the admission of securities to trading on a regulated market, as amended (the ***Prospectus Law***). This Prospectus was approved by the Financial Services and Markets Authority (the ***FSMA***) on 29 October 2013.

This Prospectus does not constitute an offer to buy, subscribe or sell the Shares described herein in any jurisdiction or to any person to whom it would be unlawful to make such an offer. This Prospectus serves as a prospectus for the purpose of Article 20 of the Prospectus Law only and no shares are being offered or sold pursuant to this Prospectus.

Pursuant to article 4, §1(c) of Greek law 3401/2005 (the ***Greek Prospectus Law***), the publication of a prospectus is not required in the event of admission to trading or public offerings of securities that are offered, allocated or which are going to be allocated in relation to a merger, so long as a document which contains the information that the HCMC considers to be equivalent to the prospectus, is notified. In view of the structure of the transaction, the information considered as equivalent to an informative prospectus in the framework of the Mergers has been integrated in this Prospectus. On 29 October 2013, the HCMC was requested to acknowledge that it considered the information provided in the Prospectus to be equivalent to the information required to be provided under the Greek Prospectus Law. The Company will communicate on its website once it will have received such acknowledgment.

Prospectus dated 29 October 2013

IMPORTANT NOTICE

IMPORTANT: You must read the following disclaimer before reading this Prospectus. The following disclaimer applies to this Prospectus and you are therefor advised to read this disclaimer carefully before reading, accessing or making any other use of the Prospectus. In accessing the attached Prospectus, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you received any information from the Company.

This Prospectus has been approved for the purposes of the admission to trading of the Shares on the regulated market of Euronext Brussels and does not constitute an offer to sell or the solicitation of an offer to buy any Shares in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. It can be distributed (i) in Belgium, where it has been approved by the Belgian Financial Services and Markets Authority in accordance with the Law of 16 June 2006 on the public offering of securities and the admission of securities to trading on a regulated market, and (ii) in Greece, where it will be recognised as a document providing equivalent information by the Hellenic Capital Markets Commission, in accordance with the Greek law 3401/2005.

The distribution of this Prospectus and the offer or sale of Shares in any country other than Belgium and Greece may be restricted by law. The Company does not represent that this Prospectus may be lawfully distributed, or that any Shares may be lawfully offered, in compliance with any applicable registration or other requirements in any jurisdiction other than Belgium and Greece, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Company which is intended to permit a public offering of any Shares or distribution of this Prospectus in any jurisdiction where action for that purpose is required. Accordingly, no Shares may be offered or sold, directly and indirectly, and neither this Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction other than Belgium and Greece, except under circumstances that will result in compliance with any applicable laws and regulations. Persons in whose possession this Prospectus or any Shares may come must inform themselves about, and observe, any such restrictions on the distribution of this Prospectus and the offering and sale of Shares.

The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the *Securities Act*). Subject to certain exceptions, the Shares may not be offered or sold within the United States or to, or for the account or benefit of, US persons (as defined in Regulation S under the Securities Act.

IMPORTANT INFORMATION

Responsibility statements

In accordance with Article 61 §1 and §2 of the Prospectus Law, the Company, represented by its board of directors assumes responsibility for the completeness and accuracy of all of the information contained in this Prospectus, and for the translation of the Prospectus in Greek and the summary of the Prospectus (the ***Summary***) in French. The Company is responsible for the consistency between the French and Greek versions of the Prospectus. In case of discrepancies between the different versions of this Prospectus, the English version will prevail. To the best of the knowledge of the Company (having taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts, is not misleading and is true, accurate and complete, and does not omit anything likely to affect the import of such information. Any information from third parties identified in this Prospectus as such, has been accurately reproduced and as far as the Company is aware and is able to ascertain from the information published by a third party, does not omit any facts which would render the reproduced information inaccurate or misleading.

The information contained herein is up to date as of the date hereof, and may be subject to subsequent change, completion and amendment without notice. The publication of this Prospectus shall not, under any circumstances, imply that there will be no changes in the information set forth herein or in the affairs of the Issuer subsequent to the date of this Prospectus. A supplement to the Prospectus will be published in the event of any significant new factor, material mistake or inaccuracy relating to the information included in this Prospectus which is capable of affecting the assessment of the Shares and which arises or is noted between the time when this Prospectus is approved and the trading of the Shares on Euronext Brussels begins.

The contents of this Prospectus should not be construed as providing legal, business, accounting or tax advice. Each prospective investor should consult its own legal, business, accounting and tax advisers prior to making a decision to invest in the Shares.

The information in this Prospectus is as of the date printed in the front of the cover, unless expressly stated otherwise. The delivery of the Prospectus at any time does not imply that there has been no change in the Company's business or affairs since the date hereof or that the information contained herein is correct as of any time subsequent to the date hereof. In accordance with Article 34 of the Prospectus Law, in the event of any changes to the information in this Prospectus that may affect the valuation of the Shares during the period from the date of announcement to the first day of trading, a supplement of this Prospectus shall be published. Any supplement is subject to approval by the FSMA, in the same manner as this Prospectus and must be made public in the same manner as this Prospectus.

Approval of the Prospectus

This Prospectus has been prepared in the form of a single document and approved on 29 October 2013 by the FSMA in its capacity as competent authority under the Prospectus Law. On 29 October 2013, the HCMC was requested to acknowledge that it considered the information provided in the Prospectus to be equivalent to the information required to be provided under the Greek Prospectus Law. As of the date of this Prospectus, the Company has not received such acknowledgment, but it will communicate on its website (www.viohalco.com) once it will have received it.

The approval of the Prospectus by the FSMA does not constitute an appreciation of the soundness of the transaction proposed to investors and the FSMA assumes no responsibility as to the economic and financial soundness of the transaction and the quality or solvency of the Company.

Unless otherwise stated, capitalised terms used in this Prospectus have the meaning set out in this Prospectus.

Available information

This Prospectus is available in English to retail investors in Belgium. A translation of the Prospectus is available in Greek, and a translation of the summary is available in French. The Prospectus will be made available to investors at no cost at the Company's registered office, located at 30 Avenue Marnix, 1000 Brussels. The Prospectus is also available to investors in Belgium on the Company's website (www.viohalco.com) and on Viohalco Hellenic's website (www.viohalco.gr). The posting of the Prospectus on the Internet does not constitute an offer to sell or a solicitation of an offer to buy any of the Shares to or from any person in any jurisdiction in which it is unlawful to make such offer or solicitation to such person. The electronic version may not be copied, made available or printed for distribution. Information on the Company's website (www.viohalco.com) or any other website does not form part of the Prospectus.

The Company has filed its deed of incorporation and must file its restated articles of association and all other deeds that are to be published in the Annexes to the Belgian State Gazette (*Moniteur Belge / Belgisch Staatsblad*) with the clerk's office of the commercial court of Brussels, where they are available to the public. Viohalco SA/NV is registered with the register of legal entities (Brussels) under enterprise number 534.941.439. A copy of the Company's articles of association (the ***Articles of Association***) and corporate governance charter (the ***Corporate Governance Charter***) are available on its website (www.viohalco.com) prior and after completion of the transaction contemplated herein.

In accordance with Belgian law, the Company must also prepare audited annual statutory and consolidated financial statements. The annual statutory financial statements, together with the reports of the board of directors and the auditors of the Company as well as the consolidated financial statements, together with the report of the board of directors and the audit report of the auditors, will be filed with the National Bank of Belgium, where they will be available to the public. Furthermore, as a listed company, the Company must publish an annual financial report (composed of the financial information to be filed with the National Bank of Belgium and a responsibility statement), a semi-annual financial report (composed of condensed consolidated financial statements, the report of the auditors, if audited or reviewed, and a responsibility statement) and interim management statements or quarterly financial reports. These reports will be made publicly available on the Company's website (www.viohalco.com).

As a listed company, the Company must also disclose price sensitive information, information about the shareholder structure and certain other information to the public. In accordance with the Belgian Royal Decree of 4 November 2007 relating to the obligations of issuers of financial instruments admitted to trading on a Belgian regulated market (*Arrêté royal relatif aux obligations des émetteurs d'instruments financiers admis aux négociations sur marché réglementé / Koninklijk besluit betreffende de verplichtingen van emittenten van financiele instrumenten die zijn toegelaten tot de verhandeling op een Belgische gereglementeerde markt*), such information and documentation will be made available through press releases, the financial press in Belgium and in Greece, the Company's website, the communication channels of Euronext Brussels or a combination of these media.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Non-IFRS financial measures

In this Prospectus, the Company presents certain non-IFRS financial measures, particularly EBITDA, in describing the operating results and financial position of each of the Company, Viohalco Hellenic and Cofidin.

EBITDA is a measure of operating performance, which the Company believes is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in the steel, copper, aluminium production, processing and trade industries. EBITDA has limitations as an analytical tool, and investors should not consider it in isolation, or as a substitute for analysis of the operating results as reported under IFRS. Some of these limitations are as follows:

– EBITDA does not reflect the impact on the operating performance of financing costs;

– EBITDA does not reflect the impact of income taxes on the operating performance;

– EBITDA does not reflect the impact of depreciation and amortisation on the operating performance; and

– Other companies in the relevant industries may calculate EBITDA differently or may use it for different purposes than the Company, limiting its usefulness as a comparative measure.

The Company relies primarily on its IFRS operating results and uses EBITDA only on a supplemental basis. EBITDA is not defined by, or presented in accordance with, IFRS. EBITDA is not a measurement of the operating performance under IFRS and should not be considered as an alternative to revenue or any other measure of performance under IFRS or as an alternative to results from operating activities nor to cash flow from operating activities or as a measure of the Company's liquidity. In particular, EBITDA should not be considered as a measure of discretionary cash available to the Company to invest in the growth of its business.

Financial year

The Company's financial year is the calendar year ending on 31 December. Viohalco Hellenic SA's financial year is also the calendar year ending on 31 December. Since the financial year of Cofidin SA ends on 30 September, the pro forma selected financial information available in this Prospectus has been prepared on an "annualised" basis under section 3.1 (*Overview*) of Part VI (*Operating and financial review*).

Annualisation

Where data in this Prospectus have been restated to an annualised (i.e., calendar year) basis, the annualisation was done for comparative purposes only. Actual results may differ from these annualised figures.

Rounding

Certain amounts that appear in this Prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregations of the figures that precede them.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements, which include all statements other than statements of historical fact, including, without limitation, any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “would”, “could”, or similar expressions or the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future. The important factors that could cause actual results, performances or achievements to differ materially from those expressed in such forward-looking statements include those in Part VI (*Operating and financial review*), Part II (*Risk Factors*) and elsewhere in this Prospectus. These forward-looking statements speak only as of the date of this Prospectus. Any statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Investors are cautioned not to place undue reliance on such forward-looking statements, which are based on facts known to the Company only as of the date of this Prospectus. It expressly disclaims any obligation or undertaking to disseminate any update or revision to any forward-looking statement contained in this Prospectus to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any of such statements are based unless required to do so by any applicable regulation.

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PART I: SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A — E (A.1 —E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

Section A – Introduction and warnings

Element	Disclosure requirement
A.1	**Introduction and warnings** This summary should be read as an introduction to the Prospectus. Any decision to invest in the Shares should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
A.2	**Consent to subsequent resale or final placement** Not applicable. This Prospectus does not constitute an offer to buy, subscribe or sell the Shares and consequently no consent is granted by the Company to the use of the Prospectus for subsequent resale or final placement of the Shares.

Section B – Company

Element	Disclosure requirement
B.1	**The legal and commercial name of the Company** Viohalco SA/NV.
B.2	**Domicile and legal form of the Company** The Company is a limited liability company incorporated in the form of a *société anonyme / naamloze vennootschap* under the laws of Belgium. Viohalco SA/NV is registered with the legal entities register (Brussels) under number 0534.941.439. The

Element	Disclosure requirement
	Company's registered office is located at 30 Avenue Marnix, B-1000, Brussels, Belgium.
B.3	**Current operations and principal activities of the Company and the principal markets in which it competes** The Company has been set up as a holding company. It will enter into operations upon completion of the Mergers as further set out in item B.5. Upon completion of the Mergers, the Company will be the holding company of a group of companies (the ***Group***) active in the fields of steel, copper, and aluminium production, processing and trade, as well as in the real estate development sector. The Company will pursue the activities of the absorbed companies, Viohalco-Hellenic Copper and Aluminium Industry SA (***Viohalco Hellenic***) and Cofidin SA (***Cofidin***), in the same manner as these were operated prior to the completion of the Mergers. The Company will allocate all assets (including all shareholdings held by Viohalco Hellenic) and liabilities of Viohalco Hellenic to its Greek branch, "Viohalco SA Greek Branch". ***Steel sector*** The steel activities of the group companies consist in the production of long and flat steel products, pipes and hollow structural sections, as well as downstream products. Sidenor SA and its subsidiary Corinth Pipeworks SA are the main companies of Viohalco Hellenic active in the steel sector. Both are listed on the Athens Stock Exchange (the ***Athex***). In 2012, sales of the steel sector contributed to 31.5% of the consolidated turnover of Viohalco Hellenic. Sidenor SA and its subsidiaries have structured their operations around the following four areas: (i) mini-mills; (ii) pipes, tubes and hollow sections; (iii) downstream operations for steel product processing; and (iv) sales and distribution. Sidenor SA and its subsidiaries (the ***Sidenor Group***) divide their territories into the following geographical segments, which are as follows: – *Europe*, which is mainly Greece, other EU Member States, and other European countries. In the other EU Member states, Sidenor Group is present in Austria, Belgium, Bulgaria, Cyprus, the Czech Republic, France, Germany, Hungary, Italy, Latvia, Malta, the Netherlands, Poland, Portugal, Romania, the Slovak Republic, Slovenia, Spain, Sweden and the UK. In other European countries, it is present in Albania, Bosnia, the Channel Islands, Croatia, FYROM, Kosovo, Montenegro, Norway, Serbia, Switzerland and Turkey. – *Rest of the world,* which is Asia, America, and Africa. In Asia, Sidenor Group is present in Azerbaijan, China, Georgia, Israel, Lebanon, Saudi Arabia, Singapore, South Korea, Syria, UAE, and Yemen. In America, it is present in St Kitts & Nevis, the USA and the Virgin Islands. Finally, Sidenor Group is also present in Africa, that is in Algeria, Egypt, Morocco, South Africa, and Tunisia.

Element	Disclosure requirement
	Copper sector The copper activities of the group companies consist in the production of copper and brass tubes, copper and titanium-zinc rolled products, copper and brass extruded products, cables, conductors, enamelled wires and rubber and plastic compounds. Halcor SA and its subsidiary Hellenic Cables SA are the main companies of Viohalco Hellenic active in the copper sector. Both are listed on the Athex. In 2012, sales of the copper sector contributed to 36.0% of the consolidated turnover of Viohalco Hellenic. Halcor SA's principal scope of activity is the production of copper tubes for domestic and industrial applications. Its products are used, among other applications, in water supply, heating, cooling networks and also natural gas transmission networks. Hellenic Cables SA is active in the manufacturing of cables, enamelled wires and plastic and rubber compounds. Halcor and its subsidiaries (the ***Halcor Group***) divide their territories into two main geographical segments, which are as follows: – *Europe,* which is mainly Greece, other EU Member States, and other European countries. In the other EU Member States, Halcor Group is present in Austria, Belgium, Bulgaria, Cyprus, the Czech Republic, Estonia, France, Germany, Hungary, Ireland, Italy, Malta, the Netherlands, Poland, Portugal, Romania, the Slovak Republic, Slovenia, Spain, Sweden, and the UK. In the other European countries, Halcor Group is present in Albania, Bosnia, Croatia, Norway, Russia, Serbia, Switzerland, Turkey, and Ukraine. – *Rest of the world,* which is Asia, America, Africa and Oceania. In Asia, Halcor Group is present in China, Indonesia, Israel, Japan, Kazakhstan, Lebanon, Malaysia, the Philippines, Qatar, Saudi Arabia, Singapore, Syria, Taiwan, Thailand, the UAE, and Vietnam. In America, it is present in Canada, Mexico and the USA. In Africa, it is present in Algeria, Egypt, Libya and South Africa. Finally, in Oceania, Halcor Group is also present in Australia and New Zealand. ***Aluminium sector*** The aluminium activities of the group companies consist in the production of aluminium coils, strips, sheets and foil, lithographic plates, as well as architectural and industrial profiles. Elval SA and its subsidiary Etem SA are the main companies of Viohalco Hellenic active in the aluminium sector. Both are listed on the Athex. In 2012, sales of the aluminium sector contributed to 32.1% of the consolidated turnover of Viohalco Hellenic. Elval SA manufactures, among others, aluminium sheets and coils for industrial and architectural applications, aluminium products for beverage cans, food cans, pharmaceutical packaging, aluminium parts for the shipbuilding and automotive industry and special structures for infrastructure projects, and lithographic sheets. Etem SA is involved in the manufacture of architectural and industrial aluminium profiles for applications in the automobile industry, ship building, photovoltaic systems, etc.

Element	Disclosure requirement
	Elval SA and its subsidiaries (the ***Elval Group***) divide their territories into two main segments, which are as follows: – *Europe*, which is mainly Greece, other EU Member States, and other European countries. In the other EU Member States, Elval Group is present in Austria, Belgium, Bulgaria, Cyprus, the Czech Republic, Denmark, France, Germany, Hungary, Italy, Lithuania, Luxembourg, the Netherlands, Poland, Portugal, Romania, the Slovak Republic, Slovenia, Spain, Sweden and the UK. In other European countries, it is present in Albania, Belarus, Bosnia, Croatia, FYROM, Moldova, Montenegro, Norway, Russia, Serbia, Switzerland, Turkey, and Ukraine. – *Rest of the world,* which is Asia, America, and Oceania. In Asia, Elval Group is present in Armenia, China, Hong Kong, India, Iran, Israel, Japan, Jordan, Malaysia, Saudi Arabia, Singapore, Syria, Taiwan, Thailand, and the UAE. In America, it is present in Brazil, Canada, Mexico, the USA, and Uruguay. In Oceania, it is present in Australia. ***Real estate development sector*** The real estate development activities of the group companies consist in the development of commercial and industrial properties of Viohalco Hellenic and its subsidiaries. This development is limited to the utilisation of old production or office facilities of Viohalco Hellenic's group companies that were idled and relocated either due to the de-industrialisation of new urban areas or for operations efficiency reasons. The main subsidiary of Viohalco Hellenic active in this sector is Noval SA, while property is also held by Viohalco Hellenic itself, as well as Tepro SA. The real estate development sector is primarily active in Greece. In 2012, the sector contributed 0.1% to Viohalco Hellenic's consolidated turnover (it being understood that some rent income is not accounted for in the turnover but in other operating income).
B.4a	**Significant recent trends affecting the Company and the industries in which it operates** The Company is a newly incorporated company that has not yet commenced its activity. Upon completion of the Mergers as set out in item B.5. below, and other than as set out in the next paragraphs, the Company is not aware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year. The year 2013 is another one of a challenging macroeconomic environment, particularly in the Group's main markets. Austerity measures continue to affect disposable income and unemployment is still on the rise in most of the territories, reaching an all-time high of 11.7% in the Eurozone in December 2012, while in Greece it has already exceeded and persists above 27%. Greece's gross domestic product (GDP) is continuously contracting since the third quarter of 2008 and for the first quarter of 2013 it contracted another 5.6%. On a year-to-year basis this accumulates to a total decrease that exceeds 20% since the GDP peak and is expected to reach 25% by the end of the year. It has to be stressed out that this contraction refers to the total economy, whereas the majority of the business sectors that the Group operates in are in general much more vulnerable to recessions since they concern durable goods and infrastructure projects which are in nature of higher elasticity. As an example, the construction sector activity in Greece has dropped by

Element	Disclosure requirement
	approximately 90% vis-à-vis its peak. While not being under the same distressful situation, the Eurozone and the rest of Europe also have performed anything but satisfactory, facing several quarters of contraction or very weak growth and the first months of 2013 have not shown a solid reversal of the situation. While growth rates continue to be significantly negative in Greece, the political turmoil and social unrest unfolded in 2010-2011 and the first half of 2012 seem to have eased after the formation on a three-party coalition government in June 2012. While the smallest of the three parties abandoned the coalition scheme after a dispute over the closing down of the country's public broadcaster, the (now) two-party government continues to enjoy parliamentary support and the political and social climate, while still fragile, remains more calm and stable than it was from 2010 to the second quarter of 2012. Further to these, the international forums, think tanks and the press seem to think that the worst is over, abandoning the "Grexit" (i.e., implying Greece's imminent exit from the Eurozone) term for the "Grecovery" term (i.e., implying that the country reaches the end on its downward spiral). Finally some concrete positive events have replaced the continuous flow of the negative ones that was prevalent until the second quarter of 2012. To name a few: (i) the decision of Shah Deniz consortium to proceed with building TAP gas pipeline crossing 500km through Greece; (ii) the expected record of incoming foreign tourist visits expected to exceed 17 million (i.e., 1.6 times country's population); (iii) the finalisation of Greek banks recapitalisation with EUR 50 billion from the Hellenic Financial Stability Fund; (iv) the pace that privatisations efforts seem to gain; (v) COSCO's (i.e., Chinese shipping and logistic conglomerate) commitment in implementing earlier than scheduled its investment plan in Greece's largest port (i.e., Piraeus) that some analysts claim can soon evolve to be Europe's busiest; (vi) the decision of the technology multinational HP to transfer its European logistics hub in Greece; (vii) the announcements of several multinationals that intend to transfer or already have transferred production capacity in their local plants together with expansion plans; and (viii) the converging estimates and expectations of several international institutions for significant oil and gas reserves in the Greek territory. Also at a European level, decisions that will help decrease uncertainty, tackle unemployment and revert stagnation seem at least to gain some momentum and in some cases are taken and implemented (for example, direct recapitalisation of failed banks, and stakeholders' contribution in case of future banks failures). Nevertheless, the impact of positive developments has not become evident in the performance of Viohalco Hellenic's group of subsidiaries for the first months of 2013. The most important macroeconomic factors that have so far impacted the financial performance in 2013 are (i) the drop of international copper prices that resulted in accounting losses in the corresponding business, although in the long-term cheaper copper can only be beneficiary to the business, (ii) the increase in the income tax rate from 20% to 26% leading to a recalculation of the deferred tax of the Group and resulting in a deferred tax loss of EUR 36.4 million, (iii) the persistence of high energy prices, that are also charged with high consumption taxes in Greece, (iv) the persistence of high financing rates which are multiples higher than those of most of the key international competitors and (v) the persistence of a strong euro especially vis-à-vis the US dollar. The strong euro hinders significantly the Group's competitiveness since on the one hand its products become less attractive (in price terms) to US and other USD-based business-making territories (for example, the Middle East) and, on the other hand USD-based producers (i.e., competitors of the Group's subsidiaries) become more attractive to euro-based buyers (i.e., the Group's customers) in price terms, thus increasing competition. Finally, the high and continuously changing tax burden imposed on real estate properties by the Greek government dampens the prospects of the sector in the country by raising uncertainty, reducing the returns and together with the recessionary environment suppressing the

Element	Disclosure requirement
	market values. As a consequence, the corresponding business sector may be challenged to realise the revenue aspirations or may face devaluation of its assets. Internally, the Group continues its efforts for improved management of inventories and raw materials and the significant efforts to reduce operating costs. It remains committed to the implementation of the strategic plan capitalising on the high competitiveness of the facilities and at the same time, while it continues the efforts to reduce the operating costs, it also works to increase the market shares, to strengthen the sales networks entering into new foreign markets, to develop new products of high added value and to further improve the management practices. Finally it is expected that the finalisation of the restructuring in the Greek banking system will allow the Group to negotiate better pricing and maturity structure for its financing. Most importantly though, the Group will remain committed to its long-term prospects and despite the undergoing macroeconomic crisis, it will continue to invest not only in modernising the current facilities but also in expanding the operations to better serve the markets it competes in by offering higher value added products. Finally, the Group's subsidiaries are currently engaged in a refinancing process that will lead to a restructuring of the maturity and cost profile of approximately 80% of the total outstanding debt of the Group's subsidiaries. For the Greek subsidiaries, such refinancing relates to EUR 977 million of their outstanding debt. Term sheets were signed with the banks involved on 23 October 2013. For the Bulgarian subsidiaries, such refinancing relates to EUR 133 million of their outstanding debt. In respect of all these refinancings, completion is expected to take place by 31 December 2013.
B.5	**Description of the Group and the Company's position within the Group** The Company is currently engaged in domestic and cross-border merger proceedings with, respectively, Cofidin, a Belgian limited liability company with registered office at 30 avenue Marnix, B-1000 Brussels (the ***Domestic Merger***) and Viohalco Hellenic, a Greek limited liability company listed on the Athens Stock Exchange and with registered office at 2-4 Megoseion ave., 11527 Athens, Greece (the ***Cross-Border Merger***, and together with the Domestic Merger, the ***Mergers***). The Mergers are subject to the votes of the shareholders of the companies involved in the Mergers. The rationale pursued by Viohalco Hellenic, Cofidin and the Company in relation to the Mergers is based upon two main considerations: – the relisting of the parent holding company of the Viohalco Hellenic group on Euronext Brussels; and – the reinforcement of the capital structure at the level of the parent holding company. The Company's management believes that the listing of the Company and the subsequent absorption of Viohalco Hellenic and Cofidin will be beneficial for several reasons. Among these reasons, the most significant is that Athex is a market with significantly less depth than mature European and global stock exchange markets. Due to the ongoing economic crisis in Greece, the volume of transactions on securities of companies listed on Athex is generally low and therefore such companies' securities might be perceived to be riskier than they actually are. Additionally, Athex was recently downgraded in the Morgan Stanley Capital International index to the status of emerging market. Aside from macroeconomic considerations, sales of Viohalco Hellenic in Europe outside of Greece represented 70% of the consolidated sales of

Element	Disclosure requirement
	Viohalco Hellenic in 2012 compared to only 14% in Greece.
	For the aforementioned reasons, the Company's management believes that the contemplated transaction will greatly benefit to the Company as it will become the parent company of the Viohalco Hellenic group. Insofar as the Viohalco Hellenic group is concerned, it will make it more visible to international capital markets and investors, will improve its image as an investment choice, and will expand opportunities to access various forms of financing. Such opportunities will not be sought for the upcoming refinancing contemplated by several of the Greek subsidiaries of Viohalco Hellenic considering that the term sheets have already been signed on 23 October 2013, but will arise in the coming years when and, to the extent, the Company will be asked to provide financing to its subsidiaries. In addition, the absorption of Cofidin by the Company will reinforce the capital structure of the Company as Cofidin holds significant assets, including cash, and will increase the Company's share participation in a number of its subsidiaries in which both Viohalco Hellenic and Cofidin hold participations. Once the transaction will be effective, the Company will be the parent company of a group of companies (the ***Group***) engaged in the sectors of steel, copper and aluminium production, processing and trade, as well as in real estate development. The reorganisation will improve the prospects of the Group and will be instrumental for the effective implementation of the medium to long-term investment plans of the Greek industrial subsidiaries of the Group. The Company is indeed expected to become a source of financing to cover financing needs of its subsidiaries in the coming years, where such financing were so far either not available or very costly for some of the subsidiaries of the Group. Upon completion of the Mergers, the Company shall fully consolidate the results of operations of all subsidiaries.
B.6	**Relationship with major shareholders** As at the date of this Prospectus, the Company's major shareholders are as follows: **Name** — **% of total capital and voting rights** Viohalco Hellenic SA — 64.71% Ferryland Holding, Inc.* — 35.12% ** Controlled by Evangelos Stassinopoulos.* The Company's major shareholders do not have different voting rights. Upon completion of the Mergers, to the knowledge of the Company, the Shares held by the major shareholders of the Company will be as follows: (i) 42.81% will be held by Evangelos Stassinopoulos; (ii) 32.27% will be held by Nicholaos Stassinopoulos; (iii) 3.93% will be held by Michail Stassinopoulos; and (iv) 3.92% will be held by Ioannis Stassinopoulos.

Element	Disclosure requirement
	None of the shareholders listed in items (i) to (iv) above is acting in concert with any other of them nor with any other shareholder of the Company. Upon completion of the listing of the Company, the following transparency notifications are expected to be filed by these shareholders: – Evangelos Stassinopoulos will file a transparency notification for a percentage representing 42.81% of the voting rights of the Company, which are held indirectly; – Nicholaos Stassinopoulos will file a transparency notification for a percentage representing 32.27% of the voting rights of the Company, which are held directly and indirectly; – Michail Stassinopoulos will file a transparency notification for a percentage representing 3.93% of the voting rights of the Company, which are held directly and indirectly; and – Ioannis Stassinopoulos will file a transparency notification for a percentage representing 3.92% of the voting rights of the Company, which are held directly and indirectly. The Company's major shareholders shall not have different voting rights.
B.8	**Selected key pro forma financial information** ***The Company*** The selected unaudited pro forma consolidated financial information of the Company presented below for the year ended 31 December 2012 and the six months ended 30 June 2013 has been extracted from the Company's pro forma consolidated financial information, included in Chapter II (*Viohalco pro forma consolidated financial information*) on page PF-6 of the Annex (*Pro forma financial information*) to this Prospectus. The selected unaudited pro forma consolidated financial information of the Company presented below has been prepared and is intended for illustrative purposes only, addresses a hypothetical situation, does not purport to represent the historical results of operations and financial position that would have been actually obtained during the periods presented and is not necessarily indicative of results expected in future periods. The selected unaudited pro forma consolidated financial information of the Company has been prepared to provide investors and shareholders of the Company with pro forma financial information in the context of the Mergers with Viohalco Hellenic and Cofidin.

Element	Disclosure requirement
	Selected pro forma consolidated statement of balance sheet data

Amounts in million of euro	**Six months ended 30 June 2013**
Non-current Assets	1,995.4
Current Assets	1,458.0
Total Assets	3,453.4
Total equity	1,457.8
Long-term liabilities	479.0
Short-term liabilities	1,516.7
Total liabilities	1,995.7
Total equity and liabilities	3,453.4

Selected pro forma consolidated income statement data

Amounts in million of euro	**Six months ended 30 June 2013**	**Year ended 31 December 2012**
Sales	1,509.8	3,316.8
Costs of goods sold	(1,424.8)	(3,088.0)
Gross profit	85.0	228.8
Other income	16.5	44.6
Distribution expenses	(58.4)	(135.5)
Administrative expenses	(41.4)	(86.9)
Other expenses	(20.0)	(34.9)
Operating results	(18.3)	16.1
Financial income	5.0	11.5
Financial expenses	(46.2)	(100.2)
Income from dividends	0.8	1.0
Net financial result	(40.4)	(87.7)
Profit from associate companies	1.2	1.2
Loss before income tax	(57.5)	(70.5)
Income tax	(41.8)	(1.4)
Profit/(loss) for the period	(99.3)	(71.9)
Profit/(loss) attributable to the shareholders of the parent	(71.2)	(46.8)
Pro forma earnings per share	(0.3242)	(0.2128)

Element	Disclosure requirement
B.9	**Profit forecast or estimate** Not applicable. No profit forecast or estimate is made.
B.10	**A description of the nature of any qualifications in the audit report on the historical financial information** Not applicable. There are no qualifications in the audit reports.
B.11	**Working capital** In the opinion of the Company, the working capital available to it is sufficient for the Group's present requirements, that is, for the next twelve months following the date of

Element	Disclosure requirement
	this Prospectus.

Section C – Shares

Element	Disclosure requirement
C.1	**Type and class of shares being offered and admitted to trading** The Shares being admitted to trading are ordinary shares in the Company. The Shares outstanding in the Company's share capital prior to completion of the Mergers are issued in registered form. The Shares to be issued by the Company in the context of the Mergers are issued in dematerialised form. The Shares are not being offered or sold pursuant to this Prospectus. The Shares bear the ISIN Code BE0974271034.
C.2	**Currency of the shares** The Shares are denominated in euro.
C.3	**Number of shares issued** The Company has an aggregate of 10,865 Shares without nominal value in issue. All such Shares are fully paid up. Upon completion of the Mergers, the Company shall have aggregate of 219,611,308 Shares without nominal value in issue, each representing an identical fraction of the Company's share capital. All such Shares shall be fully paid up.
C.4	**Rights attached to the shares** All Shares bear equal shareholder rights in all respects. Each Share entitles its holder to one vote at general meetings of the Company and to receive dividends, if declared. Dividend rights include rights upon liquidation (in the event of dissolution of the Company). The Shares issued in the context of the Mergers carry the right to participate in dividends and other entitlements declared by the Company following completion of the Mergers, for each financial year, including the financial year ending on 31 December 2013.
C.5	**Restrictions on the free transferability of the shares** Not applicable. The Shares are freely transferable without any restrictions.
C.6	**Application for admission to trading on a regulated market and identity of all the regulated markets where the shares are or are to be traded** Application has been made for the listing and admission to trading of the Shares on Euronext Brussels, the regulated market operated by Euronext Brussels NV/SA, a regulated market within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments amending Council Directives 85/611/EEC and 93/6/EEC and Directive 2000/12/EC of

Element	Disclosure requirement
	the European Parliament and of the Council and repealing Council Directive 93/22/EEC (MiFID). It is expected that the Company's Shares outstanding prior to the Mergers will be listed on Euronext Brussels on 11 November 2013, with trading of such Shares to start on or about 22 November 2013. The listing of the Company's Shares on Euronext Brussels to be issued to holders of shares of Viohalco Hellenic and Cofidin in the context of the Mergers is expected to be effective on 22 November 2013, with trading of such Shares to start on the same date. As announced on 23 September 2013, it is in the Company's plans to apply for a listing on the Athex, after the commencement of the trading on Euronext Brussels of the Shares issued to the holders of shares of Viohalco Hellenic and Cofidin in the context of the Mergers.
C.7	**A description of dividend policy** Being incorporated on 31 May 2013, the Company does not have any dividend distribution's history. For the last three financial years, no dividends were distributed to the shareholders of Viohalco Hellenic and Cofidin. Following the completion of the Mergers, it is the Company's Board of Directors' present intention in the near future to reinvest any profits of the Company into the Company's business. This policy will be reviewed by the Board of Directors in due course and, if the policy changes, the Company will inform the market accordingly. No assurance can be given, however, that the Company will make dividend payments in the future. Such payments will depend upon a number of factors, including the Company's prospects, strategies, results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions and other factors considered relevant by the Board of Directors. Due to its interest and participation in a number of subsidiaries and affiliated companies, the Company's stand-alone income and its ability to pay dividends depend in part on the receipt of dividends and distributions from these subsidiaries and affiliated companies. The payment of dividends by these subsidiaries and affiliated companies is contingent upon the sufficiency of earnings, cash flows, and distributable reserves. Pursuant to Belgian law, the calculation of amounts available for distribution to shareholders, as dividends or otherwise, must be determined on the basis of the Company's non-consolidated financial statements. In accordance with Belgian company law, the Company's articles of association also require that the Company allocates each year at least 5% of its annual net profits to its legal reserve, until the legal reserve equals at least 10% of the Company's share capital. As a consequence of these factors, there can be no assurance as to whether dividends or similar payments will be paid out in the future or, if they are paid, their amount.

Section D – Risks

Element	Disclosure requirement
D.1	**Key risks that are specific to the Company or its industry**
	Key risk relating to the Company and the Company's business – After the Mergers with Viohalco Hellenic and Cofidin, the Company will be the parent of an industrial group of companies with substantial risks including but not limited to operating hazards. If the relevant Group's companies or the Group as a whole cannot respond to these risks adequately or at all this could have a material adverse effect on the business, financial condition, results of operations or cash flows of the Company. – The demand for (most of) Viohalco Hellenic's subsidiaries' products is cyclical and operating cost structure contains fixed and semi-fixed elements that cannot be rapidly adjusted to neutralise the effects of this cyclicality. The manufacturing, energy and construction industries in which Viohalco Hellenic's subsidiaries operate are highly cyclical in nature, with a few exceptions. The financial condition and results of Viohalco Hellenic's subsidiaries' operations are generally affected by various macroeconomic factors, including fluctuations in worldwide and regional economic activity, related market demand, global production capacity, tariffs, cyclicality in the industries that purchase the products and other factors beyond their control. The demand for and prices of the products are directly affected by these fluctuations. Further, Viohalco Hellenic's subsidiaries have fixed and semi-fixed costs that cannot be adjusted rapidly to fluctuations in the product demand. Investors should not rely on the results of a single period, particularly a period of peak demand, as an indication of our annual results or future performance. – The industries that the Group engages in are highly competitive. Some of the Group's subsidiaries face competition from Greek, but mostly from European and other international producers of industrial goods like theirs. Competitors may develop technologies and processing methods that are more effective or less costly than the Group's subsidiaries' existing technologies and processing methods. Some of the Group's subsidiaries also face price based competition from producers in emerging market countries. Many of the international competitors are larger companies than such Group's subsidiaries and thus have greater financial resources and more extensive global operations than they do. As a result, these competitors may cope better than they would with downward pricing pressure and adverse economic or industry conditions. Share of market of such subsidiaries for most of their products also may be adversely affected by the availability of lower-cost substitute import products from countries that have significantly lower labour costs, state-subsidized energy or other costs, less strict and thus less costly environmental, health & safety or other regulations or directly state-subsidised exports activity.

Element	Disclosure requirement
	– Shortages and price fluctuations in the supply of raw materials and energy could adversely affect the Group's profits. Some of the Group's subsidiaries' operations require substantial amounts of raw materials and energy from domestic and foreign suppliers. The Group's subsidiaries generally do not enter into long-term contracts to satisfy their energy needs or raw materials requirements and, from time to time, the quantity of raw materials and particularly scrap available for sale in the market on terms commercially acceptable to them is insufficient to meet their demand. Any protracted discontinuation or disruption of the supply of raw materials and energy would result in lost sales which could have a material adverse effect on their business. The Group's subsidiaries base their purchases and sales on stock market prices/indexes for the price of metals. The risk from these metals price fluctuation is covered by hedging instruments. However, any drop in metal prices may have a negative effect on their results through inventories impairment. This may place them at a competitive disadvantage if they are unable to obtain sufficient quantities of raw materials from their third party suppliers. – The industries that some of the Group's subsidiaries engages in are capital intensive and the cost and availability of funding could adversely affect the business, financial condition, results of operations or prospects. To maintain competitive strengths, such subsidiaries expect to continue to incur significant capital expenditures to maintain, modernise and expand their production. They may not, however, generate sufficient cash flows to fund all future capital expenditures. In that event, additional financing may not be available to them or, if available, may not be obtained on terms commercially acceptable to them. Each of these factors could have a material adverse effect on the business of the Group. – While the Group's subsidiaries active in the copper and aluminium sectors intend to undertake short-term hedging transactions to cover the timing risk between raw material purchases and sales of metal and to cover their exposure on fixed-price forward sales of metal to customers, they will remain exposed to the shape of the forward price curve for underlying metal prices. The metal price used to determine the amount paid for metal contained in the raw materials that they purchase is normally an average of the LME price over an agreed period of time. Similarly, when they sell their products, a portion of the price charged is an average of the metal price over an agreed period of time or a fixed forward metal price. As a result of the lapse of time between the time of purchase of metal in its unprocessed form for conversion into products and the sale of those products, the volatility in the LME price creates differences between the average price paid for the contained metal and the price such subsidiaries receive for it, the Metal at Risk position. The hedges required to hedge the Metal at Risk position will be determined by whether the net position is positive or negative. In hedging its Metal at Risk position, the price of hedging can adversely impact the results of the Group's subsidiaries' operations active in the copper and aluminium sectors, depending on the future prices and the type of Metal at Risk position being hedged.

Element	Disclosure requirement
	– Substantially most of the Group's subsidiaries' outstanding indebtedness as of 30 June 2013 is classified as short-term, since it is based mostly on revolving credit facilities. Nevertheless, a significant restructuring is expected to be finalised by 31 December 2013. As at 30 June 2013, the Group's subsidiaries had in aggregate outstanding loans of EUR 1,411 million, a substantial part of which (i.e., EUR 1,174 million) is classified as short-term. Additionally, loans amounting to EUR 206 million will mature in a period from one to five years, while EUR 31 million will mature in a period longer than five years. The Group's subsidiaries currently do not anticipate that they will have sufficient cash flows from operations during this period to effect repayment of the revolving facilities, in the case such repayment was requested by its lenders, and meet their other liquidity needs and capital expenditure requirements. The management of Viohalco Hellenic believes, however, that it is highly unlikely that the lenders will request repayment of the revolving facilities. The management of Viohalco Hellenic and the Group's subsidiaries have taken action to restructure the maturity and cost profile of approximately 80% of the outstanding debt (i.e., EUR 1,110 million) which, on 30 June 2013, was comprised of 90% short-term facilities. Term sheets have been signed for the total amount of these refinancings (i.e., EUR 1,110 million), except for a EUR 30 million debt for which the agreed-upon term sheet still needs to be signed. It is expected that the signing of the financing documentation and the closing of these refinancings will take place prior to 31 December 2013. Once the refinancings will be completed, the maturity profile of the Group's outstanding debt shall be extended in such a way that the long-term debt portion will represent approximately 66% of the total debt, compared to only 17% as of 30 June 2013. Failure for the Group's subsidiaries to meet their financing requirements could restrict the ability to grow the business and may adversely affect the business, financial condition, results of operations or prospects. – Catastrophic losses resulting from defects in the Group's subsidiaries' products could have a materials adverse effect on the Group's business, financial condition, results of operations or prospects. Defects in the Group's subsidiaries' products could result in personal injury, death, property damage or environmental pollution. Actual or claimed defects in the products could give rise to claims against the relevant Group's subsidiaries for losses and expose them to claims for damages, as well as fines and criminal sanctions. The insurance maintained by the Group's subsidiaries may not be adequate or available to protect them in the event of a claim, resulting in damages or fines. Claims for product defects may result in irreparable damage to the Group's reputation. Consequently, product defects that result in major loss or damage could have a material adverse effect on the Group's business. – The Group's subsidiaries derive a portion of their revenues from countries that have functional currencies other than their reporting currency, the euro. As a result, any fluctuations in the values of these currencies against the euro impacts the income statement and balance sheet when the results are translated into euro. Although the Group uses financial instruments to attempt to reduce its net exposure to currency fluctuations, there can be no assurance that it will be able to successfully hedge against the effects of this exposure. Given the volatility of currency exchange rates, the Group cannot assure that it will be able to manage its currency transaction risks effectively or that any volatility in currency exchange rates will not have a material and adverse effect on its business.

Element	Disclosure requirement
	Finally, a strong euro hinders significantly the Group's competitiveness since on the one hand its products become less attractive (in price terms) to US and other USD-based business-making territories (for example, the Middle East) and on the other hand USD-based producers (i.e., competitors of the Group's subsidiaries) become more attractive to euro-based buyers (i.e., the Group's customers) (in price terms), thus increasing competition. – Some of the subsidiaries' products of the Group are or may be subject to substitution by other products. Substitution can be technology-induced when technological improvements render alternative products more attractive for first-use or end-use than such subsidiaries products. Nevertheless, the only product that has so far some tangible impact to the business is the partial substitution of copper tubes and copper roofing sheets with products made from materials entailing less costs, such as plastic and ceramic. Finally, there may be totally unforeseen substitution due to other, not currently known, breakthrough innovations. Such substitution would negatively affect the Group financial performance and results of operations. – The Company has in the past, and may in the future continue to, experience losses in respect of its investment portfolio. The business activities of Cofidin include investing in securities and financial instruments. Although Cofidin has had unrealised gains in prior periods, it has also realised losses in respect of its investment portfolio. Any realised loss on its investment portfolio will impact the Company's income statement. The economic downturn or the sovereign debt crisis may continue to impact the value of the investment portfolio. *Risks relating to prevailing economic conditions* – The Greek debt crisis and the associated impact on the economic and fiscal prospects of Greece and other EU countries in which some of the Group's subsidiaries operate could have a material adverse effect on the business. Greece, which accounted for 14% of Viohalco Hellenic's consolidated revenues and 79% of Viohalco Hellenic's consolidated total assets for the year ended on 31 December 2012, is currently facing a severe economic crisis. The current challenges that Greece faces with respect to its high public debt burden and weakening economic prospects have led to sequential downgrades during 2010, 2011 and 2012 by several credit rating agencies. As a condition of the second European Monetary Union/International Monetary Fund rescue package announced on 20 February 2012, Greece has committed to further aggressive and wide-ranging fiscal retrenchment during 2013. The magnitude of fiscal adjustments to which Greece has agreed, and any further measures which may be required, are likely to continue to have a significant negative effect on the economic activity in Greece. It is the fifth consecutive year that the economy has been in recession. This negative trend is expected to continue during 2013, taking a heavy toll on disposable income and spending, which has had and will continue to have a material adverse effect on the Group's business, including increased taxation. In addition, the possibility that Greece could default on its sovereign debt obligations, and the consequent effect on its ability to remain part of the Eurozone, cannot be entirely ruled out.

Element	Disclosure requirement
D.2	**Key risks that are specific to the securities** *Risks relating to the Shares* – There has been no prior public market for the Shares and an active trading market for the Shares may not develop. The Company has no history on Euronext Brussels. There can be no assurance that a market will develop for the Shares or, if such a market develops, that it will provide significant and sustained liquidity. This risk is enhanced by the fact that the free-float of the Company after the completion of the Mergers will be limited to around 10% of the Shares. If no active trading market develops, the liquidity and price of the Shares may be adversely affected. *Risks relating to the transaction* – The Mergers may not be approved and may be challenged. The fact that both Mergers are subject to the approval of the general common draft terms of mergers does not mean that the general meetings of shareholders of the respective merging companies will vote in favour of the Mergers. Insofar as Viohalco Hellenic is concerned, the voting majority to approve the Cross-Border Merger amounts to 90% of all shares of Viohalco Hellenic. There is no certainty that such majority will be met at the general meeting of shareholders of Viohalco Hellenic to be held on 12 November 2013. However, the Company and Viohalco Hellenic will aim at reaching such majority, if not at such general meeting, at any such subsequent general meeting of Viohalco Hellenic to be held thereafter.

Section E – Offer

Element	Disclosure requirement
This Prospectus does not constitute an offer to buy, subscribe or sell the Shares of the Company. This Prospectus serves as a prospectus for the purposes of Article 20 of the Prospectus Law only and no securities are being offered or sold pursuant to this Prospectus.	
E.1	**Net proceeds and expenses of the issue/offer** No funds will be raised in connection with the listing of the Shares and the admission to trading on the regulated market of Euronext Brussels. The total expenses of the listing of the Shares on Euronext Brussels and admission to trading on the regulated market of Euronext Brussels, including the preparation of this Prospectus, will amount to approximately EUR 1.5 million.
E.2a	**Use of proceeds** Not applicable. No Shares will be offered or sold.
E.3	**Terms and conditions of the offer** Not applicable. No Shares will be offered or sold.

Element	Disclosure requirement
E.4	**Material interests to the offer** Not applicable. No Shares will be offered or sold.
E.5	**Selling shareholder and lock-ups** Not applicable. No Shares will be offered or sold.
E.6	**Dilution resulting from the offer** Not applicable. No Shares will be offered or sold.
E.7	**Estimated expenses charged to the investor by the Company or the selling shareholder** Not applicable. No securities are being offered or sold pursuant to this Prospectus. The Company bears the expenses related to the listing of the Shares on the Euronext Brussels and admission to trading on the regulated market of Euronext Brussels itself.

PART II: RISK FACTORS

Existing shareholders and prospective shareholders of the Company should carefully consider the risk factors described below and the other information contained in this Prospectus. Any of the following risks, individually or together, could adversely affect the Company and the Company's business, financial condition and results of operations and, accordingly, the value of the Shares.

The risks and uncertainties described below are those that the Company's directors believe are material, but these risks and uncertainties may not be the only ones that the Company faces. Additional risks and uncertainties, being those that the Company's directors currently do not know about or deem immaterial may also result in decreased revenues, assets and cash inflows, increased expenses, liabilities or cash outflows, or other events that could result in a decline in the value of the Shares or which could have a material adverse effect on the Company's business, financial condition, results of operations and future prospects.

Unless the risks and uncertainties described below are specifically related to subsidiaries of Viohalco Hellenic or of Cofidin, these risks and uncertainties are presented as if the Mergers had already taken place, that is, as if Viohalco Hellenic's subsidiaries and Cofidin's subsidiaries were already subsidiaries of the Company and, hence, part of the Company's Group (the ***Group***).

RISKS RELATING TO THE COMPANY AND THE COMPANY'S BUSINESS

The Company is a newly incorporated company with no track record.

The Company is a recently incorporated company with no operating results. Because the Company has no operating history there is no basis to evaluate its ability to accomplish its corporate purpose and projects (other than the resolutions of the board of directors of the Company and the projects set out in Part IV (*The Mergers*) of this Prospectus.

As the Company is proposed to be a holding company, its operating results, financial condition and ability to pay future dividends will entirely depend on dividends and other distributions received from its subsidiaries.

As the Company is proposed to be a holding company, its operating results and financial condition will entirely depend on the performance of its subsidiaries, that is, Viohalco Hellenic's and Cofidin's subsidiaries. Additionally, the Company's ability to pay dividends in the future will depend on the level of dividends and other distributions, if any, received from the Company's operating subsidiaries. The ability of the Company's operating subsidiaries to make loans or distributions to the Company may, from time to time, be restricted as a result of several factors, including restrictions in its financing arrangements, capital controls or other foreign exchange limitations, the requirements of applicable law and regulatory and fiscal and other restrictions (including, for example, the application of a dividend withholding tax and the ability to use any double tax treaty to mitigate such tax) in the Group's territories or if such operating subsidiaries were unable to make loans or distributions to the Company either directly or indirectly, including through Greece. If earnings and cash flow from the Company's operating subsidiaries were substantially reduced for a sufficient length of time, the Company may not be in a position in the longer term to make distributions to its shareholders in line with any future announced proceeds or at all.

After the Mergers, the Company will be parent of an industrial group with substantial risks.

After the Mergers with Viohalco Hellenic and Cofidin, the Company will be the parent of an industrial group of companies with substantial risks including but not limited to operating hazards as the manufacturing processes of the industrial companies of the Group could be disrupted, adversely affecting its operations, customer services levels and financial results. Companies of the Group could experience labour disputes that may disrupt their operations and their relationships with their customers. Insurance policies of companies of the Group may only provide limited coverage, potentially leaving them uninsured against some business risks. Companies of the Group may incur environmental liability and investment expenses in connection with their past, present or future operations. Product liability claims might adversely affect operations of companies of the Group. The Group’s companies are subject to regulatory risk in the context of supervision by a range of governmental authorities. The Group’s companies may be subject to litigation, which could be costly. The Group’s governance and compliance processes may fail, resulting in investigations or sanctions. The Group’s companies’ operations are subject to stringent health and safety laws and regulations. The legal and tax regimes under which the Group’s companies operate or the interpretation thereof may change adversely. Certain companies of the Group are highly dependent on key suppliers, clients and personnel. The Group’s companies operate in established markets and are subject to competition by established competitors for supplies, clients, personnel and strategic business alliances; notwithstanding high entry barriers new competitors may enter the markets in which companies of the Group operate. Certain companies of the Group are located in jurisdictions which may be affected by political upheavals and/or natural disasters which can significantly affect the Group’s production facilities. Certain companies of the Group are engaged in highly technical operations and run risks because of the complexity or even danger of those operations. Certain Group’s companies run high operating costs. Certain Group’s companies may infringe intellectual property rights; others are dependent on intellectual property which may be infringed by others. Due to the nature of their operations, certain Group’s companies are subject to financial risks, including foreign exchange, interest rate and currency fluctuation risk. If the relevant Group’s companies or the Group as a whole cannot respond to these risks adequately or at all this could have a material adverse effect of the business, financial condition, results of operations of cash flows of the Company.

The demand for (most of) Viohalco Hellenic’s subsidiaries’ products is cyclical and operating cost structure contains fixed and semi-fixed elements that cannot be rapidly adjusted to neutralise the effects of this cyclicality.

The manufacturing, energy and construction industries in which Viohalco Hellenic’s subsidiaries operate are highly cyclical in nature, with few exceptions, mostly food, pharmaceutical, tobacco and beverage packaging and offset printings, which collectively do not exceed 20% of Viohalco Hellenic’s consolidated revenues. The financial condition and results of Viohalco Hellenic’s subsidiaries’ operations are generally affected by various macroeconomic factors, including fluctuations in worldwide and regional economic activity, related market demand, global production capacity, tariffs, cyclicality in the industries that purchase the products and other factors beyond their control. The demand for and prices of the products are directly affected by these fluctuations. In particular, Viohalco Hellenic’s subsidiaries depend on construction, manufacturing, energy and general economic activity of Europe and more specifically of Greece and other EU countries, since the first accounted for 14% of our 2012 revenues, the latter for 59%, while other (non-EU) European countries accounted for 11% leading to a total of 84% of the revenues from Europe. Further, like other industrial products manufacturers, Viohalco Hellenic’s subsidiaries have fixed and semi-fixed costs that cannot be adjusted rapidly to fluctuations in the product demand. These fixed and semi-fixed costs may exacerbate the adverse effect of any slowdown in demand for their products. Like other industrial products manufacturing companies, Viohalco Hellenic’s subsidiaries are vulnerable to events affecting the industries they participate in as a whole. For example, the introduction of new production facilities may result in imbalances between supply and demand that put downward pressure on prices for the products. Due to the highly cyclical nature of most of the industries the Group will participate in, recent results may not be indicative of future performance, and historical results may not be comparable to future results. Investors should not rely on the results of a single period, particularly a period of peak demand, as an indication of our annual results or future performance.

The industries that the Group engages in are highly competitive.

Some of the Group’s subsidiaries face competition from Greek, but mostly from European and other international producers of industrial goods like theirs. The industries in which they compete are subject to technological advancements and the introduction of new production processes using new technologies. Competitors may develop technologies and processing methods that are more effective or less costly than the Group’s subsidiaries’ existing technologies and processing methods. Furthermore competitors are undertaking modernisation and expansion plans, which may make them more efficient or allow them to develop new products with competitive prices and performance characteristics. In addition, existing competitors or new market entrants may be planning capacity expansions or modernisation investments of which the Group is not yet aware. Some of the Group's subsidiaries also face price based competition from producers in emerging market countries. Many of the international competitors are larger companies than such Group's subsidiaries and thus have greater financial resources and more extensive global operations than they do. As a result, these competitors may cope better than they would with downward pricing pressure and adverse economic or industry conditions. Share of market of such subsidiaries for most of their products also may be adversely affected by the availability of lower-cost substitute import products from countries that have significantly lower labour costs, state-subsidized energy or other costs, less strict and thus less costly environmental, health & safety or other regulations or directly state-subsidised exports activity. Although they emphasise the value-adding features of their products, competition from such imports may create downward pressure on the prices and margins.

Shortages and price fluctuations in the supply of raw materials and energy could adversely affect the Group's profits.

Like other manufacturers of industrial products, some of the Group's subsidiaries' operations require substantial amounts of raw materials and energy from domestic and foreign suppliers. In particular, such subsidiaries consume large quantities of steel, copper and aluminium scrap, primary copper (i.e., cathodes), primary aluminium, hot rolled coils, various coating and lining materials and other compounds, electricity and natural gas. The Group's subsidiaries generally do not enter into long-term contracts to satisfy their energy needs or raw materials requirements and, from time to time, the quantity of raw materials and particularly scrap available for sale in the market on terms commercially acceptable to them is insufficient to meet their demand. Any protracted discontinuation or disruption of the supply of raw materials and energy would result in lost sales which could have a material adverse effect on their business, financial condition, results of operations or prospects. Group's subsidiaries base both their purchases and sales on stock market prices/indexes for the price of copper, zinc, aluminium and other raw materials used and contained in the products and traded commodities on liquid stock exchange markets such as the London Metal Exchange (the ***LME***). The risk from these metals price fluctuation is covered by hedging instruments (i.e., futures on the LME). However, they do not use hedging instruments neither for all of their raw materials (for example, steel scrap and hot rolled coils are not traded in highly liquid exchange markets) nor for the entire stock of those that they do (for example, copper and aluminium). As a result, any drop in metal prices may have a negative effect on their results through inventories impairment. Prices for raw materials and energy are volatile due to market forces largely beyond their control, including demand by international producers, freight costs, speculation, cyclicality of consumption, actual or perceived changes in levels of supply and demand, the availability and cost of substitute materials, inventory levels maintained by producers, trading on the metals market and exchange rates. While such Group's subsidiaries seek to pass along to customers higher raw material and other input prices, in the future they may be unable to do so in a way that would allow them to maintain their margins. Some of the competitors are more vertically integrated than such Group's subsidiaries are and/or may benefit from more secure access to raw materials. This may place them at a competitive disadvantage if they are unable to obtain sufficient quantities of raw materials from their third party suppliers.

The industries that some of the Group's subsidiaries engages in are capital intensive and the cost and availability of funding could adversely affect the business, financial condition, results of operations or prospects.

The production of some of the Group's subsidiaries' products is capital intensive and, in order to maintain their competitive strengths, such subsidiaries expect to continue to incur significant capital expenditures to maintain, modernise and expand their production processes, plants and equipment. They may not, however, generate sufficient cash flows from operations to fund all future capital expenditures. In that event, additional financing may not be available to them or, if available, may not be obtained on terms commercially acceptable to them. Rising interest rates would expose them to increased financing costs and failure to obtain required funds could delay or prevent the completion of future capital projects. Each of these factors could have a material adverse effect on the business, financial condition, results of operations or prospects of the Group.

Some of the Group's subsidiaries are exposed to the shape of the forward price curve for underlying metal prices.

While the Group's subsidiaries active in the copper and aluminium sectors intend to undertake short-term hedging transactions to cover the timing risk between raw material purchases and sales of metal and to cover their exposure on fixed-price forward sales of metal to customers, they will remain exposed to the shape of the forward price curve for underlying metal prices. The metal price used to determine the amount paid for metal contained in the raw materials that they purchase is normally an average of the LME price over an agreed period of time, typically a month. Similarly, when they sell their products, a portion of the price charged is an average of the metal price over an agreed period of time or a fixed forward metal price. As a result of the lapse of time between the time of purchase of metal in its unprocessed form for conversion into products and the sale of those products, the volatility in the LME price creates differences between the average price paid for the contained metal and the price such subsidiaries receive for it. Accordingly, they are exposed to any fluctuations in price between the moment they purchase raw material (i.e., when they "price-in" the metal) and the moment they sell their products to their customers (i.e., when they "price-out" the metal). At any given time such subsidiaries hold metal as work-in-progress or stock on hand that has been "priced in" but not "priced out". As this difference between the priced-in metal and the priced-out metal (i.e., the net metal position) remains exposed to fluctuations in the metals' (i.e., aluminium and copper) price, this metal is called "Metal at Risk". Metal at Risk is monitored on a regular basis and Group's subsidiaries active in the copper and aluminium sectors intend to undertake hedging transactions to seek to mitigate their exposure. No assurance can be given that they will be able to do so fully, both due to the nature of transactional hedging and to the complexity of its implementation. The price of placing transactional hedges is dependent on whether future or "forward" prices are higher or lower than current or "spot" prices, as indicated by the shape of the forward underlying metal price curve. Future prices can be either higher or lower than current prices, depending on a range of factors and can change quite rapidly at times. The hedges required to hedge the Metal at Risk position will be determined by whether the net position is positive, meaning that such subsidiaries have more metal "priced in" than is "priced out", or alternatively is negative, meaning that they have more metal "priced out" than is "priced in". If the Metal at Risk position is positive, as is currently the case, then they need to offset this net "priced in" exposure by an equivalent "priced out" hedge, by selling metal on the LME. Where future prices are higher than current prices, this hedge will realise an equivalent profit, since the sold hedge will realise a higher price on maturity. If future prices are lower than current prices then this hedge will realise a cost for the reverse reason. If the Metal at Risk position is negative, then the reverse of these hedging strategies would be used. Consequently, in hedging its Metal at Risk position, the price of hedging can adversely impact the results of the Group's subsidiaries' operations active in the copper and aluminium sectors, depending on the future prices and the type of Metal at Risk position being hedged.

Substantially most of the Group's subsidiaries' outstanding indebtedness as of 30 June 2013 is classified as short-term.

Substantially most of the Group's subsidiaries' outstanding indebtedness as of 30 June 2013 is classified as short-term, since it is based mostly on revolving credit facilities. Nevertheless, a significant restructuring is expected to be finalised by 31 December 2013.

As at 30 June 2013, the Group's subsidiaries had in aggregate outstanding loans of EUR 1,411 million, a substantial part of which (i.e., EUR 1,174 million) is classified as short-term, i.e. revolving facilities (i.e., EUR 847 million) or maturing portion of long-term debt that needs refinancing or renewal by 30 June 2014 (i.e., EUR 327 million). Additionally, loans amounting to EUR 206 million will mature in a period from one to five years, while EUR 31 million will mature in a period longer than five years. The Group's subsidiaries currently do not anticipate that they will have sufficient cash flows from operations during this period to effect repayment of the revolving facilities, in case such repayment was requested by its lenders, and meet their other liquidity needs and capital expenditure requirements. The management of Viohalco Hellenic believes, however, that it is highly unlikely that the lenders will request repayment of the revolving facilities. The ability of the Group's subsidiaries to make repayments or refinance their debt and meet their other funding requirements will therefore depend on the availability of financing through the renewal of existing revolving short-term credit lines, additional bank loans and the issuance of debt or equity securities. It cannot be ascertained that future financing will be available on commercially acceptable terms or in amounts sufficient to enable them to pay their debt and fund their liquidity needs and capital expenditure plans.

In this context, the management of Viohalco Hellenic and the Group's subsidiaries have taken action to restructure the maturity and cost profile of approximately 80% of the outstanding debt (i.e., EUR 1,110 million) which on, 30 June 2013, was comprised of 90% short-term facilities (including revolving credit facilities). The rest of the outstanding debt (i.e., EUR 301 million) is 40% long-term or 59% long-term if cash and cash equivalents are also considered. Term sheets have been signed for the total amount of these refinancings (i.e., EUR 1,110 million), except for a EUR 30 million debt for which the agreed-upon term sheet still needs to be signed. It is expected that the signing of the financing documentation and the closing of these refinancings will take place prior to 31 December 2013. Pursuant to all term sheets, the closing of the refinancings is subject to customary conditions (such as the absence of material adverse change in the business or financial condition of the borrowers, the absence of material adverse change in the international or domestic money, capital and loan markets and the banking sector, and the creation and perfection of the security interests granted to the lenders). Once the refinancings will be completed, the maturity profile of the Group's outstanding debt shall be extended in such a way that the long-term debt portion will represent approximately 66% of the total debt, compared to only 17% as of 30 June 2013. Accounting also for cash and equivalents, long-term debt will represent approximately 71% of total net debt compared to only 18% on 30 June 2013. The remaining short-term debt will be comprised primarily of revolving facilities, while only (i) EUR 10 million will be maturing by 31 December 2013, (ii) EUR 16 million by 31 March 2014 and (iii) EUR 11 million by 30 June 2014. Failure for the Group's subsidiaries to meet their financing requirements could restrict the ability to grow the business and may adversely affect the business, financial condition, results of operations or prospects.

Please refer to Part VI (*Operating and financial review*), section 1.4.1 (*Capital resources*) on page 110 for further information on the Group's subsidiaries' outstanding indebtedness.

Catastrophic losses resulting from defects in the Group's subsidiaries' products could have a material adverse effect on the Group's business, financial condition, results of operations or prospects.

Defects in the Group's subsidiaries' products could result in personal injury, death, property damage or environmental pollution, for example, through the collapse of a structure that incorporates the Group's subsidiaries' steel construction products, through the failure of a pipeline that incorporates the Group's subsidiaries' pipe products, through fire caused by cable products or through contamination caused by the Group's subsidiaries' packaging products. Actual or claimed defects in the products could give rise to claims against the relevant Group's subsidiaries for losses and expose them to claims for damages, including significant consequential damages, as well as fines and criminal sanctions under laws, regulations, licenses and permits relating to the protection of human health and the environment, or otherwise. The insurance maintained by the Group's subsidiaries may not be adequate or available to protect them in the event of a claim, resulting in damages or fines being assessed against them or their management. In addition, claims for product defects may result in irreparable damage to the Group's reputation. Consequently, product defects that result in major loss or damage could have a material adverse effect on the Group's business, financial condition, results of operations or prospects.

Interruptions in the Group's subsidiaries' production may cause the productivity and results of operations to decline significantly during the affected period.

The Group's subsidiaries' operations are concentrated principally at locations in Greece, Bulgaria, Romania, FYROM and the UK. Interruption of production at any of these facilities for a significant period could have a material adverse effect on the business, financial condition or results of operations. Such an interruption could occur, among other reasons, because of equipment failure, catastrophic events or labour unrest. In general, manufacturing processes are dependent upon critical pieces of equipment, such as our electric arc furnaces, copper and aluminium foundries, continuous casters, rolling equipment and cables manufacturing equipment, as well as electrical, electronic and other equipment which are subject to unanticipated failures that could interrupt or significantly limit production at the facility at which they are located. In addition, production at a facility could be shut down by an unanticipated catastrophe such as an earthquake, flood, fire or explosion. The Group's subsidiaries may also experience a slowdown or halt in production due to strikes or other industrial action associated with labour unrest. The concentration of the Group's production in five countries and especially in Greece may amplify the impact of any such interruption, shutdown, slowdown or halt in production, which may not be adequately covered by business interruption or other insurance.

The Group's business strategy depends on ongoing expansion and upgrade of the production facilities.

In order to maintain the Group's subsidiaries efficiency and enhance their competitive position, the Group is currently investing, and expects to invest in the future, in the expansion and upgrade of the facilities. For example, among others, a new aluminium melting and casting facility in the Group's subsidiary Bridgnorth Aluminium Ltd. (UK) is currently being constructed to improve costs, increase flexibility and increase recycling capacity by reducing the purchases of third party aluminium slabs. High-voltage submarine cables production facilities are being built and installed in the Group's subsidiary Fulgor SA (Greece) and a thick-wall pipes production line using LSAW technology is being developed in the Group's subsidiary Corinth Pipeworks SA (Greece) to expand the offering to the energy sector. Further to these, the Group is continuously undergoing investments that aim at improving the cost base, enhance the product portfolio, improve customer service, and reduce environmental footprint and other. Delays in completion of investments may prevent the Group from implementing this strategy on a timely basis, which may materially adversely affect the business, financial condition, results of operations or prospects.

Sales and profitability from certain products of the Group's subsidiaries are volatile and depend on the availability of major projects, the ability to secure contracts to supply these projects and their timely completion.

Sales of pipe products and medium-high voltage cables, which consists in respectively 7% and 6% of the consolidated revenues of Viohalco Hellenic, are significantly dependent on the number of active energy projects for which the Group's subsidiaries have been awarded a supply contract and on the rate of progress of those projects. Future sales of these products depend on the ability to secure contracts to supply major energy projects. The volume of such projects may vary significantly from year to year due to macroeconomic factors, including oil and gas and electricity prices, principally affecting the energy sector. Furthermore, in certain years, a significant portion of the sales of pipes are accounted for by a single large contract. Consequently, revenues from sales of energy products and profitability in this sector may fluctuate significantly in future periods depending on the number and size of large-scale oil and gas pipeline and electrical infrastructure projects and the Group's subsidiaries' success in securing contracts to supply those projects.

The Group may not effectively integrate or realise the benefits from recent or future acquisitions.

During the last 15 years, Viohalco Hellenic and its subsidiaries have expanded the Group's operations significantly by acquiring majority interests in other companies, such as in Corinth Pipeworks SA (Greece) (i.e., steel and pipes), ICME ECAB SA (Romania) (i.e., copper and cables), Sofia Med SA (Bulgaria) (i.e., copper), Stomana Industry SA (Bulgaria) (i.e., steel), Bridgnorth Aluminium Ltd (UK) (i.e., aluminium) and most recently Fulgor SA (Greece) (i.e., copper and cables). In the future, the Group may enter into other acquisitions and investments, including joint ventures based on assumptions with respect to operations, profitability and other matters that could subsequently prove to be incorrect. If future acquisitions, significant investments and joint ventures do not perform in accordance with the Group's expectations the business, operations and profitability could be adversely affected. The acquisition and integration of new companies and businesses may also pose significant risks to the existing operations. These risks include the difficulty of integrating the operations and personnel of the acquired business, issues with minority shareholders in acquired companies and their material subsidiaries, the potential disruption of the then-current businesses, the assumption of liabilities (including in relation to tax and environmental matters) relating to the acquired assets or businesses which may not have been disclosed during due diligence investigations and the possibility that any indemnification agreements with the sellers of those assets may be unenforceable or insufficient to cover potential tax, environmental or other liabilities. Therefore, if future acquisitions, significant investments and joint ventures are not effectively integrated, the Group’s business, operations and profitability could be adversely affected.

Difficulty in ascertaining the validity and enforceability of title to land or other real property in Bulgaria, Romania and in FYROM and the extent to which it is encumbered may have a material adverse effect on the business, financial condition, results of operations or prospects.

The legal framework relating to the ownership and use of land and other real property in Bulgaria, FYROM and Romania is not yet sufficiently developed to support private ownership of land and other real estate property to the same extent as is common in countries with more developed economies. Thus, it is often difficult to ascertain the validity and enforceability of title to land or other real property in these countries and the extent to which it is encumbered. These uncertainties may have a material adverse effect on the Group’s business, financial condition, results of operations or prospects.

In the event any of the Group’s subsidiaries plants’ licenses are not issued or renewed, this may have a significant impact on the business, financial condition, results of operations or prospects.

In many of the jurisdictions where the Group’s subsidiaries operate the production facilities, they are required to have licenses or permits covering several of their activities. Regulatory authorities can exercise considerable discretion in the timing of license issuances and renewal and the monitoring of licensees’ compliance with license terms. Compliance with requirements imposed by these authorities, which require them, among other things, to comply with numerous industrial standards, recruit qualified personnel, maintain necessary equipment and quality control systems, monitor their operations, make appropriate filings and, upon request, submit appropriate information to licensing authorities, may be costly and time-consuming and may result in delays in the commencement or continuation of production operations. In addition, the applicable requirements can be amended and new requirements can be imposed, which may require them to modify their working practices and could restrict their ability to conduct their business as they see fit. Moreover, the Group’s subsidiaries compliance with the terms of the licenses may be subject to challenge by regulatory authorities, competitors, or in some cases, members of the public, and such licenses may be invalidated, may not be issued or renewed, or if issued or renewed, may not be issued or renewed in a timely fashion. The occurrence of any of these events may require them to incur substantial costs or may restrict their ability to conduct their operations or to do so profitably.

Competition law enforcement by the EU and other national authorities may have adverse effects on the Group’s competitiveness and results of operations.

The Group’s subsidiaries are subject to the competition laws of the countries in which they operate and, with respect to their activities affecting the EU, they are also subject to EU competition law. The admission in 2007 to the EU of Bulgaria and Romania in which the Group has significant operations has increased the impact of EU competition law on the business. The Group’s subsidiaries cannot predict if, in the future, competition law enforcement by the EU or national competition authorities will result in significant fines being imposed upon them or result in adverse publicity, or require them to change their commercial practices or whether related private lawsuits could require them to pay significant amounts in damages.

Adverse weather conditions and climate change may negatively affect the business.

The demand for some of the Group’s subsidiaries’ products, mainly in the construction sector, and the ability to supply customers and source raw materials on the required time and at a favourable level to the business cost can be adversely affected by weather conditions in the Balkans and Central and Northern Europe which are significant markets both for the products and the sourcing of required raw materials. Severely cold winters or other extreme phenomena such as floods can delay or cancel small or large projects that such subsidiaries target to supply, reduce the scrap (raw materials) collection activity thus reducing the quantities and increasing the prices and block river transportation which is an important route for our inbound and outbound logistics operations.

Technology failures could disrupt the Group's operations and negatively impact its business.

IT systems are critical to the Group and its subsidiaries' ability to manage business and in turn, to maximise efficiencies and minimize costs. IT systems enable the Group and its subsidiaries to coordinate the operations, from planning, production scheduling and raw material ordering, to order-taking, truck loading, routing, customer delivery, invoicing, customer relationship management and decision support. If the Company and its subsidiaries do not allocate and effectively manage the resources necessary to build and sustain the proper IT infrastructure, the Group could be subject to transaction errors, processing inefficiencies, customer service disruptions and, in some instances, loss of customers. Challenges relating to the building of new IT structures can also subject the Group to certain errors, inefficiencies, disruptions and, in some instances, loss of customers. IT systems may also be vulnerable to a variety of interruptions due to events beyond the Group's control, including, but not limited to, natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers and other security issues. Although the Company and its subsidiaries have security initiatives and disaster recovery plans in place to mitigate the risk to these vulnerabilities, such measures may not have been effectively implemented or may not be adequate to ensure that the operations are not disrupted. IT interruptions and system failures could have a material and adverse effect on the ability to realise the anticipated improvements in productivity and efficiency, or cost reductions.

Disruptions to the Group's subsidiaries' supply or distribution infrastructure could adversely affect the business.

The Group's subsidiaries depend on effective supply and distribution networks to obtain necessary inputs for the production processes and to deliver the products to customers. Damage or disruption to such supply or distribution capabilities due to weather, natural disaster, fire, loss of water or power supply, terrorism, political instability, military conflict, pandemic, strikes, the financial and/or operational instability of key suppliers, distributors, warehousing and transportation providers or brokers, or other reasons, could impair the ability to manufacture or sell the products. In Greece, for example, which is one of the key markets and the home of most of the Group's fixed assets, general transportation strikes in 2010 limited the ability to fulfil customer orders and procure raw materials in a market that usually delivers favourable prices for some of the businesses. The current economic crisis in Greece may result in similar events. To the extent that the Group is unable to effectively manage such events if they occur, or cannot financially mitigate the likelihood or potential impact of such events, there could be a materially adverse effect on the business and results of operations.

Fluctuations in exchange rates may adversely affect the results of the Group's operations and financial condition.

The Group's subsidiaries derive a portion of their revenues from countries that have functional currencies other than their reporting currency, the euro. As a result, any fluctuations in the values of these currencies against the euro impacts the income statement and balance sheet when the results are translated into euro. If the euro appreciates in relation to these currencies, then the euro value of the contribution of these operating subsidiaries to Group's consolidated results and financial position will decrease. The Group incurs currency transaction risks whenever one of its operating subsidiaries enters into either a purchase or sale transaction using a currency other than its functional currency. Although the Group uses financial instruments to attempt to reduce its net exposure to currency fluctuations, there can be no assurance that it will be able to successfully hedge against the effects of this foreign exchange exposure, particularly over the long-term. The Group attempts to reduce its currency transaction risk, where possible, by matching currency sales revenue and operating costs. Given the volatility of currency exchange rates, the Group cannot assure that it will be able to manage its currency transaction risks effectively or that any volatility in currency exchange rates will not have a material and adverse effect on its financial condition or results of operations. Finally, a strong euro hinders significantly the Group's competitiveness since on the one hand its products become less attractive (in price terms) to US and other USD-based business-making territories (for example, the Middle East) and on the other hand USD-based producers (i.e., competitors of the Group's subsidiaries) become more attractive to euro-based buyers (i.e., the Group's customers) (in price terms), thus increasing competition.

The Group's subsidiaries' operations are subject to extensive regulation, including environmental and health & safety standards. Changes in the regulatory environment may cause the Group to incur liabilities or additional costs or to limit its business activities.

The Group has production sites in a number of countries. Due to the nature of the production processes and the associated by-products, emissions (including greenhouse gases) and wastes generated from these processes, the operations are subject to stringent environmental and health laws and regulations. Many of the substances processed or created are required to be treated, disposed or handled in accordance with stringent standards and procedures contained in current environmental and health laws and regulations. Compliance with these environmental and health regulations requires ongoing expenditure and considerable capital commitments. In addition, many of the sites have been operating in their current capacity for relatively long periods of time including during periods when environmental and health laws and regulations were not as stringent as they are today. This may further increase compliance costs. The Group's operating subsidiaries may incur significant additional costs to comply with new environmental regulations, including the costs associated with the implementation of preventive or remedial measures. There can be no assurance that future changes in laws and regulations will not require them to install additional controls for certain of their emission sources or to undertake changes in the manufacturing processes that are not currently required. Third parties may also file direct claims requesting that court orders them to clean up the property and/or pay compensation for damages incurred as a result of the contamination or use of the products. If any such claims are brought against them and are successful, the outcome could have a material adverse effect on the financial position and results of operations. There is a risk that the past, present or future operations do not or will not meet environmental requirements and that the modifications the Group is currently seeking or may need to seek in the future will not be granted. If the Group's subsidiaries are unsuccessful in these efforts or otherwise breach these environmental requirements, they may incur fines or penalties, be required to curtail or cease operations and/or be subject to significantly increased compliance costs or significant costs for rehabilitation or rectification works which have not been previously planned, at one or more of the sites. Increased environmental regulation of the products and activities or any changes to the environmental regulations the Group's subsidiaries currently face could have an adverse effect on the Group financial position and results of operations.

Some of the Group's subsidiaries' products may face the risk of substitution.

Some of the subsidiaries' products of the Group are or may be subject to substitution by other products. Substitution can be technology-induced when technological improvements render alternative products more attractive for first-use or end-use than such subsidiaries products. For example, price-induced substitution could also occur when a sustained increase in copper prices leads to its partial substitution by less expensive products such as plastics, ceramics or other materials that can be used as a substitute to the relevant Group's subsidiary's copper tubes and sheets. Digital printing can be a threat for the aluminium lithography sheets, superconductor materials for the cables, carbon fibres could potentially substitute copper, aluminium and steel in manufacturing and engineering applications, while 3D printing technologies could also be used to directly produce spare parts and pieces of equipment that currently are produced using the relevant Group's subsidiaries' products as raw material. Nevertheless, from the aforementioned examples, the only one that has so far some tangible impact to the business of the Group's subsidiaries is the partial substitution of copper tubes and copper roofing sheets with products made from materials entailing less costs, such as plastic and ceramic. The other aforementioned examples have not yet yielded any tangible impact on the business but are closely monitored. Finally, there may be totally unforeseen substitution due to other, not currently known, breakthrough innovations in materials technologies. Such substitution would negatively affect the Group financial performance and results of operations.

The Company, through its subsidiaries, has a substantial international presence, both in terms of operations and in terms of sales, and it is therefore subject to certain risks which may include unfavourable political, regulatory, labour and tax conditions in countries other than Belgium.

The Company has participation interests with majority holdings in companies with production sites in five countries (i.e., Greece, Romania, Bulgaria, FYROM and the UK), as well as a minority stake in a pipe mill in Russia and several holdings in commercial companies and service centres in other countries among which are France, Germany, Italy, Turkey and the USA. Risks inherent to international operations include amongst others the following: (i) agreements may be difficult to enforce and receivables difficult to collect through a foreign country's legal system; (ii) foreign countries may impose additional withholding taxes or otherwise tax the foreign income, impose tariffs or adopt other restrictions on foreign trade or investment, including currency exchange controls; (iii) export licenses may be difficult to obtain and maintain; (iv) intellectual property rights may be more difficult to enforce in foreign countries; (v) general economic conditions in the countries in which the Group operates could have an adverse effect on the earnings from operations in those countries; and (vi) unexpected adverse changes in foreign laws or regulatory requirements may occur, including those regarding export duties and quotas. Changes in investment policies or shifts in the prevailing political climate in any of the countries in which the Group operates, buys from or sells to, could result in the introduction of increased government regulations with respect to, among other things: (i) price controls; (ii) export, import and throughput controls; (iii) income and other taxes; (iv) electricity and energy supply; (v) environmental legislation; (vi) foreign ownership restrictions; (vii) foreign exchange and currency controls; (viii) labour and welfare benefit policies; and (ix) land and water use. If any of these changes occur, the ability to run the business as the Group sees fit may be impaired and such changes could have a material adverse effect on the business or results of operations.

The Group's competitive position and future prospects depend on the senior management's experience and expertise and the ability to recruit and retain qualified personnel.

The Group's ability to maintain its competitive position and to implement its business strategy is dependent to a large degree on its senior management team. The loss or diminution in the services of members of the senior management team, or an inability to attract and retain additional senior management personnel, could have a material adverse effect on the business, financial position, results of operations or prospects. Competition for personnel with relevant expertise is intense due to the relatively small number of qualified individuals, and this situation seriously affects the ability to retain existing senior management and attract additional qualified senior management personnel. If the Company and/or its subsidiaries were to experience difficulties in recruiting or retaining qualified senior management, it could have a significant adverse effect on the business and financial results.

The Group is subject to the risk of industrial relations actions which may disrupt operations.

Workforce in some of the Group's subsidiaries is organised in labour unions and in other cases is covered by collective bargaining arrangements. Historically, the operations of certain of the sites have from time to time experienced forms of industrial action. There can be no assurance that the operations will not be affected by industrial actions in the future, and there can be no assurance that work stoppages or other labour-related developments will not adversely affect the results of operations or financial position in the future.

Insurance coverage may prove inadequate to satisfy potential claims.

The Group's subsidiaries currently have insurance coverage for their operating risks which include all risk property damage (including certain aspects of business interruption for certain sites), operational and product liability. However, they may become subject to liability (including in relation to pollution, occupational illnesses or other hazards) against which they have not insured or cannot insure, including those in respect of past activities. Should they suffer a major uninsured loss, future earnings could be materially adversely affected. In addition, insurance may not continue to be available at economically acceptable premiums. As a result, the insurance coverage may not cover the full scope and extent of claims against them or losses that they incur, including, but not limited to, claims for environmental or industrial accidents, occupational illnesses, pollution and product liability and business interruption. A successful claim against them may have a material adverse effect on their revenues. Moreover, defending themselves against such claims may cause a considerable strain on management resources, require them to incur significant legal fees and may adversely affect the Group's reputation.

Production installations of the Group's subsidiaries are subject to environment-related issues that may affect their utilisation or their value.

Operation may be ceased due to non-compliance with environmental terms. More specifically, this risk applies to all installations that either operate pollution abatement equipment (for example, waste water treatment plants for industrial effluents, bag filters for air dust emissions, afterburners for solvents emissions, etc.) or have the potential to pollute due to non-observance of environmentally sound practices (for example, proper waste management). In case the pollution abatement equipment does not meet compliance criteria repeatedly (i.e., more than once) or that the company continues a practice that results in environmental pollution, then the authorities may order the temporary closing of the particular production line until the criteria are met.

Operations may be ceased due to a mechanical failure of major abatement equipment. More specifically, this risk applies when the pollution abatement equipment fails due to mechanical failure and there are no alternative methods for pollution abatement (for example, if the waste water treatment plant of Elval SA fails, then the coil coating line may have to stop operation until the treatment plant is restored).

The land value may depreciate significantly due to environmental liabilities. This risk applies to all industrial sites that have the potential to pollute either due to waste generation or hazardous raw materials that are used in the production process.

The Company has in the past, and may in the future continue to, experience losses in respect of its investment portfolio.

The business activities of Cofidin include investing in securities and financial instruments. Although Cofidin has had unrealised gains in prior periods, it has also realised losses in respect of its investment portfolio. Any realised loss on its investment portfolio will impact the Company's income statement. As at 31 December 2012, apart from the shareholdings held in Viohalco Hellenic and certain of its subsidiaries, Cofidin's investment portfolio amounted to 32.1% of Cofidin's total assets, which is comprised primarily of securities and financial instruments issued by corporations, financial institutions and sovereign entities. The economic downturn or the sovereign debt crisis may continue to impact the value of the investment portfolio. Any deterioration in this investment portfolio could adversely affect the Company's capital ratios.

RISKS RELATING TO PREVAILING ECONOMIC CONDITIONS

The Group is subject to economic and political risks and uncertainties in some of the countries in which its subsidiaries operate. Any deterioration or disruption of the economic or political environment in those countries may have a material adverse effect on the business, financial condition, results of operations or prospects.

Governmental, political and economic developments relating to inflation, interest rates, taxation, currency fluctuations, trade regulations, social or political instability, diplomatic relations, international conflicts and other factors may adversely affect the business, financial condition, results of operations or prospects of international industrial goods manufacturing companies. In the Balkans region (excl. Greece), that accounts for approximately 16% of the Group's consolidated revenues, the political systems may be vulnerable to the populations' dissatisfaction with reforms, social and ethnic unrest and changes in governmental policies, any of which could have a material adverse effect on the Group's business, financial condition, results of operations or prospects and our ability to continue to do business in these countries. In addition, the legal and regulatory systems remain underdeveloped and subject to political interference. Legal, regulatory and free-market reform policies may not continue to be implemented and, if implemented, they may not be successful. In addition, the political climate in these countries may not remain receptive to foreign trade and investment. In addition, as at the date of this Prospectus, 6% of Viohalco Hellenic's 2012 consolidated revenues come from countries in the Middle East and North Africa region which is subject to a significant risk of armed hostilities, acts of terrorism or government expropriation or interference, each of which may adversely affect the revenues. Finally, in the Eurozone that accounts for 47% of the Group's consolidated revenues (incl.

Greece), while the political, institutional and financial situation in the Eurozone seems at the moment to be stabilising, the possibility of it deteriorating and destabilising again cannot be ruled out. This will not only adversely affect sales in this area, but it can potentially trigger another severe recessionary cycle also in other areas in which the Group operates and markets products.

The global financial and credit crisis and the euro zone sovereign debt crisis may have an impact on the Group's financial condition and business prospects that currently cannot be predicted, and increasing interest rates may affect financial results and ability to obtain credit.

The credit crisis and related turmoil in the global financial systems, as well as the Eurozone sovereign debt crisis, may have a material impact on the Group's financial condition and business prospects, and the Group may ultimately face major challenges if conditions do not improve. These prevalent conditions may also lead to deterioration in the financial condition of certain of the Group's suppliers. Damage or disruption to the production or distribution capabilities of the Group due to social unrest, political instability, the financial and/or operational instability of key suppliers, distributors, warehousing and transportation providers or brokers, or other reasons could impair the Group's ability to manufacture or sell products. Negative financial and economic conditions could lead to reduced demand for the Group's subsidiaries' products.

The Greek debt crisis and the associated impact on the economic and fiscal prospects of Greece and other EU countries in which some of the Group's subsidiaries operate could have a material adverse effect on the business.

Greece, which accounted for 14% of Viohalco Hellenic's consolidated revenues and 79% of Viohalco Hellenic's consolidated total assets for the year ended on 31 December 2012, is currently facing a severe economic crisis resulting from significant fiscal deficits and high levels of borrowing. The current political, economic and budgetary challenges that Greece faces with respect to its high public debt burden and Greece's weakening economic prospects have led to sequential downgrades during 2010, 2011 and 2012 by Standard & Poor's Ratings Services of Greece's sovereign credit ratings to SD (i.e., selective default), although it was recently (i.e., in December 2012) upgraded back to B-Additionally, in March 2012, Moody's Ratings Services downgraded Greece's sovereign credit rating to C and still maintains this rating. Similarly Fitch had downgraded its rating to RD (restrictive default) in March 2012 to upgrade it back to CCC and then to B- in June 2013. As a condition of the second European Monetary Union/International Monetary Fund rescue package announced on 20 February 2012, Greece has committed to further aggressive and wide-ranging fiscal retrenchment during 2013, including increases in taxation. By way of example, Greek tax law 4110/2013 was enacted on 23 January 2013 which increased the general corporate income tax rate applicable to Greek tax-resident legal entities from to 20% to 26%. This had a non cash-flow one-off negative impact of EUR 33 million in the Group's net profit in the first quarter of 2013 as a consequence of the recalculation of the deferred taxes, and it will have an impact on cash flow in the future for the Greek companies of the Group that will be profitable.

The magnitude of fiscal adjustments to which Greece has agreed, and any further measures which may be required, are likely to continue to have a significant negative effect on the economic activity in Greece. The Greek economy contracted by 6.4% in 2012 (as estimated by the Hellenic Statistical Authority). It is the fifth consecutive year that the economy has been in recession and another 5.6% in the first quarter of 2013 on year over year basis. The Greek unemployment rate reached 27.4% as during the first quarter of 2013 (according to the Hellenic Statistical Authority). These negative trends (i.e., the Foundation for Economic & Industrial Research, a Greek think tank, estimated on July 2013 that GDP will contract another 4.8-5% in 2013, while unemployment will reach 27.8%) are expected to continue during 2013, taking a heavy toll on disposable income and spending, which has had and will continue to have a material adverse effect on the Group's business, including increased taxation. In addition, the possibility that Greece could default on its sovereign debt obligations, and the consequent effect on its ability to remain part of the Eurozone, cannot be entirely ruled out.

Negative financial and economic conditions could lead to reduced demand for the subsidiaries' products of the Group.

Negative financial and economic conditions in many countries in which the Group's subsidiaries operate have led and could continue to lead to reduced demand for the Group's subsidiaries' products, or an increase in price discount activity, or both, which would have a negative impact on the Group's financial position, results of operations and cash flows. Governments have been facing greater pressure on public finances, leading to risk of increased taxation and therefore of a further reduction in construction activity and investments in durable goods that constitute the bulk of the business. These factors may also lead to intensified competition for market share and a capacity over-supply. Negative financial and economic conditions have a negative impact on the Group's customers and other parties with whom the Group does, or may, do business.

RISKS RELATING TO THE SHARES

The value of the Shares may decrease.

Following admission to listing, it is likely that the price of the Shares will be subject to market fluctuations and the price of the Shares may not always accurately reflect the underlying value of the Group's business. The value of the Shares may decrease and the price that investors may realise for their holdings of Shares, when they are able to do so, may be influenced by a large number of factors, including the possibility that the market for the Shares is less liquid than for other equity securities and that the price of the Shares is relatively volatile. In addition, stock markets have in the recent past experienced extreme price and volume fluctuations, which have not always been related to the performance of the specific companies whose shares are traded, and which, as well as general economic and political conditions, could have an adverse effect on the market price of the Shares. The price of the Shares may also be materially affected by a number of factors, including factors relating to the Company and risks described in this Prospectus, its competitors and, in particular, the steel, copper and aluminium processing, production and trade industries in which the Group operates.

No market may develop for the Shares.

There has been no prior public market for the Shares and an active trading market for the Shares may not develop. The Company has no history on Euronext Brussels. Although the Company has applied for its Shares to be listed and admitted to trading on the regulated market of Euronext Brussels, regardless of the Company's efforts in this respect, there can be no assurance that a market will develop for its Shares or, if such a market develops, that it will provide significant and sustained liquidity and that holders of the Shares will be able to sell their Shares or that such holders will be able to sell their Shares for a price that reflects their value. This risk is enhanced by the fact that the free-float of the Company after the completion of the Mergers will be limited to around 10% of the Shares. If no active trading market develops, the liquidity and price of the Shares may be adversely affected.

Major shareholders are likely to continue to be able to exercise a significant influence over the Company and their interests may not be the same as the interest of the other shareholders of the Company.

Upon completion of the Mergers, the major shareholders of the Company are expected to hold in aggregate, directly and indirectly about 89% of the Shares in the Company.

These major shareholders are likely to continue to be able to exercise a significant influence over the Company. If they would vote together, they would be in a position to block resolutions of the general meeting of shareholders of the Company or, depending on the applicable majority requirements, to pass certain other resolutions. For example, they may influence the composition of the board of directors and the distribution, if any, of dividends. However, it should be stressed that, to the knowledge of the Company, none of these major shareholders are or will be acting in concert with any other of them nor with any other shareholder of the Company for the purpose of the applicable Belgian transparency regulations.

There is a risk that the interests of the Company's major shareholders do not correspond with those of its other shareholders.

Investors' rights as shareholders will be governed by Belgian law and differ in some respects from the rights of shareholders under the laws of other countries.

Viohalco SA/NV is a limited liability company (*société anonyme / naamloze vennootschap*) organised the laws of Belgium. The rights of holders of the Company's Shares are governed by Belgian law and by the Company's articles of association. These rights may differ in material respects from the rights of shareholders in companies organised outside Belgium.

Investment and trading in general is subject to risks.

All securities investments involve the risk of loss of capital. There can be no assurance that the Company's investment objectives will be met.

The Company has no dividend payments history.

The Company is a newly incorporated company and has not paid any dividends. In the coming years, the Company intends to reinvest any profits in the activities of the Group and therefore does not intend to pay any dividends.

Shareholders of the Company residing in countries other than Belgium may be subject to double withholding taxation with respect to dividends or other distributions made by the Company.

Any dividends or other distributions made by the Company to its shareholders will, in principle, be subject to withholding tax in Belgium at a rate of 25%, except for shareholders which (i) qualify for an exemption of withholding tax such as, amongst others, qualifying pension funds or a company qualifying as a parent company in the sense of the Council Directive (90/435/EEC) of 23 July 1990 (the ***Parent-Subsidiary Directive***) or (ii) qualify for a lower withholding tax rate or an exemption by virtue of a tax treaty. Various conditions may apply and shareholders residing in countries other than Belgium, are advised to consult their advisers regarding the tax consequences of dividends or other distributions made by the Company. Shareholders of the Company residing in countries other than Belgium may not be able to credit the amount of such withholding tax to any tax due on such dividends or other distributions in any other country than Belgium. As a result, such shareholders may be subject to double taxation in respect of such dividends or other distributions.

Any sale, purchase or exchange of Shares may become subject to the Financial Transaction Tax.

On 14 February 2013, the EU Commission adopted a proposal for a Council Directive (the ***Draft Directive***) on a common financial transaction tax (the ***FTT***). According to the Draft Directive, the FTT must be implemented and enter into effect in eleven EU Member States (Austria, Belgium, Estonia, France, Germany, Greece, Italy, Portugal, Spain, Slovakia and Slovenia, together, the ***Participating Member States***) on 1 January 2014. Pursuant to the Draft Directive, the FTT will be payable on financial transactions provided at least one party to the financial transaction is established or deemed established in a Participating Member State and there is a financial institution established or deemed established in a Participating Member State which is a party to the financial transaction, or is acting in the name of a party to the transaction. The FTT shall, however, not apply to (inter alia) primary market transactions referred to in Article 5(c) of Regulation (EC) No 1287/2006, including the activity of underwriting and subsequent allocation of financial instruments in the framework of their issue.

The rates of the FTT shall be fixed by each Participating Member State but for transactions involving financial instruments other than derivatives shall amount to at least 0.1% of the taxable amount. The taxable amount for such transactions shall in general be determined by reference to the consideration paid or owed in return for the transfer. The FTT shall be payable by each financial institution established or deemed established in a Participating Member State which is either a party to the financial transaction, or acting in the name of a party to the transaction or where the transaction has been carried out on its account. Where the FTT due has not been paid within the applicable time limits, each party to a financial transaction, including persons other than financial institutions, shall become jointly and severally liable for the payment of the FTT due. Investors should therefore note, in particular, that any sale, purchase or exchange of Shares will be subject to the FTT at a minimum rate of 0.1% provided the abovementioned prerequisites are met. The investor may be liable to pay this charge or reimburse a financial institution for the charge, and/or the charge may affect the value of the Company's Shares. The issuance of new Shares by the Company in the framework of the Mergers should not be subject to the FTT. The Draft Directive is still subject to negotiation among the Participating Member States and therefore may be changed at any time. A committee of the EU Parliament published a draft report on 19 March 2013, suggesting amendments to the Draft Directive. If the amendments were included in the eventual Directive, the FTT would have an even broader reach. Moreover, once the Draft Directive has been adopted (the ***Directive***), it will need to be implemented into the respective domestic laws of the Participating Member States and the domestic provisions implementing the Directive might deviate from the Directive itself. Investors should consult their own tax advisors in relation to the consequences of the FTT associated with subscribing for, purchasing, holding and disposing of the Company's Shares.

Shares of Viohalco Hellenic's listed subsidiaries have historically been listed in a stock market (ATHEX) less liquid than other major exchanges and their price has been, and may continue to be, volatile.

The market price of the shares of Viohalco Hellenic's listed subsidiaries has been subject to volatility in the past, and could be subject to wide fluctuations in response to numerous factors, many of which are beyond control. These factors include the following: (i) actual or anticipated fluctuations in operating results; (ii) results of operations of competitors; (iii) the condition of the Greek economy and other economies in the Eurozone; (iv) potential or actual sales of shares of the Viohalco Hellenic's listed subsidiaries into the market; (v) competitors' positions in the market; (vi) changes in financial estimates by securities analysts; (vii) conditions and trends in the sectors operated in Greece and elsewhere in Europe; and (viii) the general state of the securities markets, with particular emphasis on the Greek and industrial sectors.

RISKS RELATING TO THE TRANSACTION

The Mergers may not be approved and may be challenged.

The Company and Viohalco Hellenic have issued common draft terms of a cross-border merger. Filing of the terms of this cross-border merger have been published in the Annexes of the Belgian State Gazette on 27 September 2013 and in the Greek Government Gazette on 1 October 2013. Please refer to section 4.1 (*The Cross-Border Merger*) on page 84, Part IV (*The Mergers*) of this Prospectus for further information in this respect. The Company and Cofidin have issued common draft terms of a domestic merger. The terms of this domestic merger have been published in the Annexes of the Belgian State Gazette on 27 September 2013. Please refer to section 4.2 (*The Domestic Merger*) on page 89, Part IV (*The Mergers*) of this Prospectus for further information in this respect.

The fact that both Mergers are subject to the approval of the general common draft terms of mergers does not mean that the general meetings of shareholders of the respective merging companies will vote in favour of the Mergers. Insofar as Viohalco Hellenic is concerned, the voting majority to approve the Cross-Border Merger amounts to 90% of all shares of Viohalco Hellenic. There is no certainty that such majority will be met at the general meeting of shareholders of Viohalco Hellenic to be held on 12 November 2013. However, the Company and Viohalco Hellenic will aim at reaching such majority, if not at such general meeting, at any such subsequent general meeting of Viohalco Hellenic to be held thereafter.

Trading of the Shares may be postponed.

Trading of the Shares on the regulated market of Euronext Brussels is expected to start on 22 November 2013 (the ***Trading Date***). However, the Trading Date may have to be postponed in case the pre-merger certificate conclusively attesting the proper completion of the pre-merger acts and formalities by Viohalco Hellenic under Greek law (the ***Pre-Merger Certificate***), is obtained at a later date than initially expected. Pursuant to Articles 772/13 and 772/14 of the Belgian Companies Code, the Cross-Border Merger (as defined below) shall be effective as from the date on which the designated notary in Belgium competent to scrutinise the legality of the Cross-Border Merger as regards that part of the procedure which concerns the completion of the Cross-Border Merger (i) shall have received from the Greek Ministry of Development and Commerce the Pre-Merger Certificate conclusively attesting the proper completion of the pre-merger acts and formalities under Greek law, and (ii) further to receipt of such Pre-Merger Certificate, shall have certified that the Cross-Border Merger is completed. Viohalco Hellenic shall submit to the designated notary in Belgium, as referred to above, the Pre-Merger Certificate shortly after the approval by all shareholders' meetings of all merging companies. Further to the general meeting of Viohalco Hellenic, it is expected that the designated notary in Belgium shall have received the Pre-Merger Certificate and passed the notarial deed conclusively attesting the proper completion of the pre-merger acts and formalities (the ***Final Notarial Deed***) on 15 November 2013. However, it cannot be excluded that the obtaining of the Pre-Merger Certificate occurs at a later date, which would as a result delay the Trading Date for the Shares. In any event, trading of the Shares will take place five trading days following the date of the Final Notarial Deed.

Mandatory tender offers may have to be launched on Viohalco Hellenic's listed subsidiaries.

Viohalco Hellenic holds, directly and indirectly, participations in seven companies that are listed on the Athex. Such subsidiaries are the following: Sidenor SA, Halcor SA, Elval SA, Corinth Pipeworks SA, Hellenic Cables SA, Etem SA and Sidma SA. In accordance with applicable Greek law, there is no obligation for the Company to launch any mandatory tender offers on such listed companies as a result of the implementation of the Cross-Border Merger. Indeed, pursuant to the text of article 8 of the Greek law 3641/2006, no mandatory tender offer is to be made in case the acquisition of shares results from a merger between companies that are, inter alia, connected through a parent-subsidiary relationship. This is the case with respect to the Cross-Border Merger since such merger is effected by absorption of Viohalco Hellenic by the Company, a subsidiary held up to 64.71% by Viohalco Hellenic.

In a communication dated 10 October 2013, the HCMC has expressed a different view and ruled that, taking into consideration the Greek legislative framework on public offers and in pursuance of the protection of the rights of minority shareholders, the Company would be under the obligation to launch mandatory tender offers on all listed subsidiaries of Viohalco Hellenic, upon completion of the Cross-Border Merger. In the event that the Company was notified by the HCMC that it was required to launch such mandatory tender offers on all Viohalco Hellenic's listed subsidiaries, the Company would have to announce such tender offers at the latest 20 calendar days after the completion of the Cross-Border Merger. In such an event, the price to be paid by the Company to purchase the shares of such listed subsidiaries in such mandatory tender offers would be computed on the basis of the average market price of the relevant listed subsidiary over the six months preceding the completion of the Cross-Border Merger. Based on an estimate computed on the basis of the six-month period prior to 15 October 2013, the total purchase price that would have to be paid by the Company to purchase all shares in all such listed subsidiaries would amount to a maximum of approximately EUR 192.8 million. In that case, the Company would expect to finance such purchase price by means of available cash and additional financing. Following the Domestic Merger, the Company will have an amount of about EUR 75 million in available cash and liquid securities, and will be able to secure financing for the remaining amount needed, as the case may be, by pledging shares held by the Company in listed subsidiaries of Viohalco Hellenic.

PART III: EXPECTED TIMETABLE OF PRINCIPAL EVENTS

16 September 2013	Meeting of the board of directors of the Company and Cofidin approving the Cross-Border Merger (as defined below) and the Domestic Merger (as defined below), as applicable
16 September 2013	Meeting of the board of directors of Viohalco Hellenic approving the Cross-Border Merger (as defined below)
	Public announcement of the contemplated transaction in the Belgian and Greek press
18 September 2013	Filing of the common draft terms of merger respectively by the Company, Viohalco Hellenic and Cofidin
29 October 2013	Approval of the Prospectus by the FSMA
	Press release in the Belgian press relating to the approval of the Prospectus by the FSMA and Euronext Brussels
11 November 2013	Admission to listing of the Company's Shares outstanding prior to the Cross-Border Merger and the Domestic Merger
	Delivery of the Company's Shares outstanding prior to the Cross-Border Merger and the Domestic Merger in the clearing system of Euroclear
	Suspension of trading of the Company's Shares outstanding prior to the Cross-Border Merger and the Domestic Merger
	Press release in the Belgian press announcing listing of the Company on Euronext Brussels
12 November 2013	Extraordinary general meeting of Viohalco Hellenic deciding on the approval of the Cross-Border Merger*
	Extraordinary general meeting of (i) the Company deciding on the approval of the Cross-Border Merger and the Domestic Merger; and (ii) Cofidin deciding on the approval of the Domestic Merger
15 November 2013 (T)	Notarial deed attesting the Cross-Border Merger, upon receipt of the Pre-Merger Certificate from the Greek Ministry of Development and Competitiveness
	Effective date of the Cross-Border Merger
	Last trading of Viohalco Hellenic on the Athex
16 November 2013	Effective date of the Domestic Merger
	Press release announcing completion of the Mergers in the Belgian and Greek press
22 November 2013 (T+5)	Admission to listing of the Company's Shares issued in the context of the Cross-Border Merger and the Domestic Merger
	Settlement and delivery of the Company's Shares to the holders of Viohalco Hellenic's and Cofidin's shares
	Trading Date of the Company's Shares on Euronext Brussels
	Delisting of Viohalco Hellenic from the Athex

** If the quorum requirement applicable to approve the Cross-Border Merger under Greek law by Viohalco Hellenic's shareholders' meeting is not met, such meeting will be adjourned and a second meeting will be convened on 25 November 2013. If not reached at such second meeting, the meeting will be adjourned and a third meeting will be convened on 6 December 2013.*

PART IV: THE MERGERS

1. CONTEXT AND GENERAL DESCRIPTION

The Company is currently engaged in domestic and cross-border merger proceedings with, respectively, Cofidin SA, a Belgian limited liability company with registered office at 30 Avenue Marnix, 1000 Brussels, Belgium (the ***Domestic Merger***) and Viohalco-Hellenic Copper and Aluminium Industry SA (***Viohalco Hellenic***), a Greek limited liability company listed on the Athens Stock Exchange and with registered office at 2-4 Mesogeion Ave., Athens, Greece (the ***Cross-Border Merger***, and together with the Domestic Merger, the ***Mergers***). The Mergers are subject to the vote of the shareholders of the companies involved. The Mergers may or may not be resolved on by the shareholders.

The rationale pursued by Viohalco Hellenic, Cofidin and the Company in relation to the Mergers is based upon two main considerations:

– the relisting of the parent holding company of the Viohalco Hellenic group on Euronext Brussels; and

– the reinforcement of the capital structure at the level of the parent holding company.

The Company's management believes that the listing of the Company and the subsequent absorption of Viohalco Hellenic and Cofidin will be beneficial for several reasons. Among these reasons, the most significant is that the Athens Exchange (***Athex***) is a market with significantly less depth than mature European and global stock exchange markets. Due to the ongoing economic crisis in Greece, the volume of transactions on securities of companies listed on Athex is generally low and therefore such companies' securities might be perceived to be riskier than they actually are. Additionally, Athex was recently downgraded in the Morgan Stanley Capital International index to the status of emerging market. For further information on this, please refer to the following link: http://www.msci.com/eqb/pressreleases/archive/2013_Mkt_Class_PR.pdf. Aside from macroeconomic considerations, sales of Viohalco Hellenic in Europe outside of Greece represented 70% of the consolidated sales of Viohalco Hellenic in 2012 compared to only 14% in Greece.

For the aforementioned reasons, the Company's management believes that the contemplated transaction will greatly benefit to the Company as it will become the parent company of the Viohalco Hellenic group. Insofar as the Viohalco Hellenic group is concerned, it will make it more visible to international capital markets and investors, will improve its image as an investment choice, and will expand opportunities to access various forms of financing. Such opportunities will not be sought for the upcoming refinancing contemplated by several of the Greek subsidiaries of Viohalco Hellenic (see Part VI (*Operating and financial review*), section 1.4.1 (*Capital resources*) on page 110 of this Prospectus) considering that the term sheets have already been signed on 23 October 2013, but will arise in the coming years when and, to the extent, the Company will be asked to provide financing to its subsidiaries.

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

Once the transaction will be effective, the Company will be the parent company of a group of companies (the ***Group***) engaged in the sectors of steel, copper and aluminium production, processing and trade, as well as in real estate development. The reorganisation will improve the prospects of the Group and will be instrumental for the effective implementation of the medium to long-term investment plans of the Greek industrial subsidiaries of the Group. The Company is indeed expected to become a source of financing to cover financing needs of its subsidiaries in the coming years, where such financing were so far to be either not available or very costly for some of the subsidiaries of the Group.

2. OVERVIEW OF THE COMPANY, VIOHALCO HELLENIC AND COFIDIN

2.1 The Company

2.1.1 General

The Company has been incorporated on 31 May 2013 in the framework of the contemplated Mergers with Viohalco Hellenic and Cofidin. From the date of its incorporation until the date of this Prospectus, the Company's activities have been solely focused on the preparation of the contemplated Mergers.

2.1.2 History

The Company was incorporated as a *société anonyme / naamloze vennootschap*, a Belgian limited liability company on 31 May 2013. The legal name of the Company is Viohalco. The place of registration of the Company is Brussels. The Company is registered with the legal entities register (Brussels) and its registration number is 0534.941.539. The Company has been incorporated for an unlimited period of time.

The registered address of the Company is 30 avenue Marnix, B-1000 Brussels, Belgium. The telephone number at its registered address is (+32)(0)2.213.4970. The principal place of business of the Company is at 30 avenue Marnix, B-1000 Brussels, Belgium. The telephone number at its principal place of business is (+32)(0)2.213.4970.

On 19 July 2013, in view of the contemplated Mergers, the Company established a branch in Greece, under the trade name "Erasmus International SA, Greek Branch", registered in the General Commercial Registry (G.EM.I.) of the Athens Chamber of Commerce and Industry under number 126701201001 (the ***Greek Branch***). On 10 October 2013, the Company decided to transfer the registered office of the Greek Branch at 16 Chimaras, Marousi, 15125 Athens, Greece. Further to the change of the name of the Company on 10 September 2013 (previously known as "Erasmus International SA") in "Viohalco SA", the Greek Branch has been renamed "Viohalco SA Greek Branch" prior to completion of the Cross-Border Merger. Following the Cross-Border Merger, the Company will continue the business of Viohalco Hellenic without changes, except that all assets (including all shareholdings held by Viohalco Hellenic) and liabilities of Viohalco Hellenic will be held by the Greek Branch.

On 16 September 2013, the Company has launched merger proceedings with Viohalco Hellenic and Cofidin, which are intended to be effective on 15 and 16 November 2013 respectively. For more information on the Mergers, please refer to Part IV (*The Mergers*), section 4 (*Terms of the Mergers*) on page 84 of this Prospectus.

2.1.3 Share capital and main shareholders

The Company's share capital is set at EUR 61,500, divided into 10,865 Shares without nominal value. The Shares outstanding prior to the Mergers are issued in registered form. All the Shares are freely transferable and fully paid up. All of the Shares outstanding prior to the Mergers were issued upon incorporation of the Company. The Company only has only one class of shares.

Main shareholders of the Company are Viohalco Hellenic and Ferryland Holdings, Inc.*, which hold respectively 64.71% and 35.12% of the Company's share capital. At incorporation, the Company's shareholders were Mr. Jacques Moulaert, who held 614 Shares, and Count Jean-Jacques de Launoit who held one Share in the Company's share capital. On 18 October 2013, the Company's share capital was redenominated through a stock split, resulting in the total number of outstanding Shares to increase from 615 Shares to 10,865 Shares.

** Controlled by Evangelos Stassinopoulos.*

2.1.4 Corporate purpose

The corporate purpose of the Company is set forth in Article 2 of its articles of association and reads (in translation from the French original) 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, 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."

2.2 Viohalco Hellenic

2.2.1 General

Viohalco Hellenic is the holding company of the largest Greek metals processing group. Established in 1937, Viohalco Hellenic has been listed on the Athens Stock Exchange since 1947.

Viohalco Hellenic participates in approximately 90 companies, six of which (i.e., Elval SA, Etem SA, Halcor SA, Hellenic Cables SA, Sidenor SA, and Corinth Pipeworks SA) are listed on the Athens Stock Exchange and are leading companies in their sectors. With production facilities in Greece, Bulgaria, Romania, FYROM and the United Kingdom, where more than 8,000 personnel is employed, Viohalco Hellenic's subsidiaries specialize in the manufacture of steel, copper and aluminium products, generating an annual turnover of more than EUR 3 billion. In addition, Viohalco Hellenic owns substantial real estate and redeveloped some of its properties as real estate development projects.

Viohalco Hellenic's subsidiaries industrial activity abroad is represented, among others, by Bridgnorth Aluminium Ltd, based in Bridgnorth, England, which manufactures lithographic sheets and foil stock, by Stomana Industry SA, a steel products manufacturer in Bulgaria, by Dojran Steel Ltd, a steel products manufacturing plant in FYROM, by Sofia Med SA, a copper and brass processing company in Bulgaria, by ICME ECAB SA, a cable manufacturer in Romania, and by Etem Bulgaria in Sofia, an extruded aluminium products facility.

Being strongly export-oriented, Viohalco Hellenic and its subsidiaries accounted for approximately 12% of Greece's total exports (excluding petroleum and oil products) in 2012. Products are sold in more than 90 countries worldwide, either directly or through the Viohalco Hellenic's subsidiaries' commercial subsidiaries, in the United Kingdom, Germany, France, Bulgaria, Italy, Romania, Serbia, Montenegro, Albania, Ukraine, Turkey and Cyprus, as well as through an extensive network of representatives.

Focusing on high quality and reliability, Viohalco Hellenic has founded ELKEME SA, a Centre for Metals Research and Development. Additionally, all of its major companies apply Quality Management Systems certified according to ISO 9001:2000 and hold product quality certificates issued by accreditation bodies from various countries, a fact that enhances the competitiveness of their products, in world markets.

Viohalco Hellenic focuses on sustainable development and pays special attention on environmental protection. Most of its companies are certified according to ISO 14001:2004 Environmental Management System, while the rest of them are in the process and will be soon certified. Moreover, Viohalco Hellenic is actively involved in metals recycling through its subsidiary companies and actively promotes educational programs regarding recycling and its benefits to society.

Viohalco Hellenic was incorporated as a societe anonyme, a Greek limited liability company on 9 August 1937. The legal name of Viohalco Hellenic is Viohalco-Hellenic Copper and Aluminium Industry SA. The place of registration of Viohalco Hellenic is 2-4 Mesogeion ave., 11527 Athens, Greece. Viohalco Hellenic is registered with the General Trade Department of the Ministry of Development and Competiveness and its registration number with the General Trade Department is 231.201.000. Viohalco Hellenic has been incorporated initially for a period of 50 years as from the date of publication of the ministerial decision approving its articles of association in the Greek Government Gazette (publication no. 271/9-8-37). Further to the resolution of the general meeting of shareholders of Viohalco Hellenic of 30 June 1987, the duration of Viohalco Hellenic was extended for an additional period of 50 years, that is until 9 August 2037.

The registered address of Viohalco Hellenic is 2-4 Mesogeion ave., 11527 Athens, Greece. The telephone number at its registered address is +30 210.686.1111. The principal place of business of Viohalco Hellenic is 2-4 Mesogeion ave., 11527 Athens, Greece. The telephone number at its principal place of business is +30 210.686.1111.

2.2.2 History of Viohalco Hellenic

Viohalco Hellenic was incorporated in 1937 in Athens under the name Hellenic Copper Industry. Its first plant produced tubes and brass products as well as products for the Greek armament industry that were used in the Second World War. In 1941, the plant was closed and its activity resumed in 1946. In 1947, Viohalco Hellenic got listed on the Athex and subsequently in 1949, with substantial aid from the Marshall Plan, bought new machinery and expanded its production premises. In 1953, the company was renamed as Viohalco Hellenic Copper and Aluminium Industry SA. In 1955, a major restructuring and modernisation plan through investments was implemented. In 1958, a pioneering aluminium rolling mill was installed and started production of aluminium semi-finished products. By that time, Viohalco Hellenic had commenced diversifying into different industrial activities and producing among other things prefabricated aluminium houses and electrical cables.

In 1961, Cofinindus SA, a Belgian steel concern, took a 33% participation in the company's share capital, and an independent aluminium plant was set up under the corporate name Viohalco Aluminium (now, Elval SA). In 1963, Viohalco Sanitas SA, was founded as the steel producing arm of the group, in which Cofinindus took a 49% participation. Viohalco Hellenic grew gradually through strategic alliances with international industrial corporations. In 1964, Vitruvit SA, a sanitary wear and tiles producing company, was founded as a 50-50 joint venture with Italian investors. In 1965, Viohalco Cables was incorporated with the participation of US Phelps Dodge. In 1966, Viohalco Cables set up a plant for the production of cable wires in Viotia, and was renamed as Hellenic Cables SA in 1967. In 1966, a plant in Thessaloniki was built under the corporate name Steelworks of Northern Greece (now, Sidenor SA). The steel plant pioneered, a world first, continuous casting and made possible the production of various long steel products.

By 1966, Viohalco Hellenic had become a holding company, stopped industrial activity itself and transferred all manufacturing activities and processes to subsidiaries and affiliated companies. This was part of a long-term strategy aimed at securing more independence and flexibility at the subsidiaries' level and at enabling them to better focus on their particular markets.

In the 1970's, Viohalco Hellenic and its subsidiaries founded a series of new companies: in 1972, Etem SA, an aluminium profiles producing company, and in 1974, Elval SA spun off from Viohalco Aluminium, which was renamed to Aluminium of Athens.

In the 1980's, the group of Viohalco Hellenic restructured through multiple spin-offs designed to bring corporate form and culture as much as possible to its production units.

In the 1990's, the company made use of the opportunities arising from a booming capital market and listed its major subsidiaries on the Athex, thereby enhancing its capital structure and financing acumen.

In 1999, Viohalco Hellenic raised EUR 414 million on the Athex and financed the swift expansion and consolidation of its subsidiaries in Greece and abroad. By 2002, Viohalco Hellenic had included in its portfolio a heap of promising major investments including Bridgnorth Aluminium (UK), Stomana Industry (Bulgaria), Sofia Med (Bulgaria) ICME ECAB (Romania) and Corinth Pipeworks (Greece).

As a result of this strategy, from 2002 to date Viohalco Hellenic invested EUR 1.5 billion in Greece and abroad, achieved to multiply its turnover by 2+ and to consolidate its profile as a major export-oriented Greek industrial player.

2.2.3 Share capital and main shareholders

Viohalco Hellenic's share capital is set at EUR 59,842,227.30, divided into 199,474,091 ordinary unregistered shares with a nominal value of EUR 0.30 each. All shares are traded on the Athex Equity Market in the Large Cap category. The shares are issued in the form of common bearer shares. All the shares are freely transferable and fully paid up. Viohalco Hellenic has only one class of Shares. The shares bear the ISIN GRS085101004.

There are no shares granting special rights of control and Viohalco Hellenic's articles of association contain no restrictions on voting rights deriving from its shares. The rules in Viohalco Hellenic's articles of association that regulate issues on the exercise of voting rights are contained in article 31 of the articles of association.

There are no agreements, known to Viohalco Hellenic, between the shareholders that would result in restrictions in the transfer of its shares or execution of the resultant voting rights.

At incorporation, Viohalco Hellenic's share capital amounted to DRS six million (approx. EUR 17,608.22, based on a currency exchange rate of EUR 1 for DRS 340.75), represented by 6000 shares with a nominal value of DRS thousand each (approx. EUR 2.93) and fully paid up. Following the incorporation, recent significant increases in capital were as follows:

- capital increase of DRS 2,394,780,000 (approx. EUR 7,027,967.72), represented by 14,340,000 new shares with a nominal value of DRS 167 each (approx. EUR 0.49), in the context of capitalisation of non-taxable reserves, by decision of the general meeting dated 30 June 1994;

- capital increase of DRS 1,964,523,964 (approx. EUR 5,765,294.1), following the absorption of several companies incorporated under Greek law, by decision of the general meeting dated 4 October 1995, bringing Viohalco Hellenic's share capital to DRS 3,193,040,000 (approx. EUR 9,370,623.62), represented by 19,120,000 shares with a nominal value of DRS 167 (approx. EUR 0.49);

- capital increase of DRS 1,595,705,040 (approx. EUR 4,682,920.15), following the absorption of several companies incorporated under Greek law, by decision of the general meeting dated 12 June 1997;

- capital increase of DRS 1,230,000,000 (approx. EUR 3.609.684,52) by decision of the extraordinary general meeting dated 8.9.1999 with Public Offering, bringing Viohalco Hellenic's share capital to DRS 9.513,923,600 (approx. EUR 27.920.538,81);

- capital increase of DRS 9,513,923,600 (approx. EUR 27.920.538,81) by decision of the extraordinary general meeting dated 1.3.2000 with capitalisation of reserves, bringing Viohalco Hellenic's share capital to DRS 19,027,847,200 (approx. EUR 55.841.077,62); and

- capital increase of EUR 1,242,463.98, following the absorption of several companies incorporated under Greek law, together with recapitalisation of the reserves further the real estate's value readjustment and the increase of the shares' nominal value, with the issue of 9,195,619 new shares with a nominal value of EUR 0.30, by decision of the general meeting dated 17 July 2002, bringing Viohalco Hellenic's share capital to EUR 59,842,227.30, represented by 199,474,091 shares.

There has not been any change to the capital of Viohalco Hellenic since July 2002.

Based on the transparency notifications made pursuant to articles 9 and 10 of the Greek law 3556/2007 (i.e., notification of shareholdings over 5%) as at 2 September 2013, and based on further information provided to the Company, the shares held by major shareholders of Viohalco Hellenic are as follows:

(i) 25.98% are held by Nicholaos Stassinopoulos;

(ii) 37.58% are held by Evangelos Stassinopoulos (the percentage declared on the basis of the most recent transparency notification being 34.90%); and

(iii) 13.30% are held by Cofidin.

None of the shareholders listed in items (i) to (iii) above is acting in concert with any other of them nor with any other shareholder of Viohalco Hellenic.

2.2.4 Market price information

The table below set forth, for the periods indicated and as reported by the Athex, the high, low and month-end closing prices, as well as the average trading volume for the shares of Viohalco Hellenic on the Athex.

	Price per Ordinary Share			
ATHEX	**High**	**Low**	**Close**	**Average daily trading volume**
		(euro)		*(shares)*
2011				
January	4.47	3.36	3.84	111,611
February	4.88	3.96	4.48	128,324
March	4.45	3.83	4.17	126,217
April	4.29	3.70	4.05	95,329
May	4.13	3.54	3.83	183,382
June	4.22	3.70	3.94	95,027
July	4.47	3.94	4.22	96,383
August	4.39	3.17	3.58	69,903
September	3.56	3.16	3.36	97,549
October	3.50	3.08	3.27	91,594
November	3.22	2.81	3.01	101,634
December	3.22	2.82	3.02	78,728
2012				
January	3.32	2.75	3.00	94,791
February	3.78	3.14	3.44	118,030
March	3.48	3.16	3.32	83,852
April	3.32	3.01	3.18	44,427
May	3.09	1.67	2.22	67,027
June	2.43	1.54	2.02	89,480
July	2.66	2.13	2.38	50,750
August	2.39	1.88	2.14	104,802
September	3.29	2.04	2.82	118,491
October	3.69	3.15	3.43	100,342
November	3.45	2.90	3.22	94,876

ATHEX	Price per Ordinary Share High	Low	Close	Average daily trading volume
		(euro)		*(shares)*
December	4.12	2.98	3.47	126,588
2013				
January	5.19	3.98	4.76	99,738
February	5.68	4.38	5.06	79,327
March	4.58	3.28	3.78	127,424
April	4.75	3.08	3.98	129,994
May	5.70	4.25	5.13	119,504
June	4.59	3.81	4.22	113,540
July	4.55	3.83	4.16	92,468
August	5.10	3.97	4.53	93,109
September	4.65	3.87	4.27	193,652
October (through 15 October)	5.85	4.50	5.27	159,871

2.2.5 Corporate purpose

Viohalco Hellenic's corporate purpose is set out in Article 3 of its articles of association. The corporate purpose of Viohalco Hellenic is:

– the production and process of any kind of metal;

– the manufacturing of any kind of products from any kind of metal, electric conductors and cables; and

– the participation in other enterprises of any status and financial activity, whether similar or not to the above described activities, in Greece and abroad.

2.2.6 Business overview

2.2.6.1 Presentation of the sectors of activities

(i) **Description**

Boasting 75 years of dynamic business development, Viohalco Hellenic and its subsidiaries are currently the largest metal group in Greece. They operate mainly in the fields of steel, copper and aluminium production, processing and trade, as well as in the real estate development sector. In addition, Viohalco Hellenic holds participations in smaller companies in other sectors of activity such as ceramic sanitary ware and tiles, ERP application services, insurance brokerage, travel brokerage and mechanical engineering applications. It is worthwhile noting that Viohalco Hellenic and its subsidiaries invest continuously in research and technology development, monitoring closely the latest market developments, so that they are reliable partners of the most demanding customers globally.

Investors should note that, in the Prospectus, Viohalco Hellenic group's business has been analysed based on the presentation of the business made in Viohalco Hellenic's 2012 annual report. In the 2012 annual report, Viohalco Hellenic group's business is analysed in four sectors, i.e., steel, copper, aluminium and real estate development. Attention should be drawn on the fact that this four sector presentation differs from the presentation made in Note 6 of the 2012 published consolidated financial statements of Viohalco Hellenic prepared in accordance with IFRS. Please refer to Viohalco Hellenic's website (www.viohalco.gr) and Part XIV (*Documents incorporated by reference*) of this Prospectus on page 177 for further information on these financial statements. In Note 6 (*Operating segments*), Viohalco Hellenic group's business has been presented in seven segments, i.e., iron, pipeworks, copper products, cable products, aluminium, services, and other.

Sidenor SA and its subsidiaries (the ***Sidenor Group***), Halcor SA and its subsidiaries (the ***Halcor Group***), and Elval SA and its subsidiaries (the ***Elval Group***), which are directly consolidated under Viohalco Hellenic, contributed in 2012 for approximately 95% of Viohalco Hellenic group's consolidated turnover. The most significant participations that account for the remaining 5%, which account for a portion of the segments "Services" and "Other" in Note 6 (*Operating segments*) of the 2012 published consolidated financial statements of Viohalco Hellenic prepared in accordance with IFRS, are mainly Anamet SA's group (i.e., metals recycling) and Teprometal AG (i.e., metals service centre), which, combined, contribute approx. 4%. The remaining 1% is divided among Noval SA (i.e., real estate), Elkeme SA (i.e., metals research centre), Vitruvit SA (i.e., ceramic sanitary ware), Antimet SA (i.e., metals service centres), Teka Systems (i.e., ERP and automations systems) and some other direct subsidiaries of immaterial substance.

On the basis of the four-sector analysis, the steel sector comprises Sidenor Group and the steel activity of remaining companies outside the three big subgroups (i.e., Sidenor SA, Elval SA and Halcor SA). The copper sector comprises Halcor Group and the copper activity of remaining companies outside such three big subgroups. The aluminium sector comprises Elval Group and the aluminium activity of the remaining companies outside such three big subgroups. In all these three sectors, the contribution of the remaining companies, based on the financial year ended on 31 December 2012, ranges from 2-9% of the corresponding consolidated turnover. This contribution derives mainly from Teprometal AG that sells products which are produced by the three big subgroups. Therefore, the largest part of the gross margin is practically derived from such company. The contribution is also derived from Anamet SA's group that sells raw materials again mainly to the three big subgroups, while only 17% of its EUR 333 million turnover is derived from third parties (i.e., EUR 56 million), contributing to approx. 2% of Viohalco Hellenic group's consolidated gross margin, based on the financial year ended on 31 December 2013. The real estate development sector is derived mainly from the activity of Noval SA, a wholly owned subsidiary of Viohalco Hellenic, and parts of the activity of Viohalco Hellenic, while a small contribution derives from Tepro SA (Bulgaria) and Kifissos Mall SA.

In this Prospectus, the business of Viohalco Hellenic group is presented on the basis of the four sectors of activities that are steel, copper, aluminium and real estate development as such presentation (i) matches with the business structure of the group, as presented in the 2012 annual report of Viohalco Hellenic (ii) follows its holding structure in the three big subgroups and (iii) enables a direct further analysis by the reader who can refer to the published IFRS statements of each of the three big subgroups (i.e., Sidenor SA, Elval SA, and Halcor SA).

For illustrative purposes, the table below reconciles the seven segments presented under Note 6 (*Operating segments*) in Viohalco Hellenic's financial statements with the four sectors presented in this Prospectus, on the basis of the consolidated turnover for the financial year ended on 31 December 2012. For further information on Viohalco Hellenic's financial statements for the year ended on 31 December 2012, please refer to Part XIV (*Documents incorporated by reference*) on page 177 of this Prospectus.

Sectors as published in Viohalco Hellenic group IFRS	**FY2012 Revenue**	**Sectors in the Prospectus**			
Iron	815	Steel	1,044	*Iron+Pipeworks*	31.5%
Pipeworks	229				
Copper products	684	Copper	1,193	*Copper+Cable Products+Services contributed from Halcor Group*	36.0%
Cable products	407				
Aluminium	1,060	Aluminium	1,064	*Aluminum+Other contributed from Elval Group*	32.1%
Services	110				
contributed from Halcor Group(1)	*102*	Rest	15	*Services and Other not contributed by Elval or Halcor Group*	
contributed from remaining companies(2)	*8*	*RE development*	*5*		0.1%
Other	12	*Other*	*11*		0.3%
contributed from Elval Group (3)	*4*				
contributed from remaining companies(2)	*8*				
Total	**3,317**		**3,317**		

(1) Halcor SA in the only of the 3 big subgroup contributing to this sector

(2) Companies not in the three big subgroups

(3) Elval SA in the only of the 3 big subgroups contributing to this sector

In 2012, Viohalco Hellenic’s turnover was derived by the steel sector by 31.5%, by the copper sector by 36.0%, and by the aluminium sector by 32.1%. Also, 2012 consolidated EBITDA derived as follows: steel 17.5%, copper 22.1%, aluminium 51.8%, other 8.5%.

Companies of Viohalco Hellenic are very dynamic beyond Greek borders, export to more than 90 countries, having significant market shares around the world and a highly diversified clientele, including some of the largest international customers in the metal products sector. It is important to note that in 2012, sales outside Greece accounted for 85.8% of the consolidated turnover, whereas back in 2000 sales outside Greece accounted only for 45%.

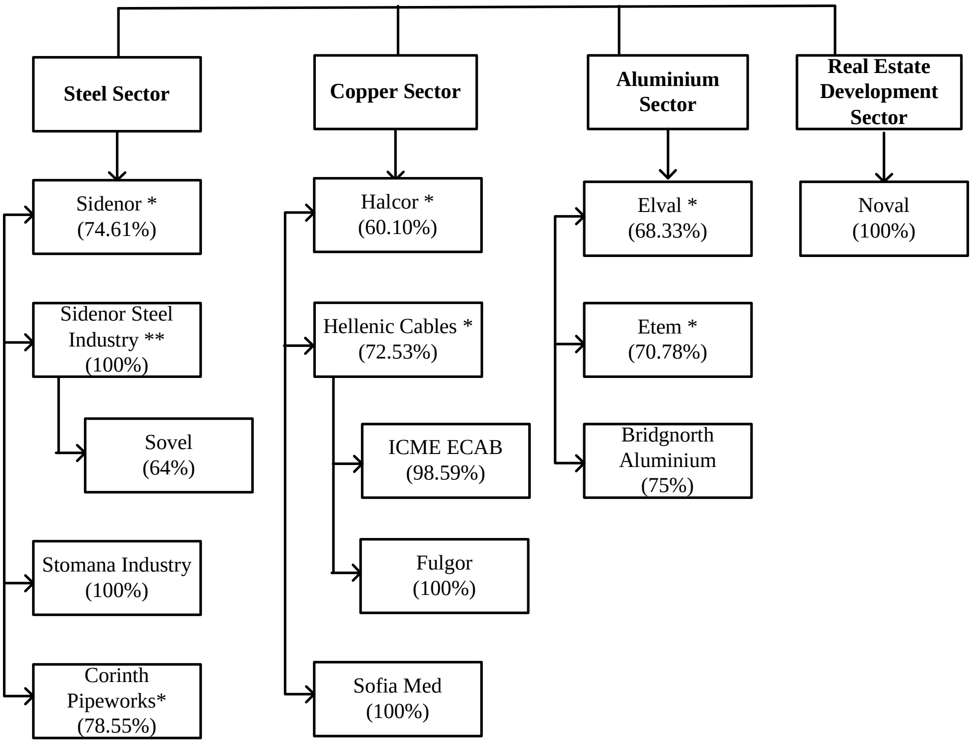
The extensive commercial presence of Viohalco Hellenic and its subsidiaries in the international metal products markets, relies to a considerable extent on their dynamic production base, which enables them to meet the needs of their customers with high added value innovative solutions. In this context and wishing to maintain and expand their specific competitive advantage, the companies implement major investment plans which improve the productivity of plants, expand their production capacity, develop continually the research and technology sector and broaden their product portfolio. In 2012, the companies of Viohalco Hellenic’s total investment expenditures amounted to EUR 97.9 million compared to EUR 104.1 million in the financial year 2011, with their total investments from 2001 to date, amounting to EUR 1.7 billion.

In the context of the above operational organisation, Viohalco Hellenic manages to maintain substantial flexibility at both production and commercial levels, as well as to take advantage of synergies through a single operational support structure in sectors such as legal assistance, technical support, raw material supply, foreign exchange risk hedging and market research. Concurrently, this structure contributes to the development and utilisation of further synergies among companies within Greece and on an international scale. Viohalco Hellenic and its subsidiaries invest continually in research and technology development, monitoring closely the latest market developments.

The shares of Viohalco Hellenic, Sidenor SA, Sidenor Steel Industry SA, Corinth Pipeworks SA, Halcor SA, Hellenic Cables SA, Elval SA and Etem SA are listed on the Athens Stock Exchange.

The table below provides an overview of Viohalco Hellenic’s main participations per sector of activity. The percentages in the boxes below take into account the direct and indirect voting rights of Viohalco Hellenic in such subsidiaries.

Viohalco Hellenic*



** Listed on the Athex.*

*** Sidenor Steel Industry SA is a spin-off of the industrial sector of Sidenor SA, having as object of operation the processing of steel crap for the production of long steel products. The spin-off was decided by the boards of Sidenor SA and Depal SA, a 100% subsidiary of Sidenor SA, at their meetings held on 31 October 2012.*

The table below provides on a consolidated basis financial highlights on the contribution of each sector of activity to Viohalco Hellenic's group in terms of turnover, EBITDA, operating profit, profit before taxes, return on total assets, return on assets, return on equity and equity to assets for the financial years ended 31 December 2010, 2011 and 2012 and for the six months ended 30 June 2012 and 2013. The sectors figures in the tables below represent each sector's contribution to Viohalco Hellenic group's total consolidated turnover, after eliminating intra-group transactions. As a result, it differs from what it would be if each sector was viewed in isolation. Total figures do not match with the sum of the sectors due to the contribution of remaining companies described above and consolidation adjustments.

		Six months ended 30 June		**Year ended 31 December**		
(Amounts in million euro unless indicated otherwise)		**2013**	**2012**	**2012**	**2011**	**2010**
Turnover	Steel	394.9	570.0	1,044.2	1,241.3	994.1
	Copper	585.1	634.1	1,193.2	1,229.5	1,017.9
	Aluminium	522.1	523.5	1,064.1	1,051.0	918.7
	Real estate	1.6	2.7	4.6	5.3	2.0
	Total.................	**1,509.8**	**1,739.4**	**3,316.8**	**3,535.7**	**2,958.4**
EBITDA	Steel	3.8	17.4	34.2	48.2	59.2
	Copper	1.4	24.5	40.2	34.1	17.0
	Aluminium	46.0	42.3	90.5	104.2	85.4

(Amounts in million euro unless indicated otherwise)		Six months ended 30 June 2013	2012	Year ended 31 December 2012	2011	2010
	Real estate	1.0	2.5	3.9	5.2	5.3
	Total..................	**44.3**	**82.6**	**160.7**	**179.0**	**159.6**
Operating Profit (EBIT)	Steel	(19.1)	(15.3)	(32.3)	(14.7)	(2.1)
	Copper	(10.8)	10.6	16.1	8.8	(12.4)
	Aluminium	23.2	18.8	40.1	53.6	38.6
	Real estate	(0.6)	1.1	0.7	2.3	3.4
	Total..................	**(15.8)**	**10.1**	**14.8**	**35.1**	**18.3**
Profit Before Taxes	Steel	(36.5)	(35.8)	(70.4)	(48.8)	(22.9)
	Copper	(29.8)	(10.1)	(24.9)	(27.0)	(33.0)
	Aluminium	18.1	13.0	29.3	41.1	30.9
	Real estate	(0.6)	1.1	0.7	2.3	3.4
	Total..................	**(57.4)**	**(37.0)**	**(75.0)**	**(47.1)**	**(28.8)**
Return on Total Assets	Steel	(1.6%)	(1.2%)	(2.6%)	(1.1%)	(0.2%)
	Copper	(1.1%)	1.2%	2.0%	1.1%	(1.6%)
EBIT/Assets	Aluminium	2.7%	1.8%	3.9%	5.2%	3.7%
	Real estate	(0.3%)	0.5%	0.4%	1.2%	1.7%
	Total..................	**(0.5%)**	**0.3%**	**0.4%**	**1.0%**	**0.5%**
Return on Assets	Steel	(4.1%)	(2.8%)	(5.7%)	(3.3%)	(1.5%)
	Copper	(3.8%)	(1.2%)	(3.1%)	(3.7%)	(3.7%)
Net Profit/ Assets	Aluminium	0.2%	1.2%	2.7%	3.2%	1.9%
	Real estate	(3.7%)	0.3%	0.4%	0.7%	2.8%
	Total..................	(2.9%)	(1.1%)	(2.2%)	(1.6%)	(0.9%)
Return on Equity	Steel	(11.6%)	(7.4%)	(15.0%)	(8.6%)	(3.4%)
	Copper	(14.2%)	(6.3%)	(16.3%)	(18.0%)	(16.7%)
Net Profit/ Equity	Aluminium	0.5%	2.2%	4.8%	6.2%	3.6%
	Real estate	(4.7%)	0.4%	0.5%	0.9%	3.7%
	Total..................	**(7.1%)**	**(2.6%)**	**(5.1%)**	**(3.6%)**	**(1.9%)**
Equity/ Assets	Steel	35.0%	38.5%	37.7%	38.1%	43.3%
	Copper	27.1%	19.4%	18.7%	20.8%	22.3%
	Aluminium	48.2%	53.9%	56.5%	51.9%	53.4%
	Real estate	80.4%	80.2%	84.4%	79.1%	76.4%
	Total..................	**41.0%**	**42.7%**	**43.9%**	**43.2%**	**45.9%**

(ii) Investments

The extensive commercial presence of Viohalco Hellenic' subsidiaries in the international metal products markets, relies to a considerable extent on the dynamic production base, which enables them to meet the needs of its customers with high added value innovative solutions. In this context and wishing to maintain and expand its specific competitive advantage, the companies implement major investment plans which improve the productivity of plants, expand their production capacity, develop continually the research and technology sector and broaden their product portfolio.

In 2012, the companies' total investment expenditures (i.e., tangibles and intangibles, not accounting of proceedings from corresponding sales of assets) amounted to EUR 97.9 million compared to EUR 104.1 million in the financial year 2011, and EUR 114.1 million in the financial year 2010, with total investments from 2001 to 2012, amounting to EUR 1.7 billion.

Investments for the financial years ended 31 December 2010, 2011 and 2012 are broken down as follows:

Investments	**Six months ended 30 June**		**Year ended 31 December**		
(amounts in million euro)	**2013**	**2012**	**2012**	**2011**	**2010**
Investments in the steel sector	10.5	14.5	25.4	33.6	42.0
Investments in the copper sector	16.7	9.8	25.9	16.3	12.9
Investments in the aluminium sector	26.3	22.3	46.0	44.0	41.3
Investments in the RE development sector	0.0	0.1	0.4	9.5	17.4
Total	**54.0**	**47.0**	**97.9**	**104.1**	**114.1**

Investments over the period 2010-2012 and future investments are further described per sector in Part VI (*Operating and financial review*), section 2 on page 115 of this Prospectus.

As shown in the above table during the period 2010-2012, Viohalco Hellenic's subsidiaries invested more than EUR 300 million, mostly in the aluminium and steel sectors. In 2013-2014, the group plans to invest another EUR 280 million divided as follows:

Investments	**2014**	**2013**
	(million of euro)	
Investments in the steel sector	60.0	28.0
Investments in the copper sector	19.2	48.5
Investments in the aluminium sector	62.0	50.0
Investments in the real estate development sector	9.0	-
Total..	**150.2**	**126.5**

The aforementioned future investments are planned to be financed by different means for different investments and for different business sectors/operating companies. A part will be financed using the operating cash flows of the corresponding companies. Others will be financed with new and investment-specific credit facilities that have already been secured or under the negotiation process. A significant part will be financed by utilising Export Credit Agency (ECA) schemes. For further information on these schemes, please refer to Part VI (*Operating and financial review*), section 1.4.1 (*Capital resources*) on page 110. For others, the appropriate method and source of financing has not been decided yet. However in Viohalco Hellenic's management's view, the corresponding companies do not face clearly visible risks of not implementing major investments they have planned.

(iii) **Research and development and sustainable development**

Research and development

The subsidiaries of Viohalco Hellenic are focused continually on the implementation of substantial investments in research and technology development, aspiring to the continuous evolution of their production processes and also to the inclusion of new innovative solutions in their product portfolio. The subsidiaries of Viohalco Hellenic invest in the ongoing training of their executives, while maintaining long-term partnerships with companies such as Furukawa-Sky Aluminium Corp. Moreover, they collaborate with scientific bodies and advisors as well as eminent international research centres such as UMIST.

In this light, the Hellenic Research Centre for Metals SA (ELKEME) and the company Halcor Research and Development produce significant work that contributes substantially to the production base of the companies of Viohalco Hellenic.

ELKEME is the research centre of Viohalco Hellenic's subsidiaries. It mainly deals with applied technological research, aiming to improve the quality of final products as a whole, develop new pioneering products of high added value and also increase the effectiveness and efficiency of production processes. Meanwhile, the environmental performance of the production plants is monitored by ELKEME while stabilisation, recycling and utilisation studies involving industrial waste and by-products are carried out, aiming at the sustainable development of the plants and the improvement of their competitiveness.

The aforementioned technological research is carried out in the well equipped facilities in Tavros, Attica, by highly competent scientists and technical personnel. The contribution of ELKEME to the development efforts of Viohalco Hellenic's subsidiaries is multipurpose and is translated in practice by the design of new products and the resolution of industrial problems, the implementation of which is carried out following ongoing collaboration of ELKEME with the production units.

ELKEME maintains stable relationships of cooperation with academic institutes, top-quality research centres and industries, both in Greece and abroad. Concurrently, ELKEME takes part in international scientific conferences and publishes in scientific trade journals, monitoring international developments as well as market and development trends in the relevant fields.

Halcor Research and Development SA deals primarily with research regarding copper's various applications in order to optimise the existing production techniques implemented in the production plants and also develops new products with innovative characteristics of high added value. The facilities of Halcor Research and Development SA are based in the plant of Halcor SA at Inofyta.

From 2010 to 2012, the Group's direct research and development spending per annum amounted to EUR 1.9 million through ELKEME, and EUR 0.35 million through Halcor Research and Development.

Sustainable development

Showing respect for the environment in which they operate, companies of Viohalco Hellenic fully embrace practices that make a substantial contribution to sustainable development.

Viohalco Hellenic, as a founding member of the Hellenic Federation of Enterprises (SEV), an association of Greek industries, has adopted the Code of Conduct for Sustainable Development and is committed to the following: (i) respect the principles of sustainable development and incorporate them in its decision making processes; (ii) promote the adoption of environmentally friendly and scientifically established methods in designing its activities; (iii) focus on manufacturing products and rendering services with positive environmental impact; (iv) promote production methods that emphasise on recycling, conservation of natural resources and proper management of waste products; (v) train and orientate suitably its workforce and invest in natural, technological and financial resources, aimed at sustainable development; (vi) engage in continuous improvement of its performance in the fields of health, safety and environmental protection; (vii) provide accurate information to the authorities and society, about its activities and aim at a sincere dialogue with all involved stakeholders; (viii) contribute to the social, cultural and overall economic development of the communities, in which it is active; (ix) adopt modern practices of corporate governance; and (x) meet its institutional obligations in a spirit of transparency and business ethics.

Viohalco Hellenic and its subsidiaries give priority to the respect for the environment and ongoing efforts to reduce its companies' environmental footprint. This commitment is put into practice in their everyday functioning, through the application of systems and policies that are consistent with international standards of environmental management. In this context, most plants have been certified according to ISO 14001 or EMAS.

In the steel sector, approximately 70-75% of the energy and 40% of the water required for primary steel production are saved through steel scrap recycling and, in this context, the said activity falls under the wider environmental policy of Sidenor SA's group. Sidenor is one of the largest steel scrap recyclers in the Balkans. At the same time, the recycling of the by-products originating from the group's production units is of major importance. Such recycled by-products are used in the manufacture of other products, this being the primary activity of the subsidiary Aeiforos.

Recycling in the Copper Sector

Halcor SA's group makes efforts at all times to ensure that all aspects of its operations comply with its environmentally responsible policy. Having regard to the fact that every year copper recycling helps saving 85% of the energy required for primary copper production and reduces by more than 75% greenhouse air emissions, the group implements an extensive plan for recycling considerable quantities of copper through the application of environment-friendly procedures.

Meanwhile, special anti-pollution technology systems have been installed in the production units of Halcor SA and a plan is implemented in order to monitor all environment-related parameters, so as to control all stages of the production process and manage to reduce the group's environmental footprint.

In the aluminium sector, for Elval SA, the ongoing commitment it has undertaken to operate and respect the environment is a fundamental value. In this context, the group has set up the Aluminium Can Recycling Centre (CANAL) which is located in Maroussi nearby Athens and has undertaken to receive, separate and process used aluminium cans, which are then forwarded to Elval SA's plant in Oinofyta, where they are recycled and used in the manufacture of new products. Operating for nine years, CANAL has a total annual capacity of 2,800 tons of recycling aluminium cans, while also acting as an information centre regarding the importance of recycling and the promotion of an environmentally responsible behaviour in everyday life through programs addressed to schools, enterprises, organisations, social groups and citizens.

The Elval SA's group's environmental consciousness, however, governs the production process of its units as well as all aspects of its operations. Being consistently the largest aluminium recycler in Greece, Elval SA manages to save approximately 95% of the energy required for the production of primary aluminium through aluminium recycling. In addition, Elval SA has taken steps to have infrastructure constructed and implement proper environmental management policies such as an industrial water treatment and recycling unit, all these ensuring that its operations will be smoothly performed, without causing any encumbrance on the environment or natural resources.

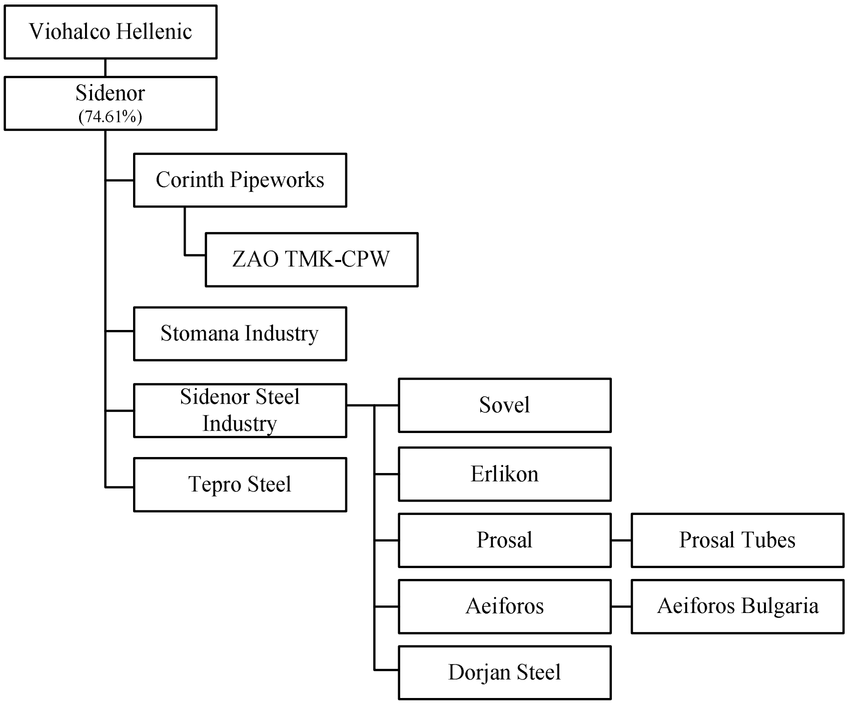
2.2.6.2 Steel sector

(i) **Overview of activities**

The steel sector consists in the production of long and flat steel products, pipes and hollow structural sections, as well as downstream products. Sidenor SA and its subsidiary Corinth Pipeworks SA are the main companies of Viohalco Hellenic active in the steel sector. In 2012, sales of Sidenor and its subsidiaries (the ***Sidenor Group***) outside Greece accounted for approximately 80% of the consolidated turnover of Viohalco Hellenic's steel sector.

Investors should note that this section will only analyse Sidenor Group, which represented approximately 98% of the steel sector of Viohalco Hellenic group's turnover in 2012.

The following chart provides an overview of the main subsidiaries of Viohalco Hellenic in the steel sector:



(ii) **Business and products**

Activities – Sidenor Group constitutes the steel production, processing and trading branch of Viohalco Hellenic. With production units in Greece, Bulgaria, Russia and FYROM and a wide array of product solutions for its international customers, Sidenor Group is a leader in South-Eastern Europe. The production and trading of long and flat steel products, pipes and hollow structural sections takes place in the industrial facilities of Sidenor and its subsidiaries. Aiming at the maximum utilisation of commercial and production synergies among companies and also at optimum cost-effectiveness, Sidenor Group has structured its operations around following four areas: (i) mini-mills; (ii) pipes, tubes and hollow sections; (iii) downstream operations for steel product processing; and (iv) sales and distribution.

With industrial plants in Greece and Russia, Corinth Pipeworks SA and its subsidiaries figure among the most reliable pipe manufacturers for energy projects globally. Corinth Pipeworks SA and its subsidiaries mainly produce pipes for natural gas, oil and water transmission, oil and natural gas extraction and hollow structural sections for a large number of construction applications.

Products – The product family of Sidenor Group includes the following main categories:

SD integrated reinforcing system................	SD Concrete Reinforcing Steel, SD stirrup reinforcing mesh, SIDEFIT special mesh, SD Wire Mesh, SIDEFOR & SIDEFOR PLUS prefabricated stirrup cages, INOMIX steel fibres, lattice girders.
Merchant Bars	Hot-Rolled Square Bars, Hot-Rolled Flat Bars of rectangular cross-section, Hot-Rolled Round Bars of circular cross-section, Hot-Rolled Equal Angle Bars with round edges, I-section Beams (IPE), and UPN Channels.

Wire Rods	Wire rod of SAE 1006, 1008, 1010 grades, RSt37-2 and electrode quality, in cross-sections from Φ.5 to Φ6.0, which is suitable for a wide range of size reduction applications and meets all low-carbon wire production needs.
Steel Pipes...	Hollow Structural Sections Steel pipes of medium and large diameter for pipelines, conduits, and construction purposes, steel pipes of small diameter, hollow structural sections (HSS).
Hot-rolled Flat Products	Steel sheets and steel plates.
Special Steels..	Hot-rolled round bars (diameter: 20-120mm), as well as turned and polished round bars (diameter: 20-115mm) used in the automotive industry and in various industrial applications.
Other products	Double-twist hexagonal mesh (serasanetti), wire products (galvanized and black), welding products, steel balls, special profiles, metallurgical by-products.

Production facilities **–** Sidenor Group's product are manufactured in the following industrial plants:

Company	**Scope of activity**	**Location**
Sidenor Steel Industry..........................	Billets, SD concrete reinforcing steel, SD mesh, SIDEFOR prefabricated stirrup cages, merchant bars, wire rod.	Thessaloniki, Greece
Sovel	Billets, SD concrete reinforcing steel, SD stirrup reinforcing mesh, SIDEFIT special mesh, wire mesh, SIDEFOR and SIDEFOR PLUS prefabricated stirrup cages.	Almyros, Greece
Stomana Industry	Pernik, Bulgaria SD concrete reinforcing steel, wire mesh, SIDEFOR prefabricated stirrup cages, steel sheets, merchant bars, grinding balls, beams, special steels as well as continuous casting semi-finished products (billets, blooms and slabs).	Pernik, Bulgaria
Corinth Pipeworks	Thisvi Steel pipes for oil and natural gas, as well as hollow structural sections for construction purposes.	Thisvi, Greece
ZAO TMK – CPW...............................	Pipes and hollow structural sections.	Polevskoy, Russia
Aeiforos & Aeiforos Bulgaria..............	Antiskid slag, blasting abrasives, graded mill scale, plaster base, and non-ferrous metals (from vehicle and domestic appliance recycling).	Thessaloniki Almyros, Greece Pernik, Bulgaria
Erlikon	Welding electrodes and a series of wires and fencing mesh, steel fibres for concrete reinforcing.	Kilkis, Greece
Prosal/Prosal Tubes..............................	Steel pipes.	Pernik, Bulgaria
Teprosteel	Special steels (bars of circular cross-section)	Pernik, Bulgaria

Dojran Steel	Concrete reinforcing products.	Nikolic, FYROM

(iii) Markets

Sidenor Group divides its territories into the following geographical segments:

- *Europe*, which is mainly Greece, other EU Member States, and other European countries. In the other EU Member states, Sidenor Group is present in Austria, Belgium, Bulgaria, Cyprus, the Czech Republic, France, Germany, Hungary, Italy, Latvia, Malta, the Netherlands, Poland, Portugal, Romania, the Slovak Republic, Slovenia, Spain, Sweden and the UK. In other European countries, it is present in Albania, Bosnia, the Channel Islands, Croatia, FYROM, Kosovo, Montenegro, Norway, Serbia, Switzerland and Turkey.

- *Rest of the world*, which is Asia, America, and Africa. In Asia, Sidenor Group is present in Azerbaijan, China, Georgia, Israel, Lebanon, Saudi Arabia, Singapore, South Korea, Syria, UAE, and Yemen. In America, it is present in St Kitts & Nevis, the USA and the Virgin Islands. Finally, Sidenor Group is also present in Africa, that is in Algeria, Egypt, Morocco, South Africa, and Tunisia.

The table below provides the breakdown of total revenues (in percentages of sales) of the steel sector by geographic market for the financial years ended 31 December 2010, 2011 and 2012 and for the six months ended 30 June 2013.

Geographical breakdown per region		**Six months ended 30 June**	**Year ended 31 December**		
		2013	**2012**	**2011**	**2010**
Europe	Greece..	20.3%	20.2%	17.6%	28.3%
	Other EU Member States................	49.2%	43.2%	54.7%	47.5%
	Other European Countries	14.6%	14.9%	11.1%	12.4%
Europe total...		**84.1%**	**78.3%**	**83.5%**	**88.2%**
Rest of the world	Asia..	1.3%	3.8%	5.8%	2.0%
	America	8.9%	13.4%	7.5%	5.1%
	Africa...	5.7%	4.6%	3.2%	4.7%
Rest of the world total..		**15.9%**	**21.7%**	**16.5%**	**11.8%**
Grand total		**100.%**	**100.0%**	**100.0%**	**100.0%**

The table below provides a breakdown of total revenues (in percentages) of the steel sector by category of activity for the financial years ended 31 December 2010, 2011 and 2012 and for the six months ended 30 June 2013.

Category of activity	**Six months ended 30 June**	**Year ended 31 December**		
	2013	**2012**	**2011**	**2010**
Steel activity	76.7%	77.5%	79.2%	84.2%
Pipeworks activity.......................................	23.3%	22.5%	20.8%	15.8%
Total...	**100.0%**	**100.0%**	**100.0%**	**100.0%**

(iv) **Investments and strategy**

Investments – Given its international commercial orientation, Sidenor Group has included in its strategic priorities the continuous upgrade of its industrial facilities in order to reduce the operating cost, expand its production output, enhance productivity and generally improve the quality of its product portfolio. From 1998 to 2012, the total investment expenditures of Sidenor and its subsidiaries have exceeded EUR 750 million while the cost of the group's investment plan for the year 2012 amounted to EUR 25 million.

The main result of the growth efforts made by Corinth Pipeworks SA is none other than the particularly strong production base, which enables the construction of top-requirement pipes that can meet the most challenging specifications of its international customers. Wishing to maintain this competitive advantage, Corinth Pipeworks SA focuses on the continual implementation of significant investments so as to upgrade and expand its industrial plants with the relevant expenses exceeding EUR 200 million during 1998 – 2012. In early 2013, Corinth Pipeworks SA entered into an agreement with the company SMS Meer, for the installation of a pipe mill that will manufacture pipes with external diameters ranging from 18" to 56", wall thicknesses of up to 40 mm, pipe lengths up to 18.3m and steel grades up to X100, using the LSAW-JCOE production technique. These pipes will enable Corinth Pipeworks SA to expand its product portfolio and meet the increasing demand for high-strength and heavy-duty pipes for the construction of offshore and onshore natural gas and oil transmission pipes. In this light, the Group will be able to expand its presence in a number of markets in the Mediterranean, the Gulf of Mexico, Latin America, West/ East Africa and the North Sea. This particular unit will start operating in early 2015.

In particular, in the steel sector, capital expenditure in 2010 amounted to EUR 41.9 million. Main investments were: (i) EUR 16.0 million at the Almyros plant primarily for the purchasing and installation of a new compact bar rolling mill, following the melt shop’s caster for endless casting-rolling process (Compact mill), the AWM bending machine upgrading and other machinery; (ii) EUR 13.8 million at the Pernik plant for the revamping of Stomana Industry SA’s Electric Arc Furnace, the installation of a railway line for scrap transfer and other machinery; (iii) EUR 1.8 million at the Thessaloniki plant towards the upgrading of Sidenor SA’s melt shop and rolling mill; and (iv) EUR 4.0 million in Sideral SA for the construction of new buildings.

Capital expenditure in 2011 amounted to EUR 36.7 million. Main investments were: (i) EUR 13.3 million at the Almyros plant primarily for the purchasing and installation of a new compact bar rolling mill, following the melt shop’s caster for endless casting-rolling process (Micro mill) and the purchasing of other machinery and spare parts; (ii) EUR 10.5 million at the Pernik plant for the construction of new buildings, the purchase of land and the revamping of Stomana Industry SA’s Electric Arc Furnace; (iii) EUR 3.1 million at the Thessaloniki plant towards the upgrade of Sidenor SA’s melt shop and rolling mill; (iv) EUR 1.3 million in Corinth Pipeworks for the upgrading of EWR line and the Software Program Sap; (v) EUR 0.9 million in Aeiforos for the Automobile Shredder Residue Processing Plant and the construction of new buildings; and (vi) EUR 0.8 million in Dojran Steel SA for building extension and purchase of welding machines.

Capital expenditure in 2012 amounted to EUR 25.0 million. Main investments were: (i) EUR 8.0 million at the Pernik plant towards the upgrading of Stomana Industry SA’s slab custer and plate mill, the purchase of new transformers for the melt shop and other spare parts; (ii) EUR 3.9 million at the Almyros plant for the repairs and improvements of melt shop and rolling mill buildings, and the purchase of other machines and spare parts; (iii) EUR 1.7 million at the Thessaloniki plant for the purchasing of spare melt shop’s production equipment and for the upgrading of rolling mill; (iv) EUR 1.5 million in Corinth Pipeworks SA for the purchasing of Weld on connectors machine and other mechanical equipment; (v) EUR 2.1 million in Dojran Steel SA for the transfer of copper-coated electrodes (CO_2) production line and galvanized mesh production line, and the purchase of land.

For 2013 and 2014, the capital expenditure program is about enhancing the quality of the products, expanding the portfolio of products and minimising the production cost. It is expected that a total of EUR 88 million will be invested, primarily in the steel pipes business.

More specifically EUR 58 million will be invested in Corinth Pipeworks SA for the relocation from the Almyros plant and the installation to Thisvi plant of the ERW line which enhances the product range of structural hollow sections as well as small-diameter pipes for the oil & gas industry and for installation of new production line for producing large-diameter and thick-wall pipes for the oil & gas industry using the JCOE / LSAW technology up to an 400kMT annual capacity. With this new mill, it is expanding the product range in order to meet the growing global demand for high-strength offshore and onshore energy pipes. Regarding the steel-making business, EUR 15 million will be invested in Stomana Industry SA for the upgrading of slab and billets caster, the installation of Vacuum Degasser equipment and the re-engineering of Special Bar Quality (SBQ). EUR 7 million will be invested in Dojran Steel SA for a new production line for merchant bars and EUR 6 million will be invested in the Volos plant for upgrading the Reheating Furnace of the Rolling Mill, from natural gas to electric.

Strategy – The main pillars of Sidenor Group's medium- and long-term development strategy are the following:

– expansion of Sidenor Group's presence in the Greek market, with new product solutions and an improved cost base being the starting point;

– further increase of Sidenor Group's share in the geographical markets of Central Europe, the Balkans and neighbouring countries of the Eastern Mediterranean, on the basis of the competitive advantages offered by its investments in the plants in Bulgaria and FYROM and its Danube-based port facilities;

– further reduction of operating costs of Sidenor Group;

– more rigorous management of Sidenor Group's working capital;

– consolidation of the presence of Corinth Pipeworks SA in the energy project markets of Western Europe, Middle East, North Africa, North America and Russia;

– boosting Sidenor Group's effectiveness through the implementation of innovative logistics methods;

– focus on the ongoing training of the employees of Sidenor Group;

– enrichment of the pipes and tubes product mix with top-quality innovative solutions that will help Corinth Pipeworks Group to meet more requirements of existing and potential customers; and

– constant efforts to reduce Sidenor Group's environmental footprint.

2.2.6.3 Copper sector

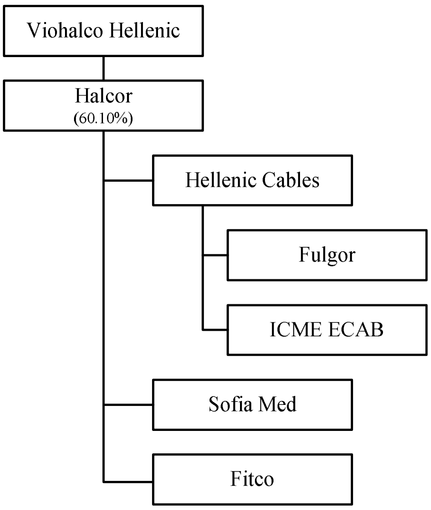
(i) Overview of activities

The copper sector consists in the production of copper and brass tubes, copper and titanium-zinc rolled products, copper and brass extruded products, cables, conductors, enamelled wires and rubber and plastic compounds. In 2012, sales of Halcor SA and its subsidiaries (the ***Halcor Group***) outside Greece accounted for approx. 87.9% of the consolidated turnover of Viohalco Hellenic's copper sector. Halcor SA and its subsidiary Hellenic Cables SA are the main companies of Viohalco Hellenic active in the copper sector. Halcor SA's principal scope of activity is the production of copper tubes for domestic and industrial applications. Its products are used, among other applications, in water supply, heating, cooling networks and also in natural gas transmission networks. Hellenic Cables SA is active in the manufacture of cables, enamelled wires and plastic and rubber compounds.

Investors should note that this section will only analyse Halcor Group, which represented approximately 91% of the copper sector of Viohalco Hellenic group's turnover in 2012. The remaining 9% are primarily contributed by Teprometal AG's turnover and Anamet SA group's turnover.

Teprometal AG sells mainly Halcor Group’s products and Anamet SA group sells copper raw materials. Both companies are not part of Halcor Group.

The following chart provides an overview of the main subsidiaries of Viohalco Hellenic in the copper sector:



(ii) **Business and products**

Activities – Halcor Group represents Viohalco Hellenic’s production and trading branch for copper, copper alloys and copper zinc alloys products. Having plants in Greece, Bulgaria and Romania, and a very dynamic international clientele, Halcor Group constitutes a strong group with a clear export philosophy. Hellenic Cables SA and its subsidiaries primarily operate in the manufacture of cables, conductors, plastic and rubber compounds and also enamelled wires. The shares of Hellenic Cables SA have been listed on the Athens Stock Exchange since 1994. The production base of Hellenic Cables SA includes five plants in Greece and Romania and the product portfolio of cables of all companies is traded in the market under the trade name “CABLEL”. In addition, Hellenic Cables and its subsidiaries are the sole manufacturers of enamelled wires in Greece.

Products – Halcor SA and its subsidiaries provide their customers with an extensive product portfolio which ranges from copper tubes for supply and heating networks to power transmission cables and copper sheets and strips for architectural and industrial applications. Halcor Group’s main product categories are the following:

Tubes	Copper and brass tubes, as well as copper fittings for tubes. This category includes among others Talos Ecutherm®, Cusmart®, Talos Dual®, and Talos Geotherm®, ACR®, Gas®, Med®, Solar Plus® tubes as well as cuplated tubes.
Rolled products	Copper strips, sheets, discs and plates, titanium-zinc sheets and strips as well as special copper alloys.
Extruded products.......................................	Copper bus bars and rods, brass bars, tubes, rods, profiles and wires.
Power cables	Internal installation cables, control cables, cables for industrial applications and external installations, fire-retardant, fire-resistant and halogen-free cables, submarine cables, medium, high and extra-high voltage cables; marine cables and copper conductors (grounding), aluminium, ACSR and ACSS/TW conductors.
Telecommunication cables	Conventional telephone cables, telephone exchange, data transmission, fibre-optic (single-mode and multi-mode), submarine cables as well as signalling cables.

Enamelled wires..	Enamelled wires for electric motors and transformers as well as copper wires for groundings and can making.
Plastic and rubber compounds	PVC-based plastic compounds, polyolefin-based plastic compounds, and rubber compounds

Production facilities – The industrial base of Halcor Group includes the following plants:

Company	Scope of activity	Location
Halcor SA	Semi-finished products (billets and slabs), O8 mm wire rod, 8 mm diameter wires, brass and zinc ingots	Oinofyta, Greece
	Copper tubes for heating, water supply, cooling, natural gas, air conditioning and industrial applications	Oinofyta, Greece
Fitco SA..	Brass finished products (bus bars, profiles, rods, wires and tubes).	Oinofyta, Greece
Sofia Med SA..	Copper, brass, zinc and special alloy flat products, copper bus bars and rods	Sofia, Bulgaria
Hellenic Cables SA...............................	Power, control and internal installation cables, fire-retardant halogen-free cables, marine and offshore cables as well as fibre-optic cables	Thiva, Greece
	Grounding conductors and enamelled wires	Livadia, Greece
	Rubber and plastic compounds used for the supply of insulation, filling and shielding production lines for finished cables.	Oinofyta, Greece
ICME ECAB SA...................................	Cables for indoor installations, energy, control, industrial and external applications, mine cables, marine and special requirement cables, telecommunication cables, fibre-optic cables, signalling, remote control, data transmission cables, plastic and rubber compounds, and copper and aluminium conductors.	Bucharest, Romania
Fulgor SA	Bare conductors, power cables, submarine cables, marine and special-purpose cables, wire rod.	Soussaki, Corinth

(iii) **Markets**

Halcor Group divides its territories into two main geographical segments, which are as follows:

– *Europe*, which is mainly Greece, other EU Member States, and other European countries. In the other EU Member States, Halcor Group is present in Austria, Belgium, Bulgaria, Cyprus, the Czech Republic, Estonia, France, Germany, Hungary, Ireland, Italy, Malta, the Netherlands, Poland, Portugal, Romania, the Slovak Republic, Slovenia, Spain, Sweden, and the UK. In the other European countries, Halcor Group is present in Albania, Bosnia, Croatia, Norway, Russia, Serbia, Switzerland, Turkey, and Ukraine.

– *Rest of the world*, which is Asia, America, and Oceania. In Asia, Halcor Group is present in China, Indonesia, Israel, Japan, Kazakhstan, Lebanon, Malaysia, the Philippines, Qatar, Saudi

Arabia, Singapore, Syria, Taiwan, Thailand, the UAE, and Vietnam. In America, it is present in Canada, Mexico and the USA. In Africa, it is present in Algeria, Egypt, Libya and South Africa. Finally, in Oceania, Halcor Group is also present in Australia and New Zealand.

The table below provides the breakdown of total revenues (in percentage of sales) of the steel sector by geographic market for the financial years ended 31 December 2010, 2011 and 2012 and for the six months ended 30 June 2013.

Geographical breakdown per region		**Six months ended 30 June**	**Year ended 31 December**		
		2013	**2012**	**2011**	**2010**
Europe	Greece	11.2%	12.1%	16.4%	21.8%
	Other EU Member States	70.5%	72.4%	69.3%	66.3%
	Other European Countries	9.2%	7.9%	6.6%	5.8%
Europe total		**90.8%**	**92.4%**	**92.2%**	**93.9%**
Rest of the world	Asia	3.3%	3.0%	2.6%	2.8%
	America	4.0%	3.0%	3.0%	1.3%
	Africa	1.7%	1.4%	2.0%	1.9%
	Oceania	0.2%	0.3%	0.2%	0.1%
Rest of the world total		**9.2%**	**7.6%**	**7.8%**	**6.1%**
Grand total		**100.%**	**100.0%**	**100.0%**	**100.0%**

The table below provides a breakdown of total revenues (in percentages) of the copper sector by category of activity for the financial years ended 31 December 2010, 2011 and 2012 and for the six months ended 30 June 2013.

Category of activity	**Six months ended 30 June**	**Year ended 31 December**		
	2013	**2012**	**2011**	**2010**
Copper products activity	62.1%	58.3%	59.8%	58.2%
Cable products activity	27.6%	32.7%	31.4%	31.8%
Services activity	10.3%	9.0%	8.8%	10.0%
Total	**100.0%**	**100.0%**	**100.0%**	**100.0%**

(iv) **Investments and strategy**

Investments – In 2012, Halcor Group made investments amounting to EUR 23.8 million of which EUR 14.5 million concerned Hellenic Cables SA and its subsidiaries for the upgrade of cable production plants including advance payments for submarine cable manufacturing equipment, EUR 6.1 million concerned further improvement of Sofia Med's facilities in Bulgaria and EUR 3.2 million pertained to investments in units of the parent company Halcor SA and the subsidiary Fitco SA in Oinofyta. Wishing to maintain its competitive advantage in terms of its production base, Halcor Group consistently implements investments in the upgrade and expansion of its plants. In this context, during 2000-2012 Halcor Group implemented an extensive investment plan that exceeded EUR 390 million, while new investment plans were launched in 2012 in the copper processing facilities in Bulgaria and the cable plants in Greece.

Aiming at the substantial enhancement of its product portfolio, Hellenic Cables SA launched in 2012 an extensive investment plan amounting to EUR 50 million which focuses on the manufacture of high voltage submarine cables. In 2012, total investment expenditures of Hellenic Cables and its subsidiaries amounted approximately to EUR 15 million and primarily concerned advance payments for the supply of equipment regarding the implementation of the high-voltage submarine cable program and also upgrades of the other production units.

In particular, in the copper sector, the main capital expenditure for the period 2010-2012 included the development and installation of a production line for bimetallic tubes in Halcor SA for EUR 0.6 million in 2010 and 2011, the installation of a continuous casting line for zinc-titanium products in Sofia Med SA for EUR 4.2 million in 2010 with additional improvements in 2011 and 2012 of EUR 0.6 million – with this investment, Sofia Med SA enlarged its production portfolio adding zinc products not produced before –, the installation of tension and levelling Line (B&S) for the production of strips in Sofia Med SA for EUR 3.3 million in 2010 and 2011. The latter is part of the strategic movement of Sofia Med SA toward higher value added industrial products and it is used for improvement of flatness and internal stress release and increase of overall productivity of existing slitting line. Finally installation of a second continuous casting line for zinc-titanium products in Sofia Med SA for EUR 1.6 million in 2012, targeting the increase of capacity for zinc products.

With respect to the cables business, the main capital expenditure for the period 2010-2012 included (i) the installation of a production line CCV for MV & HV cables designed for continuous insulation of XLPE insulated cable cores in Hellenic Cables SA for EUR 1 million in 2010, (ii) the installation of a laying up machine for production miliken type conductors for extra high voltage cables in Hellenic Cables SA with 6k MT annual capacity, (iii) the expansion of buildings and other auxiliary machinery equipment for EUR 1.96 million in 2010, the development and Installation of auxiliary machinery equipment for smooth and corrugated tube forming and welding line in Hellenic Cables SA for EUR 0.50 million in 2011, (iv) the installation of Continuous Type Change (CTC) in Catenary Continuous Vulcanization (CCV) Insulation Line that allows quick change of Medium Voltage cable type in almost full production speed without stopping the line and without releasing the process pressure in the curing tube in Hellenic Cables SA for EUR 0.50 million in 2011, (v) the installation of measurement instrument for testing Extra High Voltage Cables, a test system with variable frequency generating a practically infinitely variable AC test voltage against earth for testing of HVAC cables in Hellenic Cables SA for EUR 1.50 million in 2011. Additionally, it includes (i) the licensees’ expenses for EHV cables in Hellenic Cables SA for EUR 2.50 million in 2011-2012, (ii) the installation of a new conform extrusion line for producing big cross section solid semi-finished conductors (used for Power Cables) with 3.5kMT annual capacity in ICME ECAB SA in Romania for EUR 0.50 million in 2012, (iii) the development of induction type conductor pre-heater which is operating at medium frequency and increases the temperature of the conductor prior the insulation process in Hellenic Cables SA for EUR 0.50 million in 2012, (iv) the installation of special indoor & outdoor 500kV bushings a test system in Hellenic Cables SA for EUR 0.40 million in 2012, (v) the development and installation of equipment to be integrated in existing screening line for copper conductors in Hellenic Cables SA for EUR 0.60 million in 2012 and finally (vi) the building improvements in production and commercial facilities in ICME ECAB SA in Romania for EUR 0.80 million in 2010-2012.

In the copper sector, the main capital expenditure for the period 2013-2014 is the installation of a fire refining furnace with expected cost of EUR 4 million by the end of 2014 (this line will increase Sofia Med SA’s capabilities to both increase the quantity of absorbed scrap and consume lower grade scrap which will result in improved profitability and its capacity is about 10 000 MT/year), the installation of a third semi-continues casting line for zinc titanium products for EUR 1.5 million, which will increase capacity of zinc titanium products, the revamping of the extrusion press and modernization of copper casting furnace (Asarco) for EUR 2 million that will increase Sofia Med SA capacity in copper production, the installation of a tinning line and cleaning station for EUR 1.5 million that installation will enlarge Sofia Med SA’s portfolio of high value added industrial rolled products (connectors) and a second tinning line for EUR 1 million that will enhance the portfolio of high value added industrial extruded products (Copper bus bars). Additionally, another EUR 0.9 million will be invested for environmental protection in Halcor SA (preventive pollution equipment, expansion of the rain water drainage system, the storm water treatment unit, the sewage treatment, etc.), a new degreasing unit in Halcor SA’s tubes plant for EUR 0.9 million in 2013 and EUR 0.5 million in 2013 for the replacement of the single coiler at the extrusion press of Fitco SA with a double coiler.

With respect to the cables business, for the period 2013-2014, it has to be mentioned that Hellenic Cable and it subsidiaries launched in 2012 a major investment plan of EUR 50 million for the manufacturing of high-voltage submarine cables in Fulgor SA's plant. In order to respond to the technical requirements of these advanced-technology products, Hellenic Cables SA has entered into a know-how transfer agreement with Viscas, one of the leading manufacturers of submarine cables and subsidiary of the Japanese Fujikura and Furukawa. Once this investment is completed, Hellenic Cables SA will be one of the few manufacturers of high-voltage submarine cables globally. This development is particularly important for Greece, which is in great need of submarine cables for interconnecting its islands with the mainland. These interconnections will reduce dependence on polluting energy plants on the islands and further reduce energy costs. Submarine high voltage cables are specialized products produced by very few producers worldwide. Demand is increasing for use in island interconnection and offshore wind farm projects, as well as in interconnections between countries or regions. Major projects in Greece, the Mediterranean Sea, the North Sea and elsewhere internationally are underway or in the planning stage.

Strategy – In terms of long-term growth, the main operational pillars of Halcor Group are as follows:

- to focus on research and development of new innovative product solutions
- to apply a clear customer-oriented model to all aspects of Halcor Group's activities;
- to strengthen Halcor Group's efficiency on an ongoing basis, at both production and operating levels;
- to have an international trade orientation; and
- to lay emphasis on the maintenance of a man-centred working environment.

On a medium-term basis, the main strategic pillars of Halcor Group are as follows:

- Product & Service Portfolio: (i) to develop new products of high added value through the utilization of the research work of Halcor Research and Development and ELKEME, Hellenic Research Centre for Metals SA; (ii) to focus continually on the provision of top-quality after-sales service; (iii) to capitalise on the benefits arising from the reorganisation of Halcor Group's production units in terms of sales; (iv) to increase the percentage of high added value products in Halcor Group's total sales mix; (v) to undertake a dynamic commercial promotion of Talos Dual, Talos Geotherm innovative tubes and of Talos Form products for boiler manufacturers; and (vi) to capitalise on the valuable experience of Fulgor and to boost, among others, Halcor Group's sales in the sector of high and extra high voltage cables.
- Commercial development and markets: (i) to expand international sales and broaden Halcor Group's clientele base in Greece and abroad; (ii) to further establish its leading position in South-eastern Europe; (iii) to expand to attractive markets such as those of the US, Canada, the Baltic countries and Poland; (iv) to develop and take advantage of commercial synergies among group companies; (v) to expand carefully in the field of Do-It-Yourself (DIY) tubes in France, Germany and Belgium, and to installation tubes (sanitary tubes) in Italy; (vi) to capitalise on a commercial scale on Hellenic Cables Group's investments by focusing on high added value products such as high and extra high voltage cables and also submarine cables; and (vii) to increase Hellenic Cables' sales to energy network operators.
- Production activity: (i) to continue the efforts to further decrease the fixed production cost; (ii) to further improve the rate of rejected products; (iii) to further optimise production planning; (iv) to enhance at all times the quality of the manufactured products; (v) to increase the share of scrap used by Halcor Group; (vi) to boost productivity by further rationalising cost base and managing inventory in a more rigorous manner; and (vii) to constantly focus on human resources and on the sustainable development of its companies.

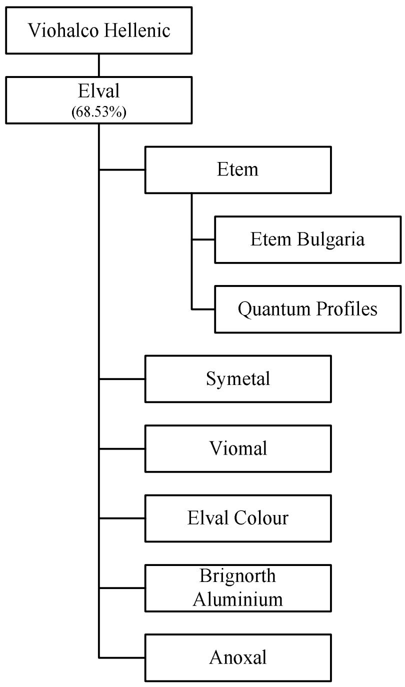
2.2.6.4 Aluminium sector

(i) Overview of activities

The aluminium sector consists in the production of aluminium coils, strips, sheets and foil, lithographic plates, as well as architectural and industrial aluminium profiles. In 2012, sales of Elval SA and its subsidiaries (the ***Elval Group***) outside Greece accounted for 88.9% of the consolidated turnover of Viohalco Hellenic's aluminium sector. Elval SA and its subsidiary Etem SA are the main companies of Viohalco Hellenic active in the aluminium sector.

Investors should note that this section will only analyse Elval Group, which represented approximately 97% of the aluminium sector of Viohalco Hellenic group's turnover in 2012.

The following chart provides an overview of the main subsidiaries of Viohalco Hellenic in the aluminium sector:



(ii) Business and products

Activities –Elval Group is the aluminium products manufacturing, processing and trading branch of Viohalco Hellenic. Its facilities in Greece, Bulgaria and the United Kingdom manufacture a wide range of rolled and extruded aluminium products designed for a number of sectors including, among others, the automotive industry, shipbuilding, construction, the food and beverage industry and printing. More specifically, Elval Group's twelve plants manufacture, among others, aluminium sheets and coils for industrial and architectural applications, aluminium products for beverage cans, food cans, closures and caps, aluminium foil for household use and industrial applications, cigarette, food, pharmaceutical packaging; aluminium parts for the shipbuilding and automotive industry and special structures for infrastructure projects, lithographic sheets as well as architectural and industrial aluminium profiles. Having a highly competitive product portfolio, Elval Group has established a substantially extrovert commercial presence.

Etem SA and its subsidiaries are involved in the manufacture of architectural and industrial aluminium profiles. It has industrial premises in Magoula, Greece, and Sofia, Bulgaria where it manufactures a wide array of products ranging from aluminium profiles for doors, windows, rolling shutters, etc., use to aluminium profiles industrial applications such as automobile industry, ship building, photovoltaic systems, etc. The shares of Etem SA are listed on the Athens Stock Exchange.

Products – The products family of Elval Group is broken down into the following main categories:

Rolled products	
Products for construction applications	Aluminium coils and sheets for general construction purposes and industrial applications, composite aluminium panels for building facades.
Rigid packaging products	Aluminium for beverage cans, food cans, closures and caps for packaging cables.
Flexible packaging products	Aluminium foil for household use and industrial applications, cigarette packaging, food, pharmaceutical and aseptic packaging.
Products for the transportation sector..........	Aluminium products for the shipbuilding and automotive industry, construction and special constructions
Lithographic sheets	Sheets for the production of lithographic plates for printing units
Household use products	Aluminium sheets used as a semi-finished product by companies manufacturing aluminium domestic ware.

Extruded products	
Architectural aluminium profiles	Aluminium systems for doors and windows, building facades
Industrial aluminium profiles......................	Aluminium profiles and processed hard alloy bars for various industrial applications.

Production facilities – The plants of Elval Group are as follows:

Company	Scope of activity	Location
Elval SA...	Aluminium rolling	Oinofyta, Greece
Etem SA...	Aluminium extrusion	Magoula, Greece
Elval Colour SA...................................	Aluminium coil coating	Thiva, Greece
Elval Colour SA...................................	Production of composite aluminium panels	Agios Thomas, Greece
Elval Colour SA...................................	Aluminium sheet processing	Oinofyta, Greece
Symetal SA	Foil productions	Oinofyta, Greece
Symetal SA	Aluminium coating and paper-coating	Mandra, Greece
Anoxal SA	Foundry	Agios Thomas, Greece
Viomal SA	Aluminium forming	Nea Artaki, Greece
Etem Bulgaria	Aluminium extrusion	Sofia, Bulgaria
Quantum Profiles	Production of PVC profiles	Sofia, Bulgaria
Bridgnorth Aluminium Ltd.	Aluminium rolling – Lithographic sheets	Bridgnorth, UK

(iii) **Markets**

Elval Group divides its territories into two main segments, which are as follows:

- *Europe*, which is mainly Greece, other EU Member States, and other European countries. In the other EU Member States, Elval Group is present in Austria, Belgium, Bulgaria, Cyprus, Czech Republic, Denmark, France, Germany, Hungary, Italy, Lithuania, Luxembourg, the Netherlands, Poland, Portugal, Romania, Slovak Republic, Slovenia, Spain, Sweden and the UK. In other European countries, it is present in Albania, Belarus, Bosnia, Croatia, FYROM, Moldova, Montenegro, Norway, Russia, Serbia, Switzerland, Turkey, and Ukraine.

- *Rest of the world*, which is Asia, America, Africa and Oceania. In Asia, Elval Group is present in Armenia, China, Hong Kong, India, Iran, Israel, Japan, Jordan, Malaysia, Saudi Arabia, Singapore, Syria, Taiwan, Thailand, and the UAE. In America, it is present in Brazil, Canada, Mexico, the USA, and Uruguay. In Oceania, it is present in Australia.

The table below provides the breakdown of total revenues (in percentage of sales) of the steel sector by geographic market for the financial years ended 31 December 2010, 2011 and 2012 and for the six months ended 30 June 2013.

Geographical breakdown per region		**Six months ended 30 June**	**Year ended 31 December**		
		2013	**2012**	**2011**	**2010**
Europe	Greece	10.1%	11.1%	12.4%	21.2%
	Other EU Member States	62.0%	63.7%	68.9%	60.8%
	Other European Countries	8.8%	8.8%	6.1%	5.1%
Europe total		**80.9%**	**83.5%**	**87.4%**	**87.2%**
Rest of the world	Asia	7.7%	6.4%	4.8%	6.2%
	America	10.9%	9.5%	7.2%	5.7%
	Africa	0.3%	0.4%	0.3%	0.5%
	Oceania	0.2%	0.2%	0.2%	0.4%
Rest of the world total		**19.1%**	**16.5%**	**12.6%**	**12.8%**
Grand total		**100.0%**	**100.0%**	**100.0%**	**100.0%**

The table below provides a breakdown of total revenues (in percentages) of the aluminium sector by category of activity for the financial years ended 31 December 2010, 2011 and 2012 and for the six months ended 30 June 2013.

Category of activity	**Six months ended 30 June**	**Year ended 31 December**		
	2013	**2012**	**2011**	**2010**
Aluminium products activity	99.5%	99.6%	99.7%	99.72%
Other	0.5%	0.4%	0.3%	0.3%
Total	**100.0%**	**100.0%**	**100.0%**	**100.0%**

(iv) **Investments and strategy**

Investments – Keeping a solid commitment in developing its product portfolio on a constant basis, Elval Group implements significant investments in its plants in Greece and abroad. During the last ten years, Elval Group's total investment expenditures amounted to EUR 456 million. In 2012, Elval Group's investments amounted to EUR 46 million, of which EUR 29 million related to Elval's upgrades and expansion works, EUR 5 million to investments in Bridgnorth Aluminium, EUR 3 million to Etem SA, EUR 6 million to Symetal SA and EUR 3 million to the remaining companies.

In 2012, Etem Group's investment expenditures amounted to EUR 3.2 million of which EUR 1.1 million concerned the parent company and approximately EUR 1.7 million pertained to the improvements and upgrades of the subsidiary Etem Bulgaria.

In particular, during the period 2010-12, the total capital expenditure amounted to EUR 125 million. A number of long-term investments programs implemented in all plants focusing in the capacity expansion and cost reduction through the energy savings or the yield improvement. For the period 2013-14, the plan is to invest approximately EUR 112 million in all the aluminium plants. Due to the significant fragmentation of this investment spending in several projects and different plants for both periods, this investment is analysed for each plant as follows:

– Oinofyta plant (Elval SA): For the period 2010-2012, a total of EUR 50.7 million for, among others, (i) the purchase and installation of a new tension levering machine for the production of wide coils with high surface quality; and (ii) the construction of a "zero liquid waste discharge facility for water recycling. For the period 2013-2014, a total of EUR 34.4 million for, among others, (i) the completion of the continuous casting unit and the semi-continuous casting pit; and (ii) the purchase and installation of a second slitting machine for brazing products.

– Oinofyta plant (Symetal SA): For the period 2010-2012, a total of EUR 32.9 million for, among others, (i) finishing the foil rolling mill machine investment, which increases the annual rolling capacity and enhances product mix; and (ii) new production halls and storage facilities. For the period 2013-2014, a total of EUR 3.5 million for, among others, a new gas fired chamber furnace, new cranes, cutting saw for aluminium, DCM 2 machine upgrade and a new slitter rewinder machine; and (ii) several technical facilities.

– Mandra plant (Symetal SA): For the period 2010-2012, a total of 2.3 million for, among others, (i) new production halls and storage facilities, and (ii) a laminator by which aluminium pastes with paper.

– Bulgaria extrusion plant (Etem Bulgaria SA): For the period 2010-2012, a total of EUR 8.9 million for, among others, (i) a new extrusion line; and (ii) replacement of an old extrusion line. For the period 2013-2014, a total of EUR 5 million for among others (i) building extensions; and (ii) tools and machining for further processing and packaging of products for the automotive industry.

– UK plant (Bridgnorth Aluminium Ltd): For the period 2010-2012, a total of EUR 5.5 million for among others (i) improvements of the litho finishing line to increase capacity and provide quality improvements; (ii) purchase of land and buildings in Bridgnorth (UK); and (iii) expansion of the recycling and casting facilities. For the period 2013-2014, a total of EUR 49.9 million for, among others (i) the expansion of the recycling and casting facilities; (ii) the kick-off and finishing of the rolling capacity expansion plan; and (iii) the construction of a new research and development centre in Bridgnorth (UK).

– Thebes plant (Elval Colour SA): For the period 2010-2012, a total of EUR 2.9 million for among others (i) the installation of a new production line; and (ii) storage locations.

– Agios Thomas plant (Elval Colour SA): For the period 2010-2012, a total of EUR 3.3 million for among others the installation of new production lines.

Strategy – The strategic guidelines applied by Elval Group to its medium- and long-term growth are as follows:

- Production & Quality: (i) to increase productivity (through automation and yield improvement); (ii) to enhance competitiveness through significant decrease of procedures leading to thus cost-savings; (iii) to improve quality specifications and apply new technologies through cooperation with major European research centres and the long-term technical assistance with Furukawa-Sky Aluminium Corp.; (iv) to improve the performance of Elval Group's plants in Greece and abroad starting with the adoption of innovations in various production operations, the installation of automation systems and ongoing personnel training in technical issues as well as in project and process management issues (Lean Six Sigma Training); and (v) to maintain a rigorous focus on quality. Continual training of Elval Group's staff in ultra modern production techniques.

- Commercial Activity: (i) to expand the commercial presence of Elval Group to international markets having attractive features of demand and profitability; (ii) to enrich the product portfolio of Elval Group with high added value innovative products; (iii) to enhance the presence in the lithography market as a whole, by strengthening the sales mix, optimising production costs and expanding production capacity; (iv) to maintain and expand carefully Elval Group's market shares in the existing geographical markets; (v) to further boost the commercial activity of the extrusion sector; (vi) to increase the turnover beyond Greek boundaries and reposition the distribution network in order to respond to Etem SA's new commercial orientation; and (vii) to boost Elval Group's sales volumes in a balanced manner aiming, on the one hand, at utilising the broadened production capacity of industrial facilities and, on the other hand, at further strengthening the participation of high added value products in Elval Group's total sales mix.

- Sustainable Development: (i) to promote corporate responsibility so as to attain corporate goals; (ii) to emphasise occupational Health & Safety through new investments and continuous training sessions for the entire human resources; (iii) to develop human resources through high-level training in management and technology subjects; (iv) to protect the environment through new investments; and (v) to recycle aluminium using an environmentally friendly technology.

2.2.6.5 Real Estate Development sector

(i) **Overview of activities**

The real estate development sector consists in the development of the commercial and industrial properties of Viohalco Hellenic and its subsidiaries. In particular, development in this sector is limited to the utilisation of old production or office facilities of Viohalco Hellenic's group companies that were idled and relocated either due to the de-industrialisation of new urban areas or for operations efficiency reasons. The main subsidiary of Viohalco Hellenic is Noval SA in which it holds 100% of the share capital. In 2012, the sector contributed 0.1% to Viohalco Hellenic's consolidated turnover (it being understood that some rent income is not accounted for in the turnover but in other operating income).

(ii) **Business and products**

With the better utilisation of their real estate holding being their main criterion, Viohalco Hellenic and its companies develop a significant portfolio of commercial and industrial properties on a global scale. The most important properties which are or were developed by Viohalco Hellenic and its subsidiaries, are the following:

Description of property	Location	Real estate condition
Ikea store & River West shopping mall	Egaleo, Greece	Completed
Hotel *	Athens, Greece	Completed
Industrial buildings, warehouses, offices	Tavros, Greece	Completed

Description of property	Location	Real estate condition
Industrial buildings & offices (ex-BIC plant)	Oinofyta, Greece	Completed
Shopping mall in old premises of Corinth Pipeworks SA.....	Corinth, Greece	Under construction
Office complex	Athens, Greece	Under construction
Office complex	Halandri, Greece	Completed
Office complex	Maroussi, Greece	Completed
Office complex	Halandri, Greece	Under construction
Office complex	Sofia, Bulgaria	Under construction

* Presently not utilised.

In addition, Viohalco Hellenic and its companies hold a number of plots with a total surface area of over 50 acres in Stylida, Fthiotida and a series of office complexes and warehouses in Athens, Thessaloniki, Piraeus, Aspropyrgos, Soussaki in Corinth and Heraklion in Crete.

(iii) **Markets**

The real estate development sector is solely active in Greece. Financial data on the contribution of this sector of activity to Viohalco Hellenic are available in Part IV (*The Mergers*), section 2.2.6 (*Business overview*) of this Prospectus.

(iv) **Investments and strategy**

In the real estate development sector, the most important investments focus on the development of two commercial properties, one in western Athens (River West) and another in Korinthos area in Northeast Peloponnese.

The construction of the shopping centre River West was completed in the Spring 2011 at a cost of EUR 35 million, in addition to EUR 25 million spent on the construction of the IKEA store, which is part of the larger commercial venue. River West has a total surface area of 20,000 square metres, on 3 levels, while there are 2,500 parking spaces which serve the IKEA store. The shopping mall has a gross surface leasing of 15,500 square metres and at the opening (2011) 70% of its surface was hired. Today the percentage is higher than 88%. For the years 2013-2014, the expansion of the shopping mall through the development of branches in the parking area and through the purchase of adjoining building is studied.

The design for the development of shopping mall Mare West at Korinthos began in 2011. In the year 2012, the necessary studies were completed, in order to issue the approval of building terms, with a total cost of about EUR 90,000. The beginning of construction will take place at the end of year 2013 and at its opening the Mare West will be the largest commercial development of Corinth, with a total of 13,500 square metres of surface leasing. The total cost of development is expected to be between EUR 8.5 million and EUR 9 million, while the rent income will be about EUR 1.8 million.

In the real estate development sector, the strategy is based mostly on the utilisation of old production or office facilities of Viohalco Hellenic’s group companies that were idled and relocated either due to the de-industrialisation of now urban areas or for operations efficiency reasons. It is not in the intention, at this stage, to proceed with purchase and development of new properties, currently not under Viohalco Hellenic’s group companies’ portfolio. Since most of the real estate property is located in Greece, the current economic, political and social situation of the country, the increased taxation of real properties and the uncertainty about future taxation and the country in general, has resulted in severe downturn in the sector’s activity and significant fall in property prices. For these reasons, Viohalco Hellenic and its subsidiaries proceed very cautiously with the utilisation of the real estate assets, scrutinizing opportunities, but most significantly the underlying risks.

2.2.6.6 Properties

Production facilities of Viohalco Hellenic and its subsidiaries are located in five countries, namely Greece, Bulgaria, Romania, FYROM and the UK. There is also a minority interest in a steel pipes production facility in Russia. Furthermore, Viohalco Hellenic and its subsidiaries own and operate service centres, warehouses or other property in the aforementioned countries, but also in other countries such as Albania, Germany, Ukraine, Serbia, Cyprus, Libya, the US, France and Italy. The table below sets forth a breakdown of the properties analysed per category and business sector as of 31 December 2012.

(Amounts in million euro)	Steel	Aluminium	Copper	Real estate	Other	Consolidated*
Fields/lots........................	943.2	60.6	48.6	131.6	10.7	345.8
Mines	-		-	-	-	-
Buildings	161.9	81.5	70.2	20.0	12.7	346.2
Leasing Buildings............	1.3	-	-	-	-	1.3
Machinery	406.6	308.9	214.3	-	12.7	940.4
Leased machinery............	2.7	-	-	-	0.005	2.7
Transportation equipment........................	1.4	2.6	1.3	-	1.2	6.5
Leased transportation equipment........................	0.01	-	-	-	-	0.01
Furniture	3.0	2.3	3.9	-	0.7	10.0
Fixed assets under construction.....................	23.1	37.2	21.1	24.9	0.3	106.7
Investment property	-	6.3	0.4	92.3	2.6	101.5
Total Tangible Fixed Assets..............................	694.3	499.3	359.9	268.8	40.9	1.861.1

** Business sectors may not sum up to consolidated figures, due to consolidation adjustments.*

In the steel sector, four steel mini-mill plants are being operated in Thessaloniki (Northern Greece), Almyros (Central Greece), Pernik (Bulgaria) and Nikolic (FYROM), which include electric-arc-furnace (EAF) based melt shops, rolling mills for long and flat products, downstream facilities for value adding treatments and warehouses. Companies in the steel sector operate two pipe mill plants in Thisvi (Greece) and Polevskoy (Russia), the latter through a minority holding. In support of the commercial operations, companies in the steel sector operate a port in Danube river in Svistov (Bulgaria) and service centres and warehouses in Athens (Greece), Crete (Greece), Albania, Romania and Cyprus. Finally, the steel sector holds subsidiaries (for example, Aeiforos) that operate in the field of by-products processing with facilities in Almyros (Greece) and Pernik (Bulgaria).

In the aluminium sector, the companies of Viohalco Hellenic operate ten main production facilities in Greece, Bulgaria and the UK. More specifically, they operate a foundry and rolling facility in Inofyta (Greece), a foil production facility in Inofyta (Greece), a foundry, rolling and lithographic sheets facility in Bridgnorth (UK), an aluminium forming facility in Nea Artaki (Greece), an aluminium coil coating facility in Thiva (Greece), an aluminium and paper coating facility in Mandra (Greece), a foundry and composite aluminium panel facility in Agios Thomas (Greece), and two aluminium extrusion and coating facilities in Magoula (Greece) and Sofia (Bulgaria). To support commercial operations, companies in the aluminium sector run warehouses in Albania, Serbia, Ukraine and Romania.

In the copper sector, companies of Viohalco Hellenic operate nine sites in Greece, Bulgaria and Romania. More specifically they operate a copper and brass foundry in Inofyta (Greece), a copper tubes plant in Inofyta (Greece), a copper, TiZn and brass foundry, rolling and extrusion facility in Sofia (Bulgaria), a brass extrusion plant in Inofyta (Greece), an electrical and fiber-optic telephony cables plant in Thiva (Greece), a copper conductors and enamelled wires facility in Livadia (Greece), a plastic and elastic compounds plant in Inofyta (Greece), an electrical cables, including submarine cables, plant in Corinth (Greece) and an electrical and telephony cables plant in Bucharest (Romania).

In the real estate development sector, Viohalco Hellenic and its subsidiaries utilise or seek to utilise an asset portfolio that consists mainly of the following: (i) a commercial estate in Athens (Greece), half of which is being leased to IKEA home retailer and the other half being developed as a shopping mall, (ii) a hotel building in Athens (Greece), (iii) four office complexes in Athens (Greece), (iv) two industrial buildings and warehouses complexes in Tavros and Inofyta (Greece). A shopping mall is currently being developed in Corinth (Greece) on the plot of an old Corinth Pipeworks SA's plant. In addition, Viohalco Hellenic and its subsidiaries also hold a number of plots with a total surface area of over 50 acres in Stylida, Fthiotida and a series of offices and warehouses in Athens, Thessaloniki, Piraeus, Aspropyrgos, Soussaki in Corinth, Heraklion in Crete (Greece) and offices in Sofia (Bulgaria).

Anamet, a group of companies that operate in the field of metals recycling with facilities in Greece, Serbia, FYROM and Bulgaria, is also held by Viohalco Hellenic and its subsidiaries, together with another company operating in the field of ceramic tiles and sanitary ware in Thessaloniki (Greece).

2.2.7 Organisational structure

2.2.7.1 Organisation chart

Viohalco Hellenic, acting as a holding company, is the parent company of the largest metals processing group in Greece. A description of the organisational structure of Viohalco Hellenic and its subsidiaries is provided in Part IV (*The Mergers*), section 2.2 (*Viohalco Hellenic*) of this Prospectus. An organisation chart of Viohalco Hellenic's most significant direct subsidiaries is available in Part IV (*The Mergers*), section 2.2.6 (*Business overview*).

2.2.7.2 Information on the subsidiaries

The following table presents Viohalco Hellenic's major subsidiaries as at 31 December 2012, together with the participation percentage directly and indirectly held by Viohalco Hellenic in these subsidiaries and the country of incorporation or residence of these subsidiaries.

Subsidiaries	Country of incorporation	Economic Share: Direct	Economic Share: Indirect	Economic Share: Total	Voting Rights
		(in percentages)			
Sidenor SA	Greece	67.89%	6.66%	74.55%	74.61%
Halcor SA	Greece	53.55%	6.50%	60.05%	60.10%
Elval SA	Greece	64.44%	4.06%	68.50%	68.53%
Noval SA	Greece	100.00%	-	100.00%	100.00%
Symmep SA	Greece	100.00%	-	100.00%	100.00%
Teprometal SA	Bulgaria	100.00%	-	100.00%	100.00%
Viener SA	Greece	100.00%	-	100.00%	100.00%
Vitrouvit SA	Greece	100.00%	-	100.00%	100.00%
Viem EPE	Greece	99.90%	-	99.90%	99.90%
Sanitas Antipr. SA	Greece	82.14%	17.86%	100.00%	100.00%
Kifissos Mall SA	Greece	54.43%	-	54.43%	54.43%
Teka Systems SA	Greece	50.01%	-	50.01%	50.01%

Subsidiaries	Country of incorporation	Economic Share Direct	Economic Share Indirect	Economic Share Total	Voting Rights
		(in percentages)			
Teka Ltd.	Greece	20.00%	-	20.00%	20.00%
Aeiforos Bulgaria SA	Bulgaria	-	67.09%	67.09%	100.00%
Aeiforos SA	Greece	-	67.09%	67.09%	90.00%
Afsel SA	Greece	-	34.25%	34.25%	50.00%
Akro SA	Greece	-	59.14%	59.14%	98.49%
Alamar CO	Libya	-	26.67%	26.67%	55.00%
Alcomet SA	Greece	-	99.36%	99.36%	99.36%
Alubuild SRL	Italy	-	48.48%	48.48%	100.00%
Alurame SPA	Italy	-	67.02%	67.02%	100.00%
Anamet SA	Greece	-	87.37%	87.37%	100.00%
Anoxal S.A.	Greece	-	68.50%	68.50%	100.00%
Antimet SA	Greece	-	100.00%	100.00%	100.00%
Argos SA	Greece	-	51.65%	51.65%	99.00%
Athens Art Center SA	Greece	-	68.50%	68.50%	100.00%
Attiki SA	Greece	-	75.00%	75.00%	75.00%
Automatic Wire Machines SA	Italy	-	25.35%	25.35%	34.00%
Belantel Holdings Ltd	Cyprus	-	60.05%	60.05%	100.00%
Biodiesel SA	Greece	-	38.22%	38.22%	50.00%
Blythe LTD	Cyprus	-	68.50%	68.50%	100.00%
Bozetti LTD	Cyprus	-	74.55%	74.55%	100.00%
Bridgnorth Aluminium Ltd	United Kingdom	-	51.37%	51.37%	75.00%
Consultant & Construction SA	Greece	-	62.88%	62.88%	94.35%
Copperprom Ltd	Greece	-	60.83%	60.83%	100.00%
Corinth Pipeworks SA	Greece	-	64.62%	64.62%	84.67%
CPW America Co.	USA	-	58.56%	58.56%	100.00%
De Laire Ltd	Cyprus	-	43.55%	43.55%	100.00%
Diapem Emporiki SA	Greece	-	67.70%	67.70%	100.00%
Diatour SA	Greece	-	98.61%	98.61%	97.68%
Diavipethive SA	Greece	-	67.85%	67.85%	100.00%
Dojran Steel LLCOP	FYROM	-	74.55%	74.55%	100.00%
Domoplex Ltd	Cyprus	-	33.55%	33.55%	45.00%
Ecoreset SA	Greece	-	87.37%	87.37%	100.00%
Ede SA	Greece	-	43.55%	43.55%	100.00%
Ekanal SA	Greece	-	6.93%	6.93%	14.29%
ELKEME SA	Greece	-	64.22%	64.22%	100.00%
Ell Halivdemporiki SA	Greece	-	47.42%	47.42%	70.33%
Elval Automotive GmbH	Germany	-	63.82%	63.82%	100.00%
Elval Colour SA	Greece	-	68.27%	68.27%	100.00%
Ergosteel SA	Greece	-	30.52%	30.52%	60.00%
Erlikon SA	Greece	-	73.39%	73.39%	98.45%
Etem Albania SA	Albania	-	48.48%	48.48%	100.00%

Subsidiaries	Country of incorporation	Economic Share			Voting Rights
		Direct	Indirect	Total	
		(in percentages)			
Etem Bulgaria SA	Bulgaria	-	48.48%	48.48%	100.00%
Etem Emporiki SA	Greece	-	48.48%	48.48%	100.00%
Etem S.CGDOO	Serbia	-	48.48%	48.48%	100.00%
Etem SA	Greece	-	50.30%	50.30%	72.61%
Etem Systems LLC	Ukraine	-	48.48%	48.48%	100.00%
Etem Systems SRL.....................................	Romania	-	48.48%	48.48%	100.00%
Etil SA..	Greece	-	52.17%	52.17%	69.98%
Evike SA	Greece	-	99.99%	99.99%	100.00%
Fitco SA	Greece	-	60.05%	60.05%	100.00%
Fulgor SA..	Greece	-	43.55%	43.55%	100.00%
Genecos SA..	France	-	41.14%	41.14%	85.00%
Halcoral SHPK...	Albania	-	60.05%	60.05%	100.00%
Hambakis Ltd...	Greece	-	60.05%	60.05%	100.00%
Hellenic Cables SA	Greece	-	44.53%	44.53%	73.52%
Humbel Ltd	Cyprus	-	58.56%	58.56%	100.00%
ICME ECAB SA..	Romania	-	42.94%	42.94%	98.59%
Jostdex Ltd	Cyprus	-	70.07%	70.07%	94.00%
Lesco Romania SA.....................................	Romania	-	28.31%	28.31%	65.00%
Lesco SA..	Romania	-	43.55%	43.55%	100.00%
Metal Agencies Ltd	United Kingdom	-	60.55%	60.55%	100.00%
Metal Globe DOO	Serbia	-	58.48%	58.48%	100.00%
Metallourgia Attikis SA	Greece	-	37.27%	37.27%	50.00%
Metallourgia Korinthou SA........................	Greece	-	100.00%	100.00%	100.00%
Metalvalius Ltd	Bulgaria	-	87.37%	87.37%	100.00%
MKC Metall Kunden GmbH......................	Germany	-	63.82%	63.82%	100.00%
Moppets Ltd	Cyprus	-	48.48%	48.48%	100.00%
Novometal DOO	FYROM	-	87.37%	87.37%	100.00%
Porallou Hellas EPE...................................	Greece	-	24.24%	24.24%	50.00%
Port Svishtov SA..	Bulgaria	-	54.49%	54.49%	73.09%
Praksys SA	Greece	-	38.02%	38.02%	51.00%
Prosal SA	Greece	-	74.55%	74.55%	100.00%
Prosal Tubes SA...	Bulgaria	-	74.55%	74.55%	100.00%
Quantum Profiles SA	Bulgaria	-	18.65%	18.65%	38.46%
Sanitas SA...	Greece	-	100.00%	100.00%	100.00%
Sidenor Steel Industry SA	Greece	-	74.55%	74.55%	100.00%
Sideral SHPK	Albania	-	74.55%	74.55%	100.00%
Siderom Steel SRL.....................................	Romania	-	74.55%	74.55%	100.00%
Sidma SA	Greece	-	26.43%	26.43%	34.74%
Sigma SA	Bulgaria	-	25.56%	25.56%	49.00%
Sofia Med SA...	Bulgaria	-	60.05%	60.05%	100.00%
Sovel SA	Greece	-	76.44%	76.44%	93.39%

Subsidiaries	Country of incorporation	Economic Share Direct	Economic Share Indirect	Economic Share Total	Voting Rights
		(in percentages)			
Steelmet Cyprus Ltd..................................	Cyprus	-	50.87%	50.87%	100.00%
Steelmet Exports SA	Greece	-	68.50%	68.50%	100.00%
Steelmet Romania SA	Romania	-	61.11%	61.11%	100.00%
Steelmet SA	Bulgaria	-	48.48%	48.48%	100.00%
Steelmet SA	Greece	-	57.94%	57.94%	100.00%
Stomana Industry SA	Bulgaria	-	74.55%	74.55%	100.00%
Symetal SA	Greece	-	68.50%	68.50%	100.00%
Techor SA	Greece	-	70.37%	70.37%	96.55%
Teprometal AG	Germany	-	63.82%	63.82%	100.00%
Teprometal Vertriebs GmbH....................	Germany	-	63.82%	63.82%	100.00%
Teprosteel SA..	Bulgaria	-	74.55%	74.55%	100.00%
Thermolith SA...	Greece	-	46.96%	46.96%	70.00%
Veat SA...	Greece	-	49.69%	49.69%	65.00%
Vemet SA..	Greece	-	74.55%	74.55%	100.00%
Vepem SA...	Greece	-	71.52%	71.52%	100.00%
Vet SA...	Greece	-	76.44%	76.44%	100.00%
Vianatt SA...	Greece	-	87.37%	87.37%	100.00%
Viener AG Anargiron SA..........................	Greece	-	100.00%	100.00%	100.00%
Viener AG.Dimitriou SA	Greece	-	100.00%	100.00%	100.00%
Viexal SA..	Greece	-	66.24%	66.24%	100.00%
Viomal SA	Greece	-	34.25%	34.25%	50.00%
Xenka SA..	Greece	-	100.00%	100.00%	100.00%
ZAO TMK-CPW SA.................................	Russia	-	28.69%	28.69%	49.00%

2.3 Cofidin

2.3.1 General

Compagnie Financière et de Développement Industriel, in abbreviation Cofidin, is a Belgian company which was incorporated in 1976. Since its incorporation, Cofidin's main activity is to hold and manage its investment portfolio, which includes participating interests in Viohalco Hellenic and certain of Viohalco Hellenic's subsidiaries. Recently, in August 2013, Cofidin merged with certain of its parent and affiliated companies as a first step in the contemplated restructuring of Viohalco Hellenic and its group companies.

Cofidin is registered with the legal entities register (Brussels) and its registration number is 0416.051.707. Cofidin has been incorporated for an unlimited period of time. The registered address of Cofidin is 30 avenue Marnix, B-1000 Brussels, Belgium. The telephone number at its registered address is (+32)(0)2.213.49.70. The principal place of business of the Company is 30 avenue Marnix, B-1000 Brussels, Belgium. The telephone number at its principal place of business is (+32)(0)2.213.49.70.

2.3.2 History

Compagnie Financière et de Développement Industriel SA, Cofidin, was incorporated as a *société anonyme / naamloze vennootschap*, a Belgian limited liability company on 30 January 1976.

Before World War II, Socobelge SA., then a subsidiary of Cofinindus SA, had a claim on the Greek state concerning the pre-war supply of railway rails used for the line Athens-Thessaloniki. An arbitral decision of 25 July 1936, ratified in 1939 by the International Court of Justice in Den Haag (then, the Permanent Court of International Justice) had validated such claim for an amount of USD 4 million at that time, default interests included. World War II prevented Socobelge SA to enforce the arbitral decision. In 1959, an agreement was achieved between the Greek government and the Belgian government to obtain such enforcement, with the restriction that this amount had to be invested in Greece by Socobelge SA. Viohalco Hellenic was selected among other Greek companies for this purpose and as a result Socobelge SA became a shareholder of Viohalco Hellenic for one third of the capital. In October 1972, Cofinindus SA was acquired by Compagnie Lambert pour L'Industrie et la Finance SA, predecessor of the current GBL SA. Shortly before this, Cofinindus SA had transferred to the major shareholders of Viohalco Hellenic half of its interests in its Greek investment. Compagnie Lambert pour L'Industrie et la Finance SA then only acquired one-sixth of Viohalco Hellenic. In January 1976, Compagnie Bruxelles Lambert SA, successor of Compagnie Lambert pour L'Industrie et la Finance SA, incorporated Cofidin, which would gradually receive part of the participating interests held by CBL/GBL in Viohalco Hellenic's group. In 1983, GBL SA transferred Cofidin to the major shareholders of Viohalco Hellenic.

In August 2013, Cofidin Treasury Center SA, International Trade SA, Cofidilux SA and Cofialco SA, all affiliated companies of Cofidin, merged into Cofidin.

2.3.3 Share capital and main shareholders

As at the date of this Prospectus, Cofidin's share capital is set at EUR 45,092,466.89 million, divided into 87,736 shares without nominal value. The shares are issued in registered form. All the shares are freely transferable and fully paid up. Cofidin has only one class of shares.

Cofidin's share capital was modified in August 2013, in the context of the mergers by absorption of International Trade SA, Cofidin Treasury Center SA, Cofidilux SA and Cofialco SA, then affiliated companies of Cofidin. Following such mergers, Cofidin's share capital was brought from EUR 1,512,500 to EUR 45,092,466.89.

No other changes were made to Cofidin's share capital for the period covered by the historical financial information provided in this Prospectus.

Cofidin is wholly owned, directly and indirectly, by Evangelos Stassinopoulos and Nicholaos Stassinopoulos, each for 50% of Cofidin's share capital. There is no shareholders' agreement among themselves and none of them is able to exercise alone control on the company.

2.3.4 Corporate purpose

Cofidin's corporate purpose is set out in Article 3 of its articles of association and reads (in translation from the French original) as follows:

"*The company's purpose is to take any financial, real estate and commercial operations, including the taking of any industrial participating interest, and the administration, management, control and development of these participating interests, brokerage in all matters, notably in insurance and maritime matters, commission, commercial representation.*

The company's purpose also is the exercise of the "financial institution" function within the group of affiliated or associated companies of which it is a member, whereby this function will only be exercised to the sole benefit of the members of said group. In relation thereto it can develop financial operations of any kind, as well as financial services such as, for example: (i) deposits and loans; (ii) hedging of *risks arising from fluctuations in currency exchange rates; and (iii) hedging of risks arising from fluctuations in interest rates.*

The company may also carry out any other activity of a preparatory or auxiliary nature for the members of the group, notably in the fields of investment analysis, financial consultancy, HR and IT management.

The company may provide for the management, supervision and control of all affiliated companies or with which it is linked by participating interests and all other companies, and grant all loans or guarantees to such companies in any form and for any duration whatsoever. It can function as director, manager or liquidator of another company.

It may achieve its purpose in any place, in all ways and in such manner as it may deem most appropriate.

It may, in general, in Belgium and abroad, carry out any commercial, financial, movable and immovable acts, transactions or operations which directly or indirectly, in whole or in part, are connected to its corporate purpose, or which would likely facilitate or develop its realisation.

By way of contribution, merger, subscription or in any other way, the company may also take participating interests in any undertakings, associations or companies having a similar, analogue or related purpose, or having a purpose likely to promote the company's purpose."

2.3.5 Business overview

Cofidin is a company whose activities concentrate in investing in securities and financial instruments and in managing the participations in such securities and financial instruments. Its main participation consists in participations in Viohalco Hellenic and certain of its subsidiaries representing in the aggregate EUR 66.9% of Cofidin's total assets as at 31 December 2012. As at 31 December 2012, the securities and financial instruments other than those held by Cofidin in Viohalco Hellenic and certain of its subsidiaries, represented 32.1% of Cofidin's total assets, and such participations comprised securities and financial instruments following mainly invested in corporate and sovereign bonds, and shares.

Since August 2013, following the merger with Cofidin Treasury Center SA, Cofidin became the owner of a property consisting in an office complex located at 30 Avenue Marnix, 1000-Brussels, Belgium.

2.3.6 Organisational structure

As at the date of this Prospectus, and following the merger by absorption of International Trade SA, Cofidin Treasury Center SA, Cofidilux SA and Cofialco SA in August 2013, Cofidin's sole subsidiaries are CLUJ International Trade SA, a company incorporated under Romanian law, in which Cofidin holds 100% of the share capital, and Flokos SA, a company incorporated under Greek law, in which Cofidin holds 83.12% of the share capital. CLUJ International SA is a company that was incorporated in Romania with the view to acquire an industrial ground for the subsidiaries of Viohalco Hellenic. Though the negotiations did not go through, it was deemed appropriate to keep it in view of another future acquisition. Flokos SA is active in the business of the shipping industry, more specifically in the challenging area of chartering luxury yachts within the greater Mediterranean Area.

3. SELECTED FINANCIAL INFORMATION PRIOR TO THE MERGERS

3.1 Key figures of the Company

The following tables present the Company's unaudited selected financial information as at 30 June 2013 in accordance with generally accepted accounting principles in Belgium. This unaudited selected financial information has been reviewed by Renaud de Borman Réviseur d'entreprises SPRL as indicated in its review report included in Chapter I (Independent auditor's report on the pro forma financial information) on page PF-3 of the Annex (Pro forma financial information) to this Prospectus.

As the Company was incorporated recently and has not conducted any operations other than organisational activities, preparation of the Mergers and the Listing, only balance sheet data is presented in the table below.

Selected statement of balance sheet data

Amounts in euro	**As at 30 June 2013**
Total Assets	61,963
Total equity	60,110
Total liabilities	1,853
Total equity and liabilities	61,963

3.2 Key figures of Viohalco Hellenic

The following tables present Viohalco Hellenic's consolidated selected financial information that has been derived from its audited consolidated financial statements (including the notes thereto) as of and from the years ended 31 December 2010, 2011 and 2012, prepared in accordance with IFRS, and the unaudited interim condensed consolidated financial statements (including the notes thereto) as of and for the six months ended 30 June 2013, prepared in accordance with IAS 34 "Interim Financial Reporting". Viohalco Hellenic's annual financial statements have been audited by KPMG, its auditor. Viohalco Hellenic's unaudited interim condensed consolidated financial statements have been reviewed by KPMG, its auditor. For further information, please refer to Part XIV (Documents incorporate by reference) of this Prospectus on page 177.

The selected consolidated financial information presented below should be read in conjunction with Part VI (Operating and financial review) and Viohalco Hellenic's unaudited interim condensed consolidated financial statements as of and for the six months ended 30 June 2013, and its audited consolidated financial statements as of and for the years ended 31 December 2010, 2011 and 2013. For further information on these financial statements, please refer to Part XIV (Documents incorporated by reference) of this Prospectus on page 177.

Selected consolidated statement of balance sheet data

	Six months ended 30 June		**Year ended 31 December**		
Amounts in million euro	**2013**	**2012**	**2012**	**2011**	**2010**
Non-current Assets	1.932	1.966	1.934	1.994	1.981
Current Assets	1.452	1.628	1.49	1.637	1.58
Total assets	3.384	3.594	3.425	3.631	3.56
Total equity	1.389	1.535	1.502	1.568	1.633
Long-term liabilities	479	513	601	718	719
Short-term liabilities	1.516	1.546	1.321	1.345	1.208
Total liabilities	1.995	2.059	1.923	2.063	1.927
Total equity and liabilities	3.384	3.594	3.425	3.631	3.56

Selected consolidated income statement data

Amounts in million Euros unless otherwise stated	Six months ended 30 June		Year ended 31 December		
	2013	**2012**	**2012**	**2011**	**2010**
Sales	1,509.83	1,739.36	3,316.8	3,535.7	2,958.4
Cost of goods sold	(1,424.76)	(1,614.67)	(3,088.0)	(3,264.10)	(2,713.7)
Gross Profit	85.08	124.69	228.8	271.6	244.7
Other income	16.58	19.05	41.6	33.7	27.0
Distribution expenses	(58.42)	(69.75)	(135.5)	(151)	(137.3)
Administrative expenses	(40.97)	(45.62)	(86.4)	(82.6)	(77.5)
Other expenses	(19.29)	(18.15)	(34.8)	(39.0)	(39.7)
Operating results	(17.02)	10.23	13.6	32.7	17.3
Financial income	4.60	4.45	10.3	9.1	9.8
Financial expenses	(46.23)	(51.56)	(100.1)	(91.2)	(57.0)
Income from dividends	0.03	0.06	0.06	0.05	0.03
Net financial result	(41.61)	(47.04)	(89.7)	(82.1)	(47.1)
Profits from associate companies	1.2	(0.28)	1.2	2.4	1.0
Loss before income tax	(57.43)	(37.10)	(75.0)	(47.1)	(28.8)
Income tax	(41.83)	(2.73)	(1.4)	(9.9)	(2.8)
Year loss	(99.27)	(39.82)	(76.3)	(56.9)	(31.6)
Basic and diluted earnings per share (*in euro per share*)	(0.3435)	(0.13)	(0.2512)	(0.2139)	(0.1049)
Attributable to:					
Owners of the parent company	(68.53)	(26.36)	(50.14)	(42.67)	(20.93)
Non-controlling interest	(30.74)	(13.47)	(26.24)	(14.27)	(10.69)

Selected consolidated statement of cash flows data

Amounts in euro	Six months ended 30 June		Year ended 31 December		
	2013	**2012**	**2012**	**2011**	**2010**
Net cash flows from operating activities	(17.28)	31.23	105.3	58.7	(39.3)
Net cash flows from investment activities	(70.66)	(31.34)	(62.3)	(64.2)	(106.6)
Net cash flows from financing activities	40.22	(26.60)	(72.0)	49.6	152.3
Net increase (decrease) in cash	(47.72)	(26.71)	(28.99)	44.09	6.44

3.3 Key figures of Cofidin

The selected unaudited pro forma consolidated financial information of Cofidin presented below for the year ended 31 December 2012 and the six months ended 30 June 2013 has been extracted from Cofidin's pro forma consolidated financial information, included in Chapter IV (Cofidin pro forma consolidated financial information) on page PF-44 of the Annex (Pro forma financial information) to this Prospectus.

The unaudited pro forma consolidated information of Cofidin includes, in the opinion of the Company's management, all significant adjustments necessary to reflect Cofidin's pro forma financial results for the periods indicated in accordance with the assumptions and notes described herein. The *pro forma adjustments are based on estimates, currently available information and certain assumptions that the Company's management believes are reasonable. The unaudited pro forma consolidated information of Cofidin for the periods indicated has been reported on by Renaud de Borman Réviseur d'entreprises SPRL as indicated in his review report included in Chapter I (Independent auditor's report on the pro forma financial information) on page PF-3 of the Annex (Pro forma financial information) to this Prospectus.*

The selected unaudited pro forma consolidated financial information of Cofidin presented below has been prepared in accordance with general accepted accounting principles in Belgium and is intended for illustrative purposes only, addresses a hypothetical situation, does not purport to represent the historical results of operations and financial position that would have been actually obtained during the periods presented and is not necessarily indicative of results expected in future periods. Such pro forma financial information has been established on the basis of a full calendar year to allow the establishment of the pro forma consolidation financial statements of the Company as at that dates. The historical financial statements of Cofidin and the entities that merged into Cofidin in August 2013 were established for the year ended 30 September 2010, 2011 and 2012. Such historical financial statements are not provided in this Prospectus as they would not reflect Cofidin's present results of operations and activities. Historical financial information for the years ended 30 September 2010, 2011 and 2012 of each of Cofidin and the aforementioned absorbed companies is available upon request and can be obtained at info@viohalco.com.

Selected pro forma consolidated statement of balance sheet data

Amounts in million of euro	**Six months ended 30 June 2013**	**Year ended 31 December 2012**
Non-current Assets	192.0	181.2
Current Assets	7.1	6.2
Total Assets	199.1	187.4
Total equity	198.7	187.1
Long-term liabilities	0.0	0.0
.Short-term liabilities	0.4	0.3
Total liabilities	0.4	0.3
Total equity and liabilities	199.1	187.4

Selected pro forma consolidated income statement data

Amounts in million of euro	**Six months ended 30 June 2013**	**Year ended 31 December 2012**
Sales	0	0
Costs of goods sold	0	0
Gross profit	0	0
Other income	0	0
Distribution expenses	0	0
Administrative expenses	(0.5)	(0.5)
Other expenses	(0.8)	0
Operating result	(1.2)	(0.5)
Financial income	11.6	18.3
Financial expenses	0	(0.1)

Amounts in million of euro	**Six months ended 30 June 2013**	**Year ended 31 December 2012**
Income from dividends	0.8	1.0
Net financial result	12.4	19.2
Profit from associate companies	0	0
Profit before income tax	11.1	18.7
Income tax	0	0
Year Profit	11.1	18.7

4. TERMS OF THE MERGERS

4.1 The Cross-Border Merger

4.1.1 Overview of the Cross-Border Merger

The board of directors of Viohalco Hellenic and the Board of Directors of the Company, Viohalco Hellenic's 65% subsidiary, at their respective sessions held on 13 and 16 September 2013, approved the common draft terms of merger relating to the cross-border merger by absorption of Viohalco Hellenic by the Company (the ***Cross-Border Merger***).

The common draft terms of merger have been prepared jointly and executed by the members of the Board of Directors of the Company and the board of directors of Viohalco Hellenic in accordance with article 772/6 of the Belgian Companies Code and the Greek law 3777/2009 in conjunction with articles 68, §2 and 69 to 77a of the Greek Codified Law 2190/1920.

The common draft terms of merger will be submitted to the respective shareholders' meeting of the Company and Viohalco Hellenic for their approval on 12 November 2013, pursuant to article 772/11 of the Belgian Companies Code, 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 both companies. In addition, further to the new article 17, §5 of the Greek law 3371/2005, the voting majority to approve the Cross-Border Merger by Viohalco Hellenic's shareholders' meeting has been set at 90% of all shares of Viohalco Hellenic. Viohalco Hellenic will aim at reaching such majority at its shareholders' meeting of 12 November 2013. If, at such meeting, the applicable quorum is not reached, the meeting will be adjourned and a second meeting will be convened on 25 November 2013. If the applicable quorum is not reached at such second meeting, the meeting will be adjourned and a third meeting will be convened on 6 December 2013. The shareholders' meeting of the Company will take place on the same date as that of the shareholders' meeting of Viohalco Hellenic, provided that the Cross-Border Merger has been approved on that day by Viohalco Hellenic's shareholders' meeting. The Company and Viohalco Hellenic will make a press release in due course to inform the market if any adjournment has to take place.

In accordance with article 772/7 of the Belgian Companies Code, the common draft terms of merger for the Cross-Border Merger have been filed with the registry of the Commercial Court of Brussels and have been 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 Company and of Viohalco Hellenic (i.e., on 27 September 2013). In accordance with article 4 of the Greek Law 3777/2009, the common draft terms of merger for the Cross-Border Merger have been filed with the General Commercial Registry (G.E.M.I.) of the Ministry of Development and Competitiveness in Greece at least one month before a decision on the proposed Cross-Border Merger can be taken at the shareholders' meeting of Viohalco Hellenic and such filing has been published in the Greek Government Gazette in accordance with Greek law (i.e., on 1 October 2013).

The common draft terms of merger, the reports issued by the Board of Directors of the Company and the board of directors of Viohalco Hellenic on the common draft terms of merger, the report issued by the common expert in its capacity as independent expert of the Company and Viohalco Hellenic in application of article 772/9, §2 of the Belgian Companies Code and article 6 of the Greek Law 3777/2009, are available on the Company's website (www.viohalco.com) and Viohalco Hellenic's (www.viohalco.gr).

4.1.2 Effectiveness of the Cross-Border Merger

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

4.1.3 Exchange ratio

In order to facilitate the transaction for the benefit of the shareholders of Viohalco Hellenic in the context of the Cross Border Merger, it is proposed that one share of the Company be issued in exchange for one share in Viohalco Hellenic, without any additional cash compensation. For the purpose of the Cross-Border Merger, each share in Viohalco Hellenic has been valued at EUR 5.49, which value per share results from the total valuation of Viohalco Hellenic set at EUR 1,095,112,760 divided by the total number of shares of Viohalco Hellenic currently outstanding.

By issuing one share of the Company for each share of Viohalco Hellenic, the existing shareholders of the Company would have suffered an economic loss since each currently outstanding share of the Company has a higher value than each outstanding share of Viohalco Hellenic. In order to avoid such a consequence, the share capital of the Company was redenominated through a stock split on 24 October 2013. Such stock split was computed on the basis of the relative values of the merging companies as further described in the common draft terms of merger and, accordingly, led to a split by a factor of 17.66611873. This factor stems from the division of (i) the current value per share of the Company set at EUR 96.9869918699 by (ii) the value of Viohalco Hellenic share set at EUR 5.49. As a result, the total number of outstanding Shares in the Company increased from 615 to 10,865 Shares (after rounding down to the immediately lower round number), prior to the Cross Border Merger.

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

Since Viohalco Hellenic will own 7,031 Shares in the Company after the stock split mentioned above (corresponding to the 398 Shares it currently owns in the Company), the Company will acquire 7,031 of its own Shares as a result of the Cross-Border Merger. In accordance with article 623 of the Belgian Companies Code, a non distributable reserve will be created up to an amount equal to the value of the Company's Shares acquired by the Company as a result of the Cross-Border Merger (i.e., EUR 39,800). It will be proposed to the shareholders' meeting of the Company to proceed to the immediate cancellation of such own Shares and to impute such cancellation on the non distributable reserve that has been created.

Taking into account (i) the stock split described above, (ii) the issue of the new Shares of the Company and (iii) the cancellation of the new Shares issued to the Company itself as described in the preceding paragraph, the share capital of the Company after the Cross-Border Merger will amount to EUR 59,903,727.30 divided in 199,477,925 Shares without nominal value.

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

– 3,834 Shares out of 199,477,925 will be held by the existing shareholders of the Company pre-merger; and

– the remaining 199,474,091 Shares will be held by the existing shareholders of Viohalco Hellenic pre-merger.

4.1.4 Methods used to determine the exchange ratio

The value of the Company has been determined based on its net asset value (i.e., EUR 59,647 as at 30 June 2013). Since the only asset of the Company consist in its capital on incorporation minus incorporation costs, its value is minimal as compared to the value of Viohalco Hellenic.

Since Viohalco Hellenic is a listed company, the valuation of Viohalco Hellenic has been determined based on (a) the estimated value taking into consideration the discounted cash flows approach (the ***DCF Method***), which is the primary method that has been used for the three main group of companies, i.e., Elval SA, Halco SA and Sidenor SA and the adjusted net asset value method (the ***Adjusted Net Asset Value Method***), which has been used for the valuation of less significant companies, and (b) a market value estimate following the stock market analysis method applied based on Viohalco Hellenic's market price (the ***Stock Market Analysis Method***).

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

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

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

The following paragraphs provide a description of these two methods.

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

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

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

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

Assets	**Value of participation (in Euro unless otherwise stated)**
Elval Group	490,228,206
Sidenor Group	306,066,223
Halcor Group	155,458,869
Noval	81,434,870
Other assets – Operational(1)	118,740,825
Other assets – Non Operational	98,773,558
Estimated value of Viohalco Hellenic	**1,250,702,551**
Number of shares	**199,474,091**

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

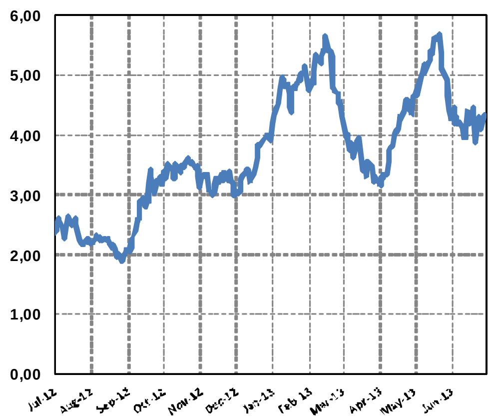
Based on the outcomes of valuations as described above, the value of Viohalco Hellenic would amount to EUR 1,250,702,551 or EUR 6.27 per share as at 30 June 2013.

– Valuation of Viohalco Hellenic following the Stock Market Analysis Method

For the purpose of calculating the average stock market price of Viohalco Hellenic and determining a range of market values, the Boards have used the volume weighted averages per trading days of the last one, three and six months. Over the last six months leading to 30 June 2013, the market price of Viohalco Hellenic's stock reached the minimum value of EUR 3.14 (on 2 April 2013) and the maximum value of EUR 5.70 (on 22 May 2013).

Based on the analysis of the share price evolution over the last six months, the range of applicable market prices is between EUR 4.18 and EUR 4.41 with a central price of EUR 4.32.

The market value in the context of the Cross-Border Merger will be based on the market price of Viohalco Hellenic and will also be broken down to the averages of the last 20, 60, 120 and 251 trading days, to determine a range of market values.



Spot price 28.06.2013: €4,34

Minimum value: €3,14 2/4/2013

Maximum value: €5,70 22/5/2013

Volume weighted average price

1-month €4,18

3-month €4,38

6-month €4,41

Range of market prices: €4,18 - €4,41

Central price: €4,32

– Resulting valuation of Viohalco Hellenic

As shown in the following tables, based on the combination of the outcomes of the two methods outlined above, the value of Viohalco Hellenic amounts to EUR 1,095,112,760 or EUR 5.49 per share.

Valuation method	Estimated value (EUR)	Weight	Weighted value (EUR)
DCF / ANAVM(1)	1,250,702,551	60%	750,421,531
Stock Market Analysis	861,728,073	40%	344,691,229
Total		**100%**	**1,095,112,760**

Valuation method	Estimated share value (EUR)	Weight	Weighted share value (EUR)
DCF / ANAVM(1)	6.27	60%	3.76
Stock Market Analysis	4.32	40%	1.73
Total		**100%**	**5.49**

(1) Adjusted Net Asset Value Method

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

– it is quite difficult to construct a representative and adequate benchmark set of comparable peers in terms of size, markets, product range and countries of operations; and

– these methods fail to take into consideration the impact of the sovereign crisis and the high cost of equity of the Greek economy.

4.1.5 Share exchange procedure

Please refer to Part IX (*Listing and delivery of the Shares*), section 2 (*Form of the Shares and delivery*) on page 157 for details on the share exchange procedure in the framework of the Cross-Border Merger.

4.1.6 Effect of the Cross-Border Merger

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

The Company has incorporated a Greek branch under the trade name “Erasmus International SA, Greek Branch”, registered in the General Commercial Registry (G.E.M.I.) of the Athens Chamber of Commerce and Industry under number 126701201001 (the ***Greek Branch***). On 10 October 2013, the Company decided to transfer the registered seat of the Greek Branch at 16 Chimaras, Marousi, 15125 Athens, Greece. Further to the change of name of the Company (previously knows as “Erasmus International SA”) in “Viohalco SA”, the Greek Branch shall be renamed “Viohalco SA Greek Branch” prior to the date of the Cross-Border Merger. Concomitantly to the Cross-Border Merger becoming effective, the Company shall allocate all assets (including all shareholdings held Viohalco Hellenic) and liabilities of Viohalco Hellenic to the Greek Branch, in accordance with articles 1, 4 and 5 of the Greek Law 2578/1998.

4.1.7 Contemplated effects of the Cross-Border Merger on employment

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

4.1.8 Date as of which the new shares entitle their owner to profits

The former shareholders of Viohalco Hellenic will be entitled to participate in the profits of the Company for each financial year, including the year ending on 31 December 2013. There are no other special arrangements with respect to participation in the profits of the new Shares issued by the Company upon completion of the Cross-Border Merger.

4.1.9 Date of accounting effects of the Cross-Border Merger

For accounting purposes, all transactions of Viohalco Hellenic are deemed to be taken for the account of the Company as from 1 July 2013.

4.1.10 Creditors' rights

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

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

More detailed information on creditors' rights can be obtained at info@viohalco.com.

4.2 The Domestic Merger

4.2.1 Overview of the Domestic Merger

The board of directors of Cofidin and the Board of Directors of the Company, at their respective sessions held on 16 September 2013, approved the common draft terms of merger relating to the domestic merger by absorption of Cofidin by the Company (the ***Domestic Merger***).

The common draft terms of merger were prepared and executed by the members of the Board of Directors of the Company and the board of directors of Cofidin in accordance with article 693 of the Belgian Companies Code.

The common draft terms of merger will be submitted to the respective shareholders' meetings of the Company and of Cofidin for their approval on 12 November 2013, pursuant to article 699 of the

Belgian Companies Code and the respective provisions of the articles of association of both merging companies.

In accordance with article 693 of the Belgian Companies Code, the common draft terms of merger have been filed with the registry of the commercial court of Brussels and have been published in the Annexes to the Belgian State Gazette at least six weeks before a decision on the proposed merger can be taken at the respective shareholders' meetings of the Company and of Cofidin (i.e., on 27 September 2013).

The common draft terms of merger, the reports issued by the Board of Directors of the Company and the board of directors of Cofidin on the common draft terms of merger, the report issued by the designated auditor of the Company and the report issued by the statutory auditor of Cofidin are available on the Company's website (www.viohalco.com).

4.2.2 Conditions and effectiveness of the Domestic Merger

The shareholders' approval of the Domestic Merger will be conditional upon the approval of the Cross-Border Merger. Accordingly, the completion of the Domestic Merger shall be conditional upon:

- the Cross-Border Merger being approved by the shareholders' meetings of the Company and the shareholders' meeting of Viohalco Hellenic; and

- the Domestic Merger being approved by the shareholders' meetings of the Company and the shareholders' meeting of Cofidin.

The Domestic Merger will take effect on the day following the date on which the Cross-Border Merger is effective, i.e. on the day following the date on which the designated notary in Belgium competent to scrutinise the legality of the Cross-Border Merger (i) shall have received from the Greek Ministry of Development and Commerce 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 receipt of such Pre-Merger Certificate, shall have certified that the Cross-Border Merger is completed.

4.2.3 Exchange ratio

In the context of the contemplated Domestic Merger, based on the respective values of the Company (after the Cross-Border Merger) and Cofidin that are further described in Part XIV (*Documentation on the Mergers*) of this Prospectus, it is proposed that a number equal to 531.93887 Shares of the Company will be issued to the shareholders of Cofidin in exchange for one share in Cofidin. Shareholders of Cofidin who would hold a number of shares in Cofidin such that they would receive a fractional number of the Company's Shares through the application of this exchange ratio will receive a number of the Company's Shares equal to such fractional number rounded down to the immediately lower round number.

The Domestic Merger will result in a capital increase of the Company by an amount of EUR 45,092,466.89 so as to increase the capital from EUR 59,903,727.30 to EUR 104,996,194.19 through the issue of 46,670,187 new Shares of the Company to the shareholders of Cofidin, so as to bring the total number of Shares in the Company to 246,148,112 Shares, in accordance with the exchange ratio.

Since Cofidin will own 26,536,804 Shares in the Company as a result of the Cross-Border Merger, corresponding to the 26,536,804 Shares it held in Viohalco Hellenic prior to the Cross-Border Merger, the Company will acquire 26,536,804 of its own Shares as a result of the Domestic Merger. In accordance with article 623 of the Belgian Companies Code, a non-distributable reserve will be created up to an amount equal to the carrying value of the Company's Shares acquired by the Company as a result of the Domestic Merger computed in accordance with Belgian GAAP (i.e., EUR 115,169,729) by way of deduction from the reserves and carried-forward profits. It will be proposed to the shareholders' meeting of the Company to proceed to the immediate cancellation of such Shares and to impute such cancellation on the non distributable reserve that has been created.

Taking into account (i) the number of outstanding Shares of the Company after the Cross-Border Merger and the cancellation of 7,031 Shares of the Company acquired by the Company in the context of the Cross-Border Merger, (ii) the issue of the new Shares by the Company, and (iii) the cancellation of the new Shares issued to the Company itself as described in the preceding paragraph, the share capital of the Company after the Domestic Merger will amount to EUR 104,996,194.19 divided in 219,611,308 Shares without nominal value.

4.2.4 Methods used to determine the exchange ratio

With respect to the Company, the value to be taken into account for the Domestic Merger has been based on the value of the Company after the absorption of Viohalco Hellenic as determined in the context of the Cross-Border Merger. Such value of the Company is determined by adding the following:

– the value of the Company prior to the Cross-Border Merger (i.e., EUR 59,647); this value was determined on the basis of the net asset value of the Company; and

– the value of Viohalco Hellenic computed in the context of the Cross-Border Merger (i.e., EUR 1,095,112,760); this value was determined on the basis of the discounted cash flows (DCF) method and the stock market analysis method.

Since the main assets of Cofidin are the participation interest in the Company of approx. 13% and the participation interests in predominantly liquid securities, the value of Cofidin, has been determined based on the adjusted net asset value method. The adjusted net asset value of Cofidin amounts to EUR 256,219,337 and can be summarised as follows (in EUR):

Cofidin	**Values**
Participating interest Viohalco Hellenic[1]	145,687,054
Investments in subsidiaries of Viohalco Hellenic being Elval SA, Halcor SA, Sidenor SA and Corinth Pipeworks SA	42,101,549
Other equity investments	18,638,566
Other debt instruments	41,152,139
Other assets/(liabilities)	8,640,028
Total value	256,219,337
Value per shares	2,920.3444

(1) The participating interest to Viohalco Hellenic of EUR 145,687,054 and the investments in subsidiaries of EUR 42,101,549 have been estimated by multiplying the participation of Cofidin in each of these groups with the weighted average value of these groups as estimated by considering a 60%/40% share between the valuation results of the DCF method and the method based on market value.

(2) Excluding accrued interests.

(3) Other equity instruments include a 83.12% investment in Flokos SA which has been valued at its market value of EUR 1,256,394 instead of being valued at its value in use.

4.2.5 Share exchange procedure

Please refer to section 2 (*Form and the Shares and delivery*) of Part IX (*Listing and delivery of the Shares*) on page 157 for details on the share exchange procedure in the framework of the Domestic Merger.

4.2.6 Effect of the Domestic Merger

As a result of the Domestic Merger, the Company shall acquire all assets and liabilities of Cofidin by way of a universal transfer and will substitute automatically Cofidin in all its legal rights and obligations. Cofidin will be dissolved without liquidation.

4.2.7 Contemplated effects of the Domestic Merger on employment

Cofidin currently has no employees.

4.2.8 Date as of which the new shares entitle their owner to profits

The former shareholders of Cofidin will be entitled to participate in the profits of the Company for each financial year, including the year ending on 31 December 2013. There are no other special arrangements with respect to participation in the profits of the new Shares issued by the Company upon completion of the Domestic Merger.

4.2.9 Date of accounting effects of the Domestic Merger

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

4.2.10 Creditors' rights under Belgian law

In accordance with article 684 of the Belgian Companies Code, creditors of the Company and creditors of Cofidin can request additional security in relation to outstanding claims that existed prior to publication in the Annexes to the Belgian State Gazette of the deed establishing completion of the Cross-Border Merger within two months from such publication.

The Company, to which the claim has been transferred and, as the case may be, Cofidin, can each set aside the request by settling the claim at its fair value after deduction of a discount.

In the absence of an agreement or if the creditors remains unpaid, the request is referred to the president of the commercial court in the judicial district of the debtor's registered office who will determine if a security is to be provided and the time limit within which such security must be set as the case may be. If the security is not provided within the set timeframe, the claim shall immediately become due and payable.

More detailed information on creditors' rights can be obtained at info@viohalco.com.

PART V: INFORMATION ABOUT THE COMPANY UPON COMPLETION OF THE MERGERS

1. OVERVIEW

1.1 General

1.2 Share capital

On the date of this Prospectus, the Company's share capital amounts to EUR 61,500 represented by 10,865 Shares without nominal value. The capital is fully paid up.

Upon completion of the Mergers, under the indicative table on or about 16 November 2013 the Company's share capital will amount to EUR 104,996,194.19 represented by 219,611,308 Shares without nominal value. In particular, 199,474,091 new Shares in the Company will be delivered to the shareholders of Viohalco Hellenic in exchange for their shareholdings in Viohalco Hellenic and 46,670,187 new Shares in the Company will be delivered to the shareholders of Cofidin in exchange for their shareholdings in Cofidin.

1.3 Business overview

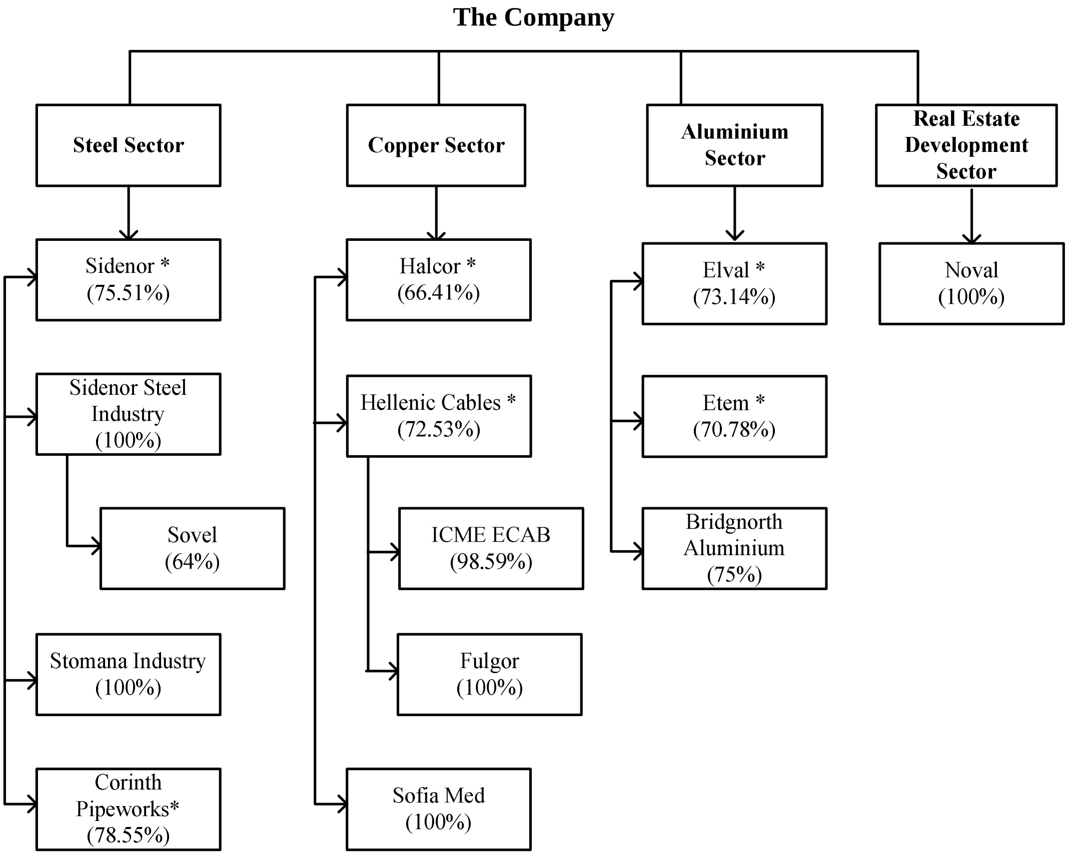
Upon completion of the Mergers, the Company will be the holding company of the Group, consisting of Viohalco Hellenic's and Cofidin's present subsidiaries as listed in Part IV (*The Mergers*), sections 2.2.7.2 (*Information on the subsidiaries*) and 2.3.6 (*Organisational structure*) of this Prospectus. The Group will be active in the fields of steel, copper, and aluminium production, processing and trade, as well as in the real estate development sector. The Company will pursue the business activities of Viohalco Hellenic and Cofidin in the same manner as these were operated prior to the Mergers. Details on Viohalco Hellenic's and Cofidin's business activities can be found in Part IV (*The Mergers*), sections 2.2.6 (*Business overview*) and 2.3.5 (*Business overview*) of this Prospectus.

The Greek Branch will hold the Company's business assets in Greece.

For information about past investments for the period 2010-2012 and future investments of the Group, please refer to Part IV (*The Mergers*), section 2.2.6 (*Business overview*) on page 50 of this Prospectus.

1.4 Organisational structure

1.4.1 Organisation chart



** Listed on the Athex.*

The above table provides an overview of the Company's main participations per sector of activity. The percentages in the boxes below take into account the direct and indirect voting rights of the Company in such subsidiaries.

1.4.2 Information on the subsidiaries

Upon completion of the Mergers, it is expected that direct and indirect subsidiaries of Viohalco Hellenic and of Cofidin will become direct and indirect subsidiaries of the Company. The shareholding of the Company in such subsidiaries shall not be modified by virtue of the Mergers. Details on the shareholding and country of incorporation of such subsidiaries can be found in Part IV (*The Mergers*), sections 2.2.7.2 (*Information on the subsidiaries*) and 2.3.6 (*Organisational structure*) of this Prospectus.

2. MANAGEMENT AND CORPORATE GOVERNANCE

2.1 Overview

This section summarises the rules and principles by which the Company's corporate governance is organised, which are contained in the relevant legislation, the articles of association of the Company (the ***Articles of Association***) and the Corporate Governance Charter.

The Company adopted new Articles of Association at the shareholders' extraordinary general meeting held on 24 October 2013.

The Company is committed to high standards of corporate governance and relies on the Belgian Code on Corporate Governance of 12 March 2009 (the ***Corporate Governance C*****ode**) as a reference code. The Corporate Governance Code is based on a "comply or explain" approach. Belgian listed companies should follow the Corporate Governance Code, but may deviate from its provisions provided that they disclose the justification for any such deviation. The board of directors of the Company (the ***Board of Directors***) has adopted the Corporate Governance Charter on 24 October 2013. It will review the Company's corporate governance at regular intervals and adopt any changes deemed necessary and appropriate.

The Articles of Association and the Corporate Governance Charter will be made available on the Company's website (www.viohalco.com) and can be obtained free of charge at the Company's registered office after completion of the Mergers.

2.2 Board of Directors and executive management

2.2.1 Powers and responsibilities of the Board

The Board is vested with the power to perform all acts that are necessary or useful for the realisation of the Company's purpose, except for those actions that are specifically reserved by law or the articles of association to the shareholders' meeting or other management bodies.

In particular, the Board is responsible for:

– defining the general policy orientations of the Company and its subsidiaries;

– deciding on all major strategic, financial and operational matters of the Company;

– overseeing the executive management of the Company;

– taking all necessary measures to guarantee the quality, reliability, integrity and publication in due course of the Company's financial statements and other significant financial or non-financial information about the Company;

– monitoring and reviewing the effectiveness of the Audit Committee and the Remuneration and Nomination Committee;

– approving a framework of internal control and risk management set up by the executive management;

– monitoring the quality of the services provided by the external auditor(s) and the internal audit, taking into account the Audit Committee's assessment;

– approving the remuneration report; and

– all other matters reserved to the Board by the Belgian Companies Code.

Within certain limits, the Board is entitled to delegate part of its powers to the members of the executive management and to delegate special and limited powers to the CEO.

The Board can only validly deliberate provided at least five-sixth of its members is present or represented. Decisions of the Board can only be adopted with a majority of five-sixth of the members whether present or represented or not.

2.2.2 Composition of the Board

In accordance with article 9 of the Articles of Association, the Board of Directors may be composed of minimum five members and maximum fifteen members. As of the date of this Prospectus, the Board of Directors comprises 12 members.

Name	Position	Director since	Mandate expires
Nicholaos Stassinopoulos	Non-executive director, President	2013	2014
Jacques Moulaert	Executive director, Vice-President	2013	2014
Evangelos Moustakas.................	Executive director, CEO	2013	2014
Michail Stassinopoulos	Executive director	2013	2014
Ioannis Stassinopoulos..............	Executive director	2013	2014
Jean-Charles Faulx.....................	Executive director	2013	2014
Xavier Bedoret...........................	Non-executive and independent director	2013	2014
Efthimios Christodoulou	Non-executive and independent director	2013	2014
Jean-Jacques de Launoit............	Non-executive and independent director	2013	2014
Jean-Pierre de Launoit	Non-executive and independent director	2013	2014
Francis Mer................................	Non-executive and independent director	2013	2014
Rudolf Wiedenmann	Non-executive and independent director	2013	2014

The business address of the members of the board of directors is 30 avenue Marnix, B-1000 Brussels.

2.2.3 General information on the directors

Within the past five years, to the Company's knowledge, none of the members of the board of directors or of the senior managers:

– has been convicted in relation to fraudulent offences;

– has been associated with any bankruptcies, receiverships or insolvent liquidations while acting within the company concerned in the capacity of any of members of the administrative, management or supervisory bodies or as senior manager relevant to establishing that the company had the appropriate expertise and experience for the management of its business;

– has been subject of any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies); and

– has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company.

In the past five years preceding the date of this Prospectus, the directors have held the following directorships (apart from their directorship of the Company) and memberships of administrative, management or supervisory bodies and/or partnerships.

Nicholaos Stassinopoulos, non-executive director, President. Mr. Stassinopoulos holds a master degree from the Athens University of Economics. He served as vice-president and president of Viohalco Hellenic. In the past, Mr. Stassinopoulos was also a member of the board of the National Bank of Greece and the Eurobank-Ergasias Bank.

Jacques Moulaert, executive director, Vice-President. Mr. Moulaert holds a Ph.D in law from the Catholic University of Louvain (UCL) and a master degree in public administration from Harvard University. He serves as honorary managing director at Groupe Bruxelles Lambert SA and as honorary president of the board of ING Belgium SA/NV. He is the founder and honorary vice-president of the Louvain Foundation. In the past, Mr. Moulaert served as visiting professor at the Catholic University of Louvain (UCL).

Evangelos Moustakas, executive director, CEO. Mr. Moustakas joined Viohalco Hellenic group in 1957 and held various technical and managerial positions at the company, including president of the board of several subsidiaries, such as Hellenic Cables SA and Etem SA, of Viohalco Hellenic. He serves as president of the board of the Hellenic Copper Development Institute and he is a member in a considerable number of metals-related institutes abroad, such as ICA, IWCC and ECI, active in the development and promotion of copper and cable products around the world.

Michail Stassinopoulos, executive director. Mr. Stassinopoulos holds a master degree from the London School of Economics, a degree in management sciences from The City University and a master degree in shipping, trade and finance from The City University. He serves as a member of the executive committee of Viohalco Hellenic since 1995 and is a member of the board of Elval Hellenic Aluminium Industry SA. In the past, Mr. Stassinopoulos served as a member of the board of the Federation of Greek Industries and the Greek-Japanese Chamber of Commerce.

Ioannis Stassinopoulos, executive director. Mr. Stassinopoulos holds a master degree in management sciences from The City University and a master degree in shipping, trade and finance from The City University Business School. He serves as a member of The General Council of SEV (Hellenic Federation of Enterprises), The Young Presidents Organisation, and the board of Endeavor Greece. Mr. Stassinopoulos holds a managerial position at the Viohalco Hellenic group since 1995.

Jean-Charles Faulx, executive director. Mr. Faulx holds a master degree in economic sciences from the Catholic University of Louvain (UCL). He is a member of the board of Cofidin, Genecos SA (Paris), Terra Middle East (Dusseldorf), Base Metals (Istanbul), and Metal Agencies (London). Mr. Faulx also serves as CEO at Tepro Metall AG, a subsidiary of the Group, Studio58 SA and Promark SPRL. In the past, Mr. Faulx held various positions at Techno Trade SA, JCT Invest and Elval Automotive SA. He was also member of the board of International Trade SA and Cofidin Treasury Center SA prior to their their absorption by Cofidin in August 2013.

Xavier Bedoret, non-executive and independent director. Mr. Bedoret holds a master degree in law from the Catholic University of Louvain (UCL). He serves as internal auditor and member of the Audit and Risk Management Committee at Group GDF Suez. Prior to joining GDF Suez, he worked as a certified public accountant, senior bank and financial risk manager, and senior manager at KPMG (Brussels).

Efthimios Christodoulou, non-executive and independent director. Mr. Christodoulou holds a B.A. in economics from Halmiton College and a M.A. in economics from Columbia University. He served on the staff of the National Bureau of Economic Research (New York) and was a lecturer at New York University. Mr. Christodoulou also served the National Bank of Greece as Governor, the Union of Greek Banks as President, and the National Investment Bank for Industrial Development (ETEBA) as Director General. He acted as president of the board and CEO of Olympic Airways, as executive president of Hellenic Petroleum SA, and was a member of the European Parliament. He was Minister of Foreign Affairs and Minister of National Economy in Greece. Until June 2013, Mr. Christodoulou also served as president of EFG Eurobank. He is acting as president in various philanthropic institutions.

Jean-Jacques de Launoit, non-executive and independent director. Mr. de Launoit holds a master degree in political and social sciences from the Catholic University of Louvain (UCL). He serves as honorary managing director at Groupe Bruxelles Lambert SA and honorary director at Cockeril Sambre. He is president of the board of directors of Cofidin since its incorporation and honorary president of Chapelle Musicale Reine Elisabeth de Belgique.

Jean-Pierre de Launoit, non-executive and independent director. Mr. de Launoit holds a Ph.D in law from the Catholice University of Louvain (UCL). He serves as honorary vice-president and managing director of Groupe Bruxelles Lambert SA. He serves as an honorary vice-president at ING Belgium SA/NV. He serves as president of the board of AXA Belgium SA. He acts as president of the Queen Elisabeth Music International Competition and of Alliance Française Internationale.

Francis Mer, non-executive and independent director. Mr. Mer holds a master degree from Ecole Polytechnique and a master degree in engineering from Ecole des Mines. He serves as honorary president of Safran Group. In the past, Mr. Mer held various positions at Usinor Sacilor Group, including president of the board and CEO. He served as president of Cockerille Sambre, Eurofer, the European steelmakers association and the International Iron and Steel Institute. He has been president of the French Steel Federation, the National Technical Research Association, the EPE (Entreprise pour l'Environnement) and the Cercle de l'Industrie, and co-president of the board of Arcelor. Mr. Mer has been French Minister of economy, finance and industry from 2002 to 2004.

Rudolf Wiedenmann, non-executive and independent director. Mr. Wiedenmann holds a master degree in chemistry from Ludwig-Maximilians Universtät München and a PhD in natural sciences. He is a member of the board of Fulgor SA, ICME ECAB SA and Hellenic Cables SA. In the past, he worked in the research and development department, and served as a director in various departments of Siemens in Germany. He served as president in the energy cable department of Siemens and the European Association of Cable Manufacturers.

2.2.4 Executive management

The executive management of the Company is entrusted with the CEO and the executive vice-president. The CEO is appointed for a term of maximum one year by the Board of Directors of the Company. On 24 October 2013, the CEO, Evangelos Moustakas, was appointed for a term expiring on the date of the annual shareholders meeting of the Company deciding on the annual accounts for the year ending on 31 December 2013.

The CEO is vested with the day-to-day management of the Company. He is also entrusted with the execution of the resolutions of the Board of Directors and he represents the Company within the framework of its day-to-day management.

The Board of Directors, the committees of the Board and the CEO are assisted by Mr. Jacques Moulaert as executive vice-president, and Mr. Pantelis Mavrakis as finance director.

The business address for all members of the executive management of the Company is 30 avenue Marnix, B-1000 Brussels, Belgium.

2.2.5 Potential conflicts of interest

None of the members of the Board of Directors or the executive management has a potential conflict of interest between his/her duties to the Company and his/her private interests or any other duties he or she may have, except for any matters in relation to his/her management or employment agreement with the Company or any of its subsidiaries (if any) or with any (indirect) shareholder of the Company.

2.2.6 Remuneration of members of the Board of Directors and Board committees, and members of senior management

The remuneration of the members of the Board of Directors was decided by the shareholders' meetings of 24 October 2013 at an amount of EUR 25,000 for each director for the period up to the shareholders' meeting approving the annual accounts for the year ended 31 December 2013. From the date of incorporation of the Company to the date of this Prospectus, no payment was made by the Company to members of the Board of Directors for their mandate as director.

The remuneration of the members of the Board committees was decided by the shareholders' meetings of 24 October 2013 at an annual amount of EUR 25,000 for each member of such committees for the period up to the shareholders' meeting approving the annual accounts for the year ended 31 December 2013. From the date of incorporation of the Company to the date of this Prospectus, no payment was made by the Company to members of the Board committees.

The remuneration of the CEO shall be set by the Board of Directors based on the level of his daily management actions and his performance. From the date of incorporation of the Company to the date of this Prospectus, no compensation was paid to the CEO for his daily management functions.

A number of members of the Board of Directors hold executive functions within the Company or subsidiaries or affiliated companies of the Company and will be paid compensation for such executive functions by the Company or such subsidiaries or affiliated companies.

No contingent or deferred compensation has been paid by the Company to the members of the Board of Directors and the members of the senior management. As of the date of this Prospectus, no members of the Board of Directors have any service contracts with the Company that provide for benefits upon termination of employment.

2.2.7 Shareholdings and stock options of members of the Board of Directors or of members of the senior management

As of the date of this Prospectus, none of the directors owns Shares in the Company or stock options over such Shares, except for Count Jean-Jacques de Launoit who holds 18 Shares in the Company. Upon completion of the Mergers, none of the directors will own Shares in the Company or stock options over such Shares, except for (i) Count Jean-Jacques de Launoit who will hold 18 Shares in the Company, (ii) Mr. Nicholaos Stassinopoulos who will hold 32.27% of the Company's share capital, (iii) Mr. Michail Stassinopoulos who will hold 3.93% of the Company's share capital, and (iv) Mr. Ioannis Stassinopoulos who will hold 3.92% of the Company's share capital.

2.2.8 Committees of the Board

The Board of Directors has established two Board committees, which are responsible for assisting the Board of Directors and making recommendations in specific fields: the Audit Committee and the Remuneration and Nomination Committee. The terms of reference of these Board committees are primarily set out in the Corporate Governance Charter.

2.2.8.1 Audit Committee

The Board of Directors has established an Audit Committee in accordance with Article 526bis of the Belgian Companies Code. Such Audit Committee consists of the following members:

– Xavier Bedoret;

– Jean-Pierre de Launoit; and

– Efthimios Christodoulou, acting as president of the Audit Committee.

The Audit Committee advises the Board of Directors on accounting, audit and internal control matters, and shall in particular:

– monitor the financial reporting process;

– monitor the effectiveness of the Company's internal control and risk management systems;

– monitor the internal audit and its effectiveness;

- monitor the statutory audit (*contrôle legal/wettelijke controle*) of the annual and consolidated accounts, including any follow-up on any questions and recommendations made by the external auditor; and

- review and monitor the independence of the external auditor, in particular regarding the provision of additional services to the Company.

2.2.8.2 Remuneration and Nomination Committee

The Board of Directors has established a Remuneration and Nomination Committee in accordance with Article 526quater of the Belgian Companies Code. Such Remuneration and Nomination Committee consists of the following members:

- Jean-Pierre de Launoit;

- Francis Mer, and

- Nicholaos Stassinopoulos, acting as president of the Remuneration and Nomination Committee.

The Remuneration and Nomination Committee advises the Board principally on matters regarding the appointment and remuneration of directors and senior management and shall in particular:

- submit proposals to the Board for the remuneration of directors and executive management;

- submit a remuneration report to the Board;

- make recommendations to the Board with regard to the appointment of the directors, the CEO and the Vice-President;

- draft appointment procedures for board members and members of the executive management;

- periodically assess the composition and size of the Board and make recommendations to the Board with regard to any change;

- identify and nominate, for the approval of the Board, candidates to fill vacancies as they arise; and

- advise on proposals for appointment originating from shareholders.

3. EMPLOYEES

As at the date of this Prospectus, the Company has two employees and there are no arrangements in place allowing the employees of the Company to be involved in the capital of the Company.

Upon completion of the Mergers, the Company will have two additional employees whose employment contracts will have been transferred from Viohalco Hellenic to the Company in the framework of the Cross-Border Merger (the ***Transferred Employees***) and there is no intent as at the date of this Prospectus to have any arrangements in place allowing such employees to be involved in the capital of the Company. The Transferred Employees will be responsible for managing the Greek Branch. The personnel of the Company will be expanded in order to enable the Company to cover its new charges, obligations and duties resulting from the Mergers and the listing on Euronext Brussels. This expansion will be achieved in hiring new employees for the Company and/or in subcontracting to external services companies.

4. MAJOR SHAREHOLDERS

Upon completion of the Mergers, to the knowledge of the Company, the Shares held by major shareholders of the Company will be as follows:

(i) 42.81% will be held by Evangelos Stassinopoulos;

(ii) 32.27% will be held by Nicholaos Stassinopoulos;

(iii) 3.93% will be held by Michail Stassinopoulos; and

(iv) 3.92% will be held by Ioannis Stassinopoulos.

None of the shareholders listed in items (i) to (iv) above is acting in concert with any other of them nor with any other shareholder of the Company. Upon completion of the listing of the Company, the following transparency notifications are expected to be filed by these shareholders:

- Evangelos Stassinopoulos will file a transparency notification for a percentage representing 42.81% of the voting rights of the Company, which are held indirectly;

- Nicholaos Stassinopoulos will file a transparency notification for a percentage representing 32.27% of the voting rights of the Company, which are held directly and indirectly;

- Michail Stassinopoulos will file a transparency notification for a percentage representing 3.93% of the voting rights of the Company, which are held directly and indirectly; and

- Ioannis Stassinopoulos will file a transparency notification for a percentage representing 3.92% of the voting rights of the Company, which are held directly and indirectly.

In addition, it should also be mentioned that the following three companies owned by shareholders listed in items (i) to (iv) above hold shares of the Company :

(a) two companies owned 50% by Michail Stassinopoulos and 50% by Ioannis Stassinopoulos hold collectively 2.56% of the shares of the Company; and

(b) one company owned 50% by Nicholaos Stassinopoulos and 50% by Evangelos Stassinopoulos holds 3.9% of the shares of the Company.

In the case of each of the three companies mentioned in items (a) and (b), there is no shareholders' agreement among the shareholders and none of these shareholders is able to exercise alone control on these companies.

5. PROPERTIES

Please refer to Part IV (*The Mergers*), sections 2.2.6.6 (*Properties*) on page 74 and 2.3.5 (*Business overview*) on page 80 for information on Viohalco Hellenic's and Cofidin's properties respectively, which will be transferred to the Company as a result of the Mergers.

6. RESEARCH AND DEVELOPMENT

Please refer to Part IV (*The Mergers*), section 2.2.6.1(iii) (*Research and development and sustainable development*) on page 56 for information on research and development of Viohalco Hellenic's subsidiaries.

7. FINANCIAL INFORMATION CONCERNING THE COMPANY'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

7.1 Selected pro forma financial information

The selected unaudited pro forma consolidated financial information of the Company presented below for the year ended 31 December 2012 and the six months ended 30 June 2013 has been extracted from the Company's pro forma consolidated financial information, included in Chapter II (Viohalco pro forma consolidated financial information) on page PF-6, of the Annex (Pro forma financial information) to this Prospectus.

The unaudited pro forma consolidated information of the Company includes, in the opinion of the Company's management, all significant adjustments necessary to reflect the Company's pro forma financial results for the periods indicated in accordance with the assumptions and notes described herein. The pro forma adjustments are based on estimates, currently available information and certain assumptions that the Company's management believes are reasonable. The unaudited pro forma consolidated information of the Company for the periods indicated has been reported on by Renaud de Borman Réviseur d'entreprises SPRL as indicated in his review report included in Chapter I (Independent auditor's report on the pro forma financial information) on page PF-3 of the Annex (Pro forma financial information) to this Prospectus.

The selected unaudited pro forma consolidated financial information of the Company presented below has been prepared and is intended for illustrative purposes only, addresses a hypothetical situation, does not purport to represent the historical results of operations and financial position that would have been actually obtained during the periods presented and is not necessarily indicative of results expected in future periods.

Selected pro forma consolidated statement of balance sheet data

Amounts in million of euro	**Six months ended 30 June 2013**
Non-current Assets	1,995.4
Current Assets	1,458.0
Total Assets	3,453.4
Total equity	1,457.8
Long-term liabilities	479.0
Short-term liabilities	1,516.7
Total liabilities	1,995.7
Total equity and liabilities	3,453.4

Selected pro forma consolidated income statement data

Amounts in million of euro	**Six months ended 30 June 2013**	**Year ended 31 December 2012**
Sales	1,509.8	3,316.8
Costs of goods sold	(1,424.8)	(3,088.0)
Gross profit	85.0	228.8
Other income	16.5	44.6
Distribution expenses	(58.4)	(135.5)
Administrative expenses	(41.4)	(86.9)

Amounts in million of euro	**Six months ended 30 June 2013**	**Year ended 31 December 2012**
Other expenses	(20.0)	(34.9)
Operating results	(18.3)	16.1
Financial income	5.0	11.5
Financial expenses	(46.2)	(100.2)
Income from dividends	0.8	1.0
Net financial result	(40.4)	(87.7)
Profit from associate companies	1.2	1.2
Loss before income tax	(57.5)	(70.5)
Income tax	(41.8)	(1.4)
Profit/(loss) for the period	(99.3)	(71.9)
Profit/(loss) attributable to the shareholders of the parent	(71.2)	(46.8)
Pro forma earnings per share	(0.3242)	(0.2128)

7.2 Dividend policy

Being incorporated on 31 May 2013, the Company does not have any dividend distribution history. For the last three financial years, no dividends were distributed to the shareholders of Viohalco Hellenic and Cofidin.

Following the completion of the Mergers, it is the Board of Directors' present intention in the near future to reinvest any profits of the Company into the Company's business. This policy will be reviewed by the Board of Directors in due course and, if the policy changes, the Company will inform the market accordingly. No assurance can be given, however, that the Company will make dividend payments in the future. Such payments will depend upon a number of factors, including the Company's prospects, strategies, results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions and other factors considered relevant by the Board of Directors. Due to its interest and participation in a number of subsidiaries and affiliated companies, the Company's stand-alone income and its ability to pay dividends depends in part on the receipt of dividends and distributions from these subsidiaries and affiliated companies. The payment of dividends by these subsidiaries and affiliated companies is contingent upon the sufficiency of earnings, cash flows, and distributable reserves.

Pursuant to Belgian law, the calculation of amounts available for distribution to shareholders, as dividends or otherwise, must be determined on the basis of the Company's non-consolidated financial statements. In accordance with Belgian company law, the Company's articles of association also require that the Company allocate each year at least 5% of its annual net profits to its legal reserve, until the legal reserve equals at least 10% of the Company's share capital. As a consequence of these factors, there can be no assurance as to whether dividends or similar payments will be paid out in the future or, if they are paid, their amount.

7.3 Legal and arbitration proceedings

As at the date of this Prospectus, the Company is not engaged in any governmental, legal or arbitration proceedings which may have, or have had in the recent past significant effects on its financial position or profitability. The Company is not aware of any pending or threatened governmental, legal or arbitration proceedings which may have significant effects on its financial position or profitability.

Following completion of the Mergers, the Company will be a party to various claims and legal proceedings that arise in the course of its business. At present, however, the Company expects that none of these claims or proceedings will have a material adverse effect on its business, financial condition or results of operations.

7.4 Significant changes in the Company's financial or trading position

The consolidated turnover of the Group, for the first half of 2013, amounted to EUR 1,510 million, while results before taxes and minority rights amounted to a loss of EUR 57.4 million. The financial results were mostly affected by the high energy cost, further burdened with consumption taxes, impacting on the competitiveness of the subsidiaries, by the increased financial costs, the slowdown in the Eurozone economies and the deep recession that the Greek economy faces. The net consolidated results for the period were one-off charged with the amount of EUR 36.3 million, due to the deferred tax loss, resulting from the increase in the taxation rate, from 20% to 26%. Finally, the consolidated net results after taxes and minority rights amounted to EUR 68.5 million loss (EUR -0.3435 loss per share).

In the steel sector, the strengthening of the competitiveness of Sidenor SA and its subsidiaries and the effective actions to reduce operating costs helped to partially offset the consequences of the continuing negative economic conditions, prevailing in the Greek economy and in the steel industry in particular, with the construction activity declining even further than in 2012. In particular, consolidated sales decreased by 29.5% standing in the first half of 2013 at EUR 405.1 million compared to EUR 574.8 million last year. Consolidated results after tax and minority rights stood in the first half of 2013 at losses of EUR 43.2 million (or losses of EUR 0.4488 per share) compared to losses of EUR 34.5 million (or losses of EUR 0.3585 per share) in the respective period in 2012. Additionally, the increase in the corporate income tax rate (from 20% to 26%) and the recalculation of deferred tax resulted in an additional one-off deferred tax loss of EUR 13.6 million which fully burdened the results of the first half of 2013. Alongside, of pivotal importance is the fact that the steel sector continues to show significant positive cash flows from operating activities, due to the improved management of inventories and raw materials, as well as the significantly reduced operating costs. The priority of Sidenor SA's management in this economic situation is to adjust production to the level of demand, as well as to increase its competitiveness, in order to enhance its exports. At the same time, significant efforts for the further reduction of production costs and the efficient management of working capital are being made.

In the copper sector, the consolidated turnover reached EUR 596.4 million in the first half of 2013 compared to EUR 650.9 million in the first half of 2012, a decrease of 8.4% mainly due to comparatively lower average metal prices, but also due to product mix. Consolidated gross profit decreased by 79.3 % to EUR 5.3 million compared to EUR 25.5 million in the first half of 2012. The decrease was primarily due to the provision of the inventories impairment of EUR 9.7 million due to lower prices of copper and zinc in LME. The consolidated results reached in the first half of 2013 losses of EUR 35.6 million compared to losses of EUR 14.7 million in the first half of 2012. The results after tax and minority interests amounted to losses of EUR 33.1 million or EUR 0.3270 per share, compared to losses of EUR 12.2 million or EUR 0.1201 per share in the first half of 2012.

The volatility and challenges in the macroeconomic environment remained in the first half of 2013, whereas the Eurozone economies showed further deceleration (except Germany) and Greece remained in a deep recession. In particular, the demand for installation products moved into negative territory as the construction industry continued to be tested hard. In contrast, despite the fact that the demand for industrial products were declining in key European markets, the copper sector increased sales volume and gained bigger market shares. Regarding cables, reduced demand in key markets and the intensifying competition were offset by improved margins. In addition, adverse weather conditions in Central and Northern Europe in the first quarter negatively impacted the financial results of the copper sector. As regards costs, particular attention was paid to the optimisation of production processes in order to further reduce industrial costs in order to remain competitive in the demanding markets we serve. However, high energy prices, especially due to tax burden, as well as the high financial cost have continued to affect the cost and the competitiveness of the products of the copper sector of the Group. For the second half of 2013, it is estimated that, given the difficult conditions still prevailing in the domestic market and the apparent instability that continues to be displayed in most countries of the Eurozone, the Group 's copper sector will continue to have the primary strategic objective of increasing market share in industrial products and strengthen its business in new markets that have not been affected by the economic downturn.

In the aluminium sector, increased sales volume resulted in the increase of the operating profit compared with the first half of 2012, despite the burden of high energy costs. However, the final results after taxes showed losses, because of the one-off charge by the deferred taxation. Specifically, at the consolidated level, the sales volume increased by 3.6%, to 169,000 tons. The turnover was marginally lower at EUR 524.2 million, influenced by the low prices of aluminium. Gross profit showed a substantial increase of 11.6% and amounted to EUR 44 million, as compared to EUR 39.5 million in the corresponding period of the previous year. Accordingly, consolidated earnings before taxes rose to EUR 14.7 million as compared to EUR 11.8 million in 2012. The recalculation of deferred taxes due to the increase of the tax rate from 20% to 26%, which charged the results of the first half of the year, led the aluminium sector to losses after taxes (i.e., EUR 3.3 million compared with earnings of EUR 11.1 million). In the first half of 2013, the loss per share amounted to EUR 0.024 against profits of EUR 0.088 in the corresponding six-month period of last year.

8. INFORMATION ON TRENDS

Other than as set out in the next paragraphs, the Company is not aware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year.

The year 2013 is another one of challenging macroeconomic environment, particularly in the Group's main markets (i.e., Greece, the Eurozone and the rest of the EU/ Europe). Austerity measures continue to affect disposable income and unemployment is still on the rise in most of the territories, reaching an all-time high of 11.7% in the Eurozone in December 2012, while in Greece it has already exceeded and persists above 27%. Greece's gross domestic product (GDP) is continuously contracting since the third quarter of 2008 and for the first quarter of 2013 it contracted another 5.6% on a year-to-year basis to accumulating to a total decrease that exceeds 20% since its peak and is expected to reach 25% by the end of the year. It has to be stressed out that this contraction refers to the total economy, whereas the majority of the business sectors that the Group operates in are in general much more vulnerable to recessions since they concern durable goods and infrastructure projects which are in nature of higher elasticity. As an example, the construction sector activity in Greece has dropped by approximately 90% vis-à-vis its peak. While not being under the same distressful situation, the Eurozone and the rest of Europe also have performed anything but satisfactory, facing several quarters of contraction or very weak growth and the first months of 2013 have not shown a solid reversal of the situation.

While growth rates continue to be significantly negative in Greece, the political turmoil and social unrest unfolded in 2010, 2011 and the first half of 2012 seem to have eased after the formation on a three-party coalition government in June 2012. While the smallest of the three parties abandoned the coalition scheme after a dispute over the closing down of country's public broadcaster, the (now) two party government continues to enjoy parliamentary support and the political and social climate, while still fragile, remains more calm and stable than it was in 2010 to the second quarter of 2012. Further to these, international forums, think tanks and the press seem to think that the worst is over, abandoning the "Grexit" (i.e., implying Greece's imminent exit from the Eurozone) term for the "Grecovery" term (i.e., implying that the country reaches the end on its downward spiral). Finally, some concrete positive events have replaced the continuous flow of the negative ones that was prevalent until second quarter of 2012. To name a few: (i) the decision of Shah Deniz consortium to proceed with building TAP gas pipeline crossing 500km through Greece; (ii) the expected record of incoming foreign tourist visits that are expected to exceed 17 million (i.e., 1.6 times country's population); (iii) the finalisation of Greek banks recapitalisation with EUR 50 billion from the Hellenic Financial Stability Fund; (iv) the pace that privatisations efforts seem to gain; (v) COSCO's (i.e., Chinese shipping and logistic conglomerate) commitment in implementing earlier than scheduled its investment plan to Greece's largest port (i.e., Piraeus) that some analysts claim can soon evolve to be Europe's busiest; (vi) the decision of the technology multinational HP to transfer its European logistics hub in Greece; (vii) the announcements of several multinationals that intend to transfer or already have transferred production capacity in their local plants together with expansion plans; and (viii) the converging estimates and expectations of several international institutions for significant oil and gas reserves in the Greek territory. Also at a European level, decisions that will help decrease uncertainty, tackle unemployment and revert stagnation seem at least to gain some momentum and in some cases are taken and implemented (for example, direct recapitalisation of failed banks, and stakeholders' contribution in case of future banks failures).

Nevertheless, the impact of positive developments has not become evident in the performance of then Viohalco Hellenic's group of subsidiaries for the first months of 2013. The most important macroeconomic factors that impacts the financial performance so far in 2013 is (i) the drop of international copper prices that results in accounting losses in the corresponding business, although in the long-term cheaper copper can only be beneficiary to the business, (ii) the increase in the income tax rate from 20% to 26% leading to recalculation of deferred tax of the Group and resulting in a deferred tax loss of EUR 36.4 million, (iii) the persistence of high energy prices, that are also charged with high consumption taxes in Greece, (iv) the persistence of high financing rates which are multiples higher than these of most of the key international competitors and (v) the persistence of a strong euro especially vis-à-vis the US dollar. The latter hinders significantly the Group's competitiveness since on the one hand it is less attractive to US and other USD-based business making territories (for example, the Middle East) and on the other hand US sellers (i.e., competitors of the Group's subsidiaries) are attractive to euro-based buyers. Finally, the high and continuously changing tax burden imposed on real estate properties from the Greek government dampens the prospects of the sector in the country by raising uncertainty, reducing the returns and together with the recessionary environment suppressing the market values. As a consequence, the corresponding business sector may be challenged to realise the revenue aspirations or may face devaluation of its assets.

Internally, the Group continues its efforts for improved management of inventories and raw materials and the significant efforts to reduce operating costs. It remains committed to the implementation of the strategic plan capitalising on the high competitiveness of the facilities and at the same time, while it continues the efforts to reduce the operating costs, it also works to increase the market shares, to strengthen the sales networks entering into new foreign markets, to develop new products of high added value and to further improve the management practices. Finally it is expected that the finalisation of the restructuring in the Greek banking system will allow the Group to negotiate better pricing and maturity structure for its financing.

Most importantly though, the Group will remain committed to its long-term prospects and despite the undergoing macroeconomic crisis, it will continue to invest not only in modernising the current facilities but also in expanding the operations to better serve the markets it competes in by offering higher value added products.

Finally, the Group's subsidiaries are currently engaged in a refinancing process that will lead to a restructuring of the maturity and cost profile of approximately 80% of the total outstanding debt of the Group's subsidiaries. For the Greek subsidiaries, such refinancing relates to EUR 977 million of their outstanding debt. Term sheets were signed with the banks involved on 23 October 2013. For the Bulgarian subsidiaries, such refinancing relates to EUR 133 million of their outstanding debt. In respect of all these refinancings, completion is expected to take place by 31 December 2013. For further information on this refinancing, please refer to Part VI (*Operating and financial review*), section 1.4 (*Capital resources*) on page 110.

9. MATERIAL CONTRACTS

To the knowledge of the Company, there are no contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Company (incl. those entered into by Viohalco Hellenic and/or Cofidin prior to the completion of the Mergers) and/or the Group within the two years immediately preceding the date of this Prospectus which are, or may be, material or which have been entered into at any time by the Company (incl. those entered into by Viohalco Hellenic and/or Cofidin prior to the completion of the Mergers) and/or members of the Group and which contain any provision under which the Company (incl. those entered into by Viohalco Hellenic and/or Cofidin prior to the completion of the Mergers) and/or any member of the Group has any obligation or entitlement which is, or may be, material to the Company and/or member of the Group as at the date of this Prospectus.

PART VI: OPERATING AND FINANCIAL REVIEW

1. CONSOLIDATED OVERVIEW

The following is a discussion of the consolidated financial condition and results of operations of the Company for the year ended 31 December 2012 and the six months ended 30 June 2013. You should read this together with Part V (*Information about the Company upon completion of the Mergers*), section 1.3 (*Business overview*) and the consolidated pro forma selected financial information relating to the year ended 31 December 2012 and the six months ended 30 June 2013.

1.1 Recent events

With respect to the steel sector, in 2010, Corinth Pipeworks SA, a subsidiary of Sidenor SA, completed the investment for the production of hollow structural sections (i.e., beams) at the TMK-CPW plant in Polevskoy in Russia.

During 2011, the works for the installation of a new long products rolling mill at Sovel SA's plant were completed, thus increasing the mill's production capacity by 300,000 tons to a total of 1,200,000 tons per annum. This new line is based on state-of-the-art production methods and for the first time long products will be manufactured without the use of a reheating furnace, thanks to the uninterrupted casting/rolling method. The above investment was made possible following the installation and operation of the constant supply method of the Consteel electric furnace, which began in the third quarter of 2007.

In 2012, Corinth Pipeworks SA announced the signing of a memorandum of understanding with the German manufacturer of equipment SMS Meer, for the supply of a new pipe mill that will have the capability of producing energy pipes with external diameters ranging from 18" to 56", wall thicknesses of up to 40 mm, pipe lengths up to 18.3m, and steel grades up to X100, using the LSAWJCOE production technique.

With respect to the copper sector, on March 2013, a facility agreement entered into between Sofia Med SA, Halcor SA's subsidiary in Bulgaria, and the European Bank for Reconstruction and Development (EBRD) was signed. At the same time, Halcor SA participated in share capital increase in Sofia Med SA. The share capital increase of EUR 30 million was made through the capitalisation of Halcor SA's receivables from Sofia Med SA in order to enhance its capital structure. According to the terms of the agreement, EBRD granted a five-year loan of EUR 40 million to Sofia Med SA, with the option to prolong the duration for two more years. An agreement with Alpha Bank, Eurobank, UBB and Piraeus Bank Bulgaria is being negotiated in order to convert short-term loans of EUR 60 million to long-term loans (five years) and to continue providing short-term credits of EUR 25 million. Through the elongation of financing and the new capitals of EBRD, Sofia Med SA will continue its investment plan interminably and will keep on the financing the growing needs for working capital due to its increased turnover.

With respect to the aluminium sector, during the first semester of 2013, the investment program for the new semi-continuous casting pit in Elval SA finished and started operated. The purpose of this program was to produced more slabs (raw material for the rolling plants) nine meter long instead of four meter and therefore increase the capacity and improve of the cost base.

In May 2013, Stomana Industry SA, a wholly-owned subsidiary of Sidenor SA executed a technical assistance agreement with the Japanese company Daido Steel Co. Ltd., which ranks among the world's largest steel manufacturers of special steel. The agreement relates to technical assistance for further development of Special Quality Bars (SBQ) existing business, targeting industrial sector, such as the automotive industry.

In the aluminium sector, Elval SA, in its Inofyta plant, completed and started operations in July 2013 of a new three chamber melting/delacquering furnace for the increase of the recycling of used beverage cans, and prior to this, started operating a new semi-continuous casting facility to increase usage of 9-meter aluminium slabs (instead of 4m), increasing overall capacity and cost efficiency.

1.2 Principal factors affecting results of operations

1.2.1 General

The Group's results of operations are affected by a number of factors, including significant acquisitions, raw material and energy costs, cyclicality in demand for the products, currency exchange fluctuations and seasonality. Furthermore, the volatility and challenges in the macroeconomic environment that still persist, with the economies of the Eurozone showing deceleration and Greece remaining in a deep recession significantly affect the Group's operations.

1.2.2 Significant changes in participations

In January 2009, Sidenor SA and its subsidiary Praksys SA, acquired respectively 10% and 24% of the Italian company A.W.M. S.p.A.. The Italian company is active in the planning and development of customized high-tech mechanical applications in the steel processing and production sector. In 2011, Sidenor SA acquired the 24% participation of Praksys SA in A.W.M. S.p.A.

In 2009, Sidenor SA acquired the port facilities in Svishtov, Bulgaria, at a strategic point on the Danube River, through Port Svishtov West SA, a 73.09% subsidiary of Stomana Industry SA. The above investment is in line with Sidenor Group's standard policy for further development of the international markets as well as the expansion of its activities.

In July 2011, following the strategy for its expansion in the Balkan markets, Sidenor SA increased its participation from 75% to 100% in its subsidiary Dojran Steel Ltd located in FYROM. Dojran Steel Ltd covers the needs for concrete reinforcement products in FYROM, Kosovo and Albania, while the strategically chosen location of the plant ensures favourable import conditions of raw materials and sales of final products, with low transport costs.

In January 2012, Aeiforos SA, a subsidiary of Sidenor SA, acquired 70% of the share capital of Thermolith SA, which operates in the sector of industrial minerals mining and processing and in the manufacture of fireproof materials. The facilities of Thermolith SA are located at Polygyros, Chalkidiki and Skoumtsa, Grevena and include a manufacturing unit of basic fireproof mass and an olivine crushing, enrichment and processing unit respectively.

On 7 February 2012, the payment of the share capital increase of Halcor SA's subsidiary, Hellenic Cables SA, which was decided by the extraordinary general meeting on 7 September 2011, was certified. The funds that were raised amounted to EUR 9,593,921. The same day Fulgor SA, Hellenic Cables SA's 100% subsidiary, increased its share capital by EUR 9,600,000, which was covered by Hellenic Cables SA, as a result of debts settlement with Fulgor SA's banks.

In March 2013, Halcor SA contributed to the capital increase of its wholly-owned subsidiary Sofia Med SA by contributing EUR 30 million in receivables.

On 24 June 2013, Hellenic Cables SA undertook a share capital increase in its wholly-owned subsidiary Fulgor S.A. by EUR 5,344,000 to cover the company's own participation in the submitted investment plan.

1.2.3 Raw materials and cost of energy

The Group's primary raw materials are steel, copper and aluminium scrap, primary copper and aluminium, aluminium slabs and steel hot rolled coils. The prices of these commodities are dependent on global supply and demand with local market conditions having some, but limited effect. These raw materials constitute a significant part of our industrial cost ranging between 60-85% depending on the product and the metal, therefore the fluctuations of their global prices significantly affect the Group's operations. In this context the Group focuses its efforts to develop the production technology and skills in light of increasing the usage of copper and aluminium scrap vis-à-vis primary metal and developing a strong network of long standing relationships with suppliers.

Energy, mainly electricity and natural gas, is also a significant part of the industrial cost in all of the Group's operations and therefore it continuously seek to improve the efficiency in this resource either through investments or through adopting improved production processes and techniques. On the other hand increased international or local prices and increased taxes and levies burdening electricity and natural gas do affect significantly its operations.

1.2.4 Cyclicality in demand for products

The manufacturing, energy and construction industries in which the Group's subsidiaries operate are highly cyclical in nature, with few exceptions, mostly food, pharmaceutical, tobacco and beverage packaging and offset printing, which collectively do not exceed 20% of the consolidated revenues. The financial condition and results of the companies' operations are generally affected by various macroeconomic factors, including fluctuations in worldwide and regional economic activity, related market demand, global production capacity, tariffs, cyclicality in the industries that purchase the Group's subsidiaries products and other factors beyond their control. The demand for and prices of the products are directly affected by these fluctuations.

1.2.5 Currency Exchange Fluctuations

The Group's subsidiaries derive a portion of their revenues from countries that have functional currencies other than its reporting currency, the euro. As a result, any fluctuations in the values of these currencies against the euro impacts the income statement and balance sheet when results are translated into euro. If the euro appreciates in relation to these currencies, then the euro value of the contribution of these operating companies to Group's consolidated results and financial position will decrease. The Group incurs currency transaction risks whenever one of its operating companies enters into either a purchase or sale transaction using a currency other than its functional currency. Although the Group uses financial instruments to attempt to reduce its net exposure to currency fluctuations, there can be no assurance that it will be able to successfully hedge against the effects of this foreign exchange exposure, particularly over the long-term. The Group attempts to reduce its currency transaction risk, where possible, by matching currency sales revenue and operating costs. Given the volatility of currency exchange rates, the Group cannot assure that it will be able to manage its currency transaction risks effectively or that any volatility in currency exchange rates will not have a material and adverse effect on its financial condition or results of operations.

1.2.6 Seasonality

Some of the sectors the Group operates are seasonal while others are not. The sector that mainly experiences seasonality effects is the construction sector which is primarily important for the steel business (except for Corinth Pipeworks SA's business), products of Etem SA derived from aluminium extrusion, cables of ICME ECAB SA and Halcor SA (i.e., copper). More specifically, when the Balkans and Europe experience harsh winters, construction activity can be significantly affected. Furthermore the demand for rolled aluminium products targeted to packaging of beers and beverages (i.e., cans) is higher during spring and summer.

1.3 Results of operations

The following table set forth the Group's consolidated income statement for the year ended 31 December 2012 and the six months ended 30 June 2013, established on a pro forma basis.

Consolidated statement of income	**Six months ended 30 June**		**Year ended 31 December**
	2013	**2012**	**2012**
	(million euro)	*(million euro)*	*(million euro)*
Turnover	**1,509.8**	**1,739.4**	**3,316.8**
Cost of goods sold	(1,424.8)	(1,614.7)	(3,088.0)
Gross profit	**85.0**	**124.7**	**228.8**
Other income	16.5	19.1	41.6

Consolidated statement of income	Six months ended 30 June		Year ended 31 December
	2013	2012	2012
	(million euro)	*(million euro)*	*(million euro)*
Distribution expenses	(58.4)	(69.8)	(135.5)
Administrative expenses	(41.4)	(45.6)	(86.9)
Other expenses	(20.0)	(18.2)	(34.9)
Operating results	**(18.3)**	**10.2**	**13.1**
Financial income	5.0	4.5	11.5
Financial expenses	(46.2)	(51.6)	(100.2)
Income from dividends	0.8	0.1	1.0
Net financial results	**(40.4)**	**(47.0)**	**(87.7)**
Profit from associates	1.2	(0.3)	1.2
Losses before income tax	**(57.5)**	**(37.1)**	**(73.4)**
Income tax	(41.8)	(2.7)	(1.4)
Year loss	**(99.3)**	**(39.8)**	**(74.8)**
Attributable to:			
Owners of the parent company	(68.53)	(26.36)	(50.14)
Non-controlling interest	(30.74)	(13.47)	(26.24)

1.4 Liquidity and capital resources

1.4.1 Capital resources

The Group's companies fund their operations primarily through net cash from operations and proceeds from debt financing. These funds are used predominately to finance the companies' working capital and capital expenditures requirements. As of 30 June 2013, Viohalco Hellenic had, on a consolidated basis, EUR 1,411 million of debt and EUR 96.5 million of cash and cash equivalents.

Traditionally, the Group's companies borrow at the individual company level and as a result the holding company has no outstanding debt of its own. The individual companies' debt comprises primarily of bilateral medium and short term loans, the majority of which are currently unsecured and have no financial or other covenants. Additionally, each company is solely responsible for its outstanding debt and there are no guarantees or cross default clauses found in the outstanding loan agreements. The Group's creditors include all major Greek Banks as well as a selective group of European banks and IFIs. More specifically, all Greek based subsidiaries of the Company are primarily borrowing from the major Greek banks, National Bank of Greece, Alpha Bank, EuroBank and Piraeus Bank, while most Eastern European subsidiaries are being financed by the major locally operating banks, some of which are subsidiaries of Greek Banks and by IFIs especially for their capital expenditure and expansionary requirements.

During the last couple of years, some companies with substantial capital expenditure programs have used extensively ECA financing schemes. The Export Credit Agency (ECA) provides cover either by means of insurance to the exporters or by means of a direct guarantee to the bank covering a loan to the borrower to finance the supply of the capital goods in the event of any default in payment by the borrower under the loan agreement. Insurance cover or guarantee is usually a combination of comprehensive cover for commercial and political risk. Such Export Credit Agency (ECA) guarantees were used by two companies of the group, Corinth Pipeworks SA and Hellenic Cables SA to receive long-term financing from Commerzbank A.G. and Svenska Handelsbanken A.B., Commerzbank A.G. and Belfius Bank correspondingly. With the use of ECA financing these companies secured lower interest costs and longer tenures (8 to 10 years) for their capital investment programs, at a time when Greek based companies had no access to international financial markets.

With the majority of its creditors, the Group enjoys a long and lasting relationship and as a result customarily the maturing portion of the medium and long-term loans outstanding was replaced by new medium term loans on a yearly basis that covered the working capital needs of the individual companies. The financial crisis of 2008 and especially the liquidity crisis that the Greek Banks are facing since 2010, seriously disturbed this smooth replacement of medium term credit facilities with new facilities of similar tenures. More specifically, for the last couple of years, the Greek banks due to capital adequacy problems of their own and liquidity issues relating to the European Central Bank (ECB) rules for non-tradable collaterals have been reluctant to replace maturing portions of medium term loans with new loans of similar maturities. The banks preferred to replace the maturing portions of medium and long-term loans with short term revolving credit facility agreements that could be easily placed as collateral to the ECB and thus better served their liquidity needs. The group accepted the new banks' practices for a limited period, until the banks' recapitalisation process was completed (July 2013). As a result, on 30 June 2013, the Group's long-term debt represented only 17% of the total debt outstanding at the time.

However, during the last quarter of 2012, in view of the Greek Banks' recapitalisation process, Viohalco Hellenic began negotiations with the major Greek Banks in order to restructure a portion of the total debt of the Group's Greek subsidiaries, primarily through the arrangement of a long-term syndicated bond loan. The amount covered by such arrangement relates to EUR 977 million. As a result of such negotiations, on 23 October 2013, the Group's Greek subsidiaries entered into term sheets with mandate lead arranger the National Bank of Greece and co-arrangers Alpha Bank and Eurobank, pursuant to which the banks agreed to arrange and underwrite ten syndicated bond loans, one for each Greek subsidiary of the Group, with a five year maturity, and an option for the banks to approve an up to two years extension upon request of the subsidiaries, three months prior to the original maturity dates. The bond loans also feature a two-year grace period for capital repayments, a face value equal to 75% of the outstanding debt of each company, summing up to EUR 728 million and a step-down yearly interest rate spread. The remaining 25% of each individual company's outstanding debt will continue to be financed through bilateral revolving credit facility agreements. The proceeds from the intended five year syndicated loans will be used to repay approximately 75% of the outstanding bilateral loans and as a result we expect the average effective interest cost for each company to improve by approximately 100 bps. The new five year facility, with each of the Group's Greek subsidiaries, will be secured through pledges on the fixed assets of that subsidiary and will contain customary representations, negative covenants, undertakings and events of default. Such term sheets have been approved by the credit committees of the syndication members and executed on 23 October 2013. The bond loan agreements are currently being drafted and are expected to be executed by 30 November 2013. The syndicated bond loans will be issued and the loans disbursed by 31 December 2013.

Furthermore, Halcor SA's Bulgarian subsidiary, Sofia Med SA, has agreed to refinance its outstanding EUR 103 million debt through a loan of EUR 63 million with a syndication of four locally operating banks and a loan of EUR 40 million with EBRD (European Bank for Reconstruction and Development). Also Elval SA's Bulgarian subsidiary, Etem Bulgaria SA, is close to agree on the refinancing of its outstanding EUR 30 million debt, replacing approximately EUR 12 million of such debt by a syndicate long-term facility. In respect of these financings, completion is expected to take place by 31 December 2013.

As a result, on 31 December 2013, the Group's debt structure will return to its customary long-term to short-term debt ratio.

The table on page 112 depicts the status of the total and net debt as at 30 June 2013 and the effect of the aforementioned restructuring as if it was concluded on that date.

amounts in million Euros

	GROUP		Under Restructuring		Excluded	GROUP	
	Total Before		*Before*	*After*	*Total*	*Total After*	
TOTAL DEBT	**1.411**	*100%*	**1.110**	**1.110**	**301**	**1.411**	*100%*
Short Term Debt	1.174	*83%*	993	300	181	480	*34%*
Financial Leasing	*0,6*		*-*	*-*	*0,6*	*0,6*	
Revolving Facilities	*847*		*704*	*300*	*143*	*442*	
until 31.12.2013	*91*		*81*	*-*	*10*	*10*	
until 31.03.2014	*179*		*163*	*-*	*16*	*16*	
until 30.06.2014	*57*		*45*	*-*	*11*	*11*	
Long Term Debt	237	*17%*	117	810	120	931	*66%*
1-5 yrs	*206*		*117*	*810*	*90*	*900*	
5+ yrs	*31*		*-*	*-*	*31*	*31*	
Cash and Equivalents	(97)					(97)	
NET DEBT	**1.314**	*100%*				**1.314**	*100%*
Net Short Term	*1.077*	*82%*				*384*	*29%*
Long Term	*237*	*18%*				*931*	*71%*

1.4.2 Capital expenditure

In the period 2010-2012, the most important investments for the Group were:

– in relation to the steel sector, with total capital expenditure amounting to EUR 103.8 million: (i) the purchasing and installation of a new compact bar rolling mill in Sovel SA; (ii) the revamping of Stomana Industry SA’s electric arc furnace; (iii) the construction of new warehouses at Sideral (Albania); and (iv) the upgrading of Stomana Industry SA’s slab and billet caster and plate mill.

– in relation to the copper sector, with total capital expenditure amounting to EUR 53.9 million: (i) the installation of continuous casting lines for zinc-titanium products in Sofia Med SA; (ii) the installation of tension and levelling line (B&S) for the production of strips in Sofia Med SA; (iii) the installation of a laying up machine for production miliken type conductors for extra high voltage cables in Hellenic Cables SA; and (iv) the installation of measurement instrument for testing extra high voltage cables.

– in relation to the aluminium sector, with total capital expenditure amounting to EUR 131.7 million million: (i) the purchase and installation of a new tension levering machine for the production of wide coils with high surface quality in Elval SA; (ii) the construction of a zero liquid waste discharge facility for water recycling in Elval SA; (iii) the purchase and installation of two new annealing furnaces for the increase of the annealing capacity in Elval SA; (iv) the new semi-continuous casting pit for the production of 9 meters long aluminium slabs in Elval SA; (v) the foil rolling mill machine which increases the annual rolling capacity and enhances product mix in Symetal SA; (vi) the high capacity foil slitter separator for aluminium rolling adapted to smaller and narrover rolls in Symetal SA; (vii) the installation of four gas fired chamber furnaces in Symetal SA; and (viii) a new extrusion line (SMS) in the plant of Etem Bulgaria.

– in relation to the real estate development sector, with total capital expenditure amounting to EUR 20.9 million, the completion of the real estate development project in western Athens, Greece (i.e., River West Mall and Ikea store)

It has to be noted that some these investments mentioned above will be finalised over the years 2013 and 2014.

In the period 2013-2014, the most important investments for the Group will be:

– in relation to the steel sector, with total capital expenditure amounting to EUR 88 million: (i) the installation of a vacuum degasser equipment in Stomana Industry SA; (ii) the upgrading of the reheating furnace of the rolling mill, from natural gas to electric in Sovel SA’s plant, and (iii) a major investment plan concerning the installation of a new production line for producing large-diameter and thick-walls pipes for the oil and gas industry using JCOE / LSAW technology in Corinth Pipeworks SA.

– in relation to the copper sector, with total capital expenditure amounting to EUR 67.7 million: (i) the installation of a fire refining furnace in Sofia Med SA; and (ii) a major investment plan for the manufacture of high-voltage submarine cables in Fulgor SA's plant.

– in relation to the aluminium sector, with total capital expenditure amounting to EUR 131.7 million: (i) the installation of a second slitting machine for brazing products in Elval SA; (ii) the improvements in lacquering line to achieve energy cost cutting and increase its speed in Elval SA; (iii) the installation of equipment for the production of aluminium plates in Elval SA; (iv) the installation of a pre-treatment line for the production of high end products for food packaging in Elval SA; (v) an investment plan for tools and machining for further processing and packaging of products for automotive industry in Etem Bulgaria; and (vi) the expansion of the recycling and casting facilities and the installation of a cold mill, a foil mill and additional slitting capacity in Bridgnorth Aluminium Ltd.

– in relation to the real estate sector, with total capital expenditure amounting to EUR 9 million, the development of real estate property project in the old facilities of Corinth Pipeworks SA.

1.4.3 Working capital

In the opinion of the Company, the working capital available to it is sufficient for the Group's present requirements, that is, for the next twelve months following the date of this Prospectus.

1.4.4 Capitalisation and indebtedness

The table below sets forth the Company's unaudited pro forma cash and cash equivalents and capitalisation as at 31 August 2013. You should read this table in conjunction with Part V (*Information about the Company upon completion of the Mergers*), section 7 (*Financial information concerning the Company's assets and liabilities, financial position and profits and losses*), Part VI (*Operating and financial review*), section 1 (*Consolidated overview*), and Chapter II (on page PF-6) of the Annex (*Viohalco pro forma consolidated financial information*) to this Prospectus.

(Amounts in million euro)	**31 August 2013**
Cash and cash equivalents	**130**
Total current debt (borrowing)	**1,045**
Guaranteed	8
Secured	17
Unguaranteed/unsecured	1,020
Total non current debt(1)	**354**
Guaranteed	13
Secured	75
Unguaranteed/unsecured	265
Total debt	**1,399**
Minority interests(2)	**370**
Shareholders' equity(2)	**1,087**
Total equity(2)	**1,458**
Total capitalisation	**2,855**
Net debt(3)	**1,269**

(1) For a description of the terms of the Company's debt, see Part VI (Operating and financial review), section 1.4.1 (Capital resources) on page 110 of this Prospectus.

(2) Minority interests, Shareholder's equity and Total equity consolidated data are shown as at 30 June 2013 as this information is not yet available as at 31 August 2013.

(3) Net debt is equal to total debt less cash and cash equivalents.

1.5 Contractual obligations and other commitments

For details on the contractual obligations and other commitments of the Group, please refer to the information provided for each sector of activity in this respect in sections 2.1.4.4 (on page 123), 2.2.4.4 (on page 134) and 2.3.4.4 (on page 140) of the present Part VI (*Operating and financial review*).

1.6 Quantitative and qualitative disclosure about market risk

The Group is exposed to credit, liquidity and market risk due to the use of its financial instruments. The Group's risk management policies are applied in order to identify and analyse the risks facing the Group, set risk-taking limits and apply relevant control systems. The risk management policies and relevant systems are examined from time to time so as to take into account any changes in the market and the Group's activities. The implementation of risk management policies and procedures is supervised by the Internal Audit department, which performs ordinary and extraordinary audits relating to the implementation of procedures, whereas the results of such audits are notified to the Board of Directors of the Company.

Credit risk. The Group's exposure to credit risk is mainly affected by the characteristics of each customer. The demographic attributes of the Group's customer base, including the risk for default on payments that characterises the specific market and the country where customers are based, affect credit risk to a lesser extent as there is no geographical concentration of credit risk. No customer exceeds 10% of sales and, consequently, commercial risk is spread over a large number of customers. The Group has established a credit policy on the basis of which each new customer is examined on an individual basis in terms of creditworthiness before the standard payment terms are proposed to such customer. The creditworthiness control carried out by the Group includes the examination of bank sources and other third sources of credit rating, if any. Credit limits are set for each customer, which are reviewed in accordance with current circumstances and the terms of sales and collections are readjusted, if necessary. As a rule, the credit limits of customers are set on the basis of the insurance limits received for them from insurance companies and, subsequently, receivables are insured according to such limits. When monitoring the credit risk of customers, the latter are grouped according to their credit characteristics, the maturity characteristics of their receivables and any past problems of receivability they have shown. Trade and other receivables include mainly wholesale customers of the Group. Any customers characterized as being of "high risk" are included in a special list of customers and future sales must be received in advance. Depending on the background of the customer and its status, the Group demands real or other security (e.g. letters of guarantee) in order to secure its receivables, if possible. The Group records a provision of impairment representing its estimate about losses related to trade and other receivables and investments in securities. This provision mainly consists of impairment losses of specific receivables that are estimated based on given circumstances that they will be materialised though they have not been finalised yet. With respect to investments, the investments of the Group are classified pursuant to the purpose for which they were acquired. The management decides on the appropriate classification of the investment during the time such was acquired and reviews the classification on each presentation date. The management estimates that there will be no payment default for such investments. With respect to guarantees, the Group's policy consists in not providing any guarantees, except on an exceptional basis for subsidiary or affiliated companies.

Liquidity risk. The approach adopted by the Group regarding liquidity management is to ensure, by holding all absolutely necessary cash and sufficient credit limits from co-operating banks, that the Group will always have sufficient liquidity to meet its obligations when these expire under normal and adverse circumstances without incurring any inadmissible losses or jeopardising the Group's reputation. In order to avoid liquidity risks, the Group makes estimates about the adequacy of cash flows for a year when preparing the annual budget and a monthly rolling provision of three months so as to ensure sufficient cash on hand to meet its operating needs, including coverage of its financial obligations. This policy does not take into account the relevant effect from extreme conditions that cannot be foreseen.

Market risk. The Group is exposed to market risk in relation to the changes in prices of raw materials and interest rates. The Group controls the risk exposure in the context of acceptable parameters while optimising returns. The Group enters into transactions with derivative financial instruments so as to hedge a part of the risks arising from market conditions.

Foreign exchange risk. The Group is exposed to foreign exchange risk in relation to the sales and purchases carried out and the loans issued in a currency other than the functional currency of the Group companies, which is mainly euro. The currencies in which these transactions are held are mainly euro, USD and GBP. Over time, the Group hedges the greatest part of its estimated exposure to foreign currencies in relation to the anticipated sales and purchases as well as to the receivables and liabilities in foreign currency. The Group enters mainly into forward contracts with external counterparties so as to deal with the risk of the exchange rates varying, which mainly expire within less than a year from the balance sheet date. When deemed necessary, these contracts are renewed upon expiry. As the case may be, the foreign exchange risk may also be covered by taking out loans in the respective currencies.

2. REVIEW OF EACH OF VIOHALCO HELLENIC'S SECTORS

The following is a discussion of the financial condition and results of operations, prepared in accordance with IFRS, of the Group's sectors of activity as of and for the years ended 31 December 2010, 2011 and 2012, and the six months ended 30 June 2012 and 30 June 2013. You should read this section together with sections 2.2.6 and 2.3.5 of Part IV (*Business overview*) on pages 50 and 80 and Part XIV (*Documents incorporated by reference*) of this Prospectus on page 177.

You should read the entire document and not just rely on the information set out below. This section includes forward-looking statements that are subject to risks, uncertainties and other factors that could cause our actual results to differ materially from those expressed or implied by such forward-looking statements. See "*Cautionary Note Regarding Forward-Looking Statements*" on page 6.

2.1 Steel sector

Sidenor SA and its subsidiaries (the ***Steel Group***) are a vertically integrated group of companies comprising mini-mills and pipe plants focusing on the production and distribution of steel products such as rebar, pipes, merchant bars, mesh, plates and wire. The principal geographic focus for long steel construction products is Greece and the Balkans. The Steel Group supplies pipes to pipeline projects worldwide. Sales in Greece accounted for 20.2% of its sales in 2012. Sales in the EU (other than Greece) and the rest of the world accounted for 43.2% and 36.6%, respectively, of the sales in 2012. In 2012, it generated EUR 1.046 million in sales and EUR 27,1 million in EBITDA, compared to EUR 1,247 million in sales and EUR 34.9 million in EBITDA in 2011. The Steel Group's consolidated sales amounted for the first half of 2013 to EUR 405 million, while EBITDA amounted to EUR 0.8 million.

The business is organised into two segments: steel construction and industrial products and steel pipes. Sales of the steel construction and industrial products accounted for 87.8% of our sales by volume in 2012, compared to 88% in 2011, and sales of steel pipe products accounted for 12.2% of the sales by volume in 2012, compared to 12% in 2011. For the period running from January to June 2013, the steel construction and industrial products accounted for 87.1% of the sales by volume, while the sales of steel pipe products accounted for 12.9% of the sales by volume.

In the context of its production activities, Sidenor Group runs production plants in Thessaloniki, Almyros in Magnissia, Kilkis, Thisvi, Pernik in Bulgaria, Nikolic in FYROM and Polevskoy in Russia.

In order to maintain the competitive advantage on the production level and market presence, the Steel Group remains focused on continuously upgrading and expanding its plants and its distribution network. A proof of this commitment is the implementation of an extensive long-term investment plan, which has almost reached EUR 757 million between 1998 and 2012.

The product mix reflects the targeting of the Greek and Balkan public works and private commercial and residential construction markets and helps to maintain the Steel Group's prominent position in the Greek and Balkan markets for long-steel construction products. In 2012, it sold approximately 1420 KMT of steel construction products, a decrease of 18% from 2011. In 2012, the Steel Group sold 217

KMT of pipes, tubes and hollow sections, compared to 265 KMT in 2011 and 189 KMT in 2010. Sales of the pipes segment increased by 70% to EUR 264 million in 2011 and by 51% to EUR 235 million in 2012, compared to EUR 155 million in 2010. In the first half of 2013, the Steel Group sold 559 KMT of steel construction products and 107 KMT of pipes, tubes and small hollow sections.

2.1.1 Recent events

Immediately following the acquisition of Stomana Industry SA in 2001, the Steel Group planned and implemented an extensive investment plan to upgrade the mechanical equipment, modernise the facilities, restructure the operations and increase the plant's production capacity. The main reference point of the upgrade efforts of this unit was the beginning of operations of the new state-of-the-art long products' rolling mill in 2008, which increased Stomana Industry SA's annual production capacity by 800,000 tons.

In 2010, Corinth Pipeworks SA, a subsidiary of Sidenor SA, completed the investment for the production of hollow structural sections (i.e., beams) at the TMK-CPW plant in Polevskoy, Russia.

Following the take-over of Etal SA, which was completed in 2010, the plant in Erlikon, Greece, designs, manufactures and distributes concrete reinforcing steel fibres to the market. It is actually the only Greek company and one of the few in the world with know-how on producing direct dispersion bonded fibre to concrete without the fibre-balling problem during mixing. In order to maintain its competitive advantage on a technological and know-how level, it is carrying out an extensive research program concerning the development of steel fibre reinforced concrete applications.

During 2011, the works for the installation of a new long products rolling mill at Sovel plant were completed, thus increasing the mill's production capacity by 300,000 tons to a total of 1,200,000 tons per annum. This new line is based on state-of-the-art production methods and for the first time long products will be manufactured without the use of a reheating furnace, thanks to the uninterrupted casting/rolling method. The above investment was made possible following the installation and operation of the constant supply method of the Consteel electric furnace, which began in the third quarter of 2007.

In 2011, the upgrade of external coating mill with acid wash installation was completed at Corinth Pipeworks SA's plant. During that same year, a logistics centre in Sideral Steel ShPk, Albania began operation in 2011. It mainly distributes steel products of Sidenor Group in Albania, but also stands as a one-stop centre for many other branded construction materials from other companies of the Group, such as aluminium products by Etem SA, Elval SA and Elval Colour SA , copper, copper alloy and titan zinc products by Halcor SA and Sofia Med SA, and cables by Hellenic Cables.

During 2012, collaboration with MITE and OSI for Weld – on Connectors production unit installation was made in order to produce pump tube end products at Corinth Pipeworks SA's plant. In addition, Corinth Pipeworks SA announced the signing of a memorandum of understanding with the German manufacturer of equipment SMS Meer, for the supply of a new pipe mill that will have the capability of producing energy pipes with external diameters ranging from 18" to 56", wall thicknesses of up to 40 mm, pipe lengths up to 18.3m, and steel grades up to X100, using the LSAWJCOE production technique.

In the context of rationalisation of Sidenor Group's structure and aiming at a clearer presentation and management of its separate activities, the boards of directors of Sidenor SA and Depal SA, a wholly-owned subsidiary of Sidenor SA, decided during their meetings held on 30 October 2012 on the spin-off of the industrial sector of Sidenor SA which was engaged in scrap recycling and the resultant manufacturing of long iron and steel products and on its contribution to Depal SA and also on the change of name into Sidenor Steel Industry SA.

In May 2013, Stomana Industry SA, a wholly-owned subsidiary of Sidenor SA, executed a technical assistance agreement with the Japanese company Daido Steel Co. Ltd., which ranks among the world's largest steel manufacturers of special steel. Specifically, this agreement relates to the technical assistance to be provided by Daido Steel Co. Ltd. for further development of Stomana Industry SA's

Special Quality Bars (SBQ) existing business, targeting the industrial sector, such as the automotive industry.

2.1.2 Principal factors affecting results of operations

2.1.2.1 General

The Steel Group's results of operations are affected by a number of factors, including significant acquisitions, raw material and energy costs, cyclicality in demand for the products, currency exchange fluctuations and seasonality.

2.1.2.2 Significant changes in participations

The Steel Group has sought through significant acquisitions to increase its capacity to produce and sell high value added products and to increase its presence in its target markets.

In January 2009, Sidenor SA and its subsidiary Praksys SA, acquired respectively 10% and 24% of the Italian company A.W.M. S.p.A.. The Italian company is active in the planning and development of customised high-tech mechanical applications in the steel processing and production sector. In 2011, Sidenor SA acquired the 24% participation of Praksys SA in A.W.M. S.p.A.

In 2009, Sidenor SA acquired the port facilities in Svishtov, Bulgaria, at a strategic point on the Danube River, through Port Svishtov West SA, a 73.09% subsidiary of Stomana Industry SA. The above investment is in line with Sidenor Group's standard policy for further development of the international markets as well as the expansion of its activities. Moreover, the aforementioned port facilities will also service the needs of the rest of the Group's companies. In December 2009, Port Svishtov West SA acquired 100% of the shares of Pristanishten Komplex Svilosa EOOD. The main scope of its activity is the provision of port services and similar activities.

In December 2009, Sidebalk Steel Doo was incorporated, having for sole shareholder Sidenor SA. The company is registered in Belgrade, Serbia, and will engage in the trade of steel products.

In July 2011, following the strategy for its expansion in the Balkan markets, Sidenor SA increased its participation from 75% to 100% in its subsidiary Dojran Steel Ltd located in FYROM. Dojran Steel Ltd covers the needs for concrete reinforcement products in FYROM, Kosovo and Albania, while the strategically chosen location of the plant ensures favourable import conditions of raw materials and sales of final products, with low transport costs.

In January 2012, Aeiforos SA, a subsidiary of Sidenor SA, acquired 70% of the share capital of Thermolith SA, which operates in the sector of industrial minerals mining and processing and in the manufacture of fireproof materials. The facilities of Thermolith SA are located at Polygyros, Chalkidiki and Skoumtsa, Grevena and include a manufacturing unit of basic fireproof mass and an olivine crushing, enrichment and processing unit respectively.

2.1.2.3 Raw materials and cost of energy

The Steel Group's primary raw material input for its steel construction products is steel scrap, which represented approximately 61% and 66% of the costs of production for steel construction products in 2010 and 2012, respectively. The primary feed material to produce pipe products is hot rolled coil, which represented approximately 87% and 88% of the costs of production in 2010 and 2012, respectively. Increased global demand for steel resulted in a significant increase in the price of steel scrap during 2010-2012, while reduced global demand and destocking during 2010-2012 led to volatility in steel scrap prices that nonetheless remained at high levels. The price of the steel construction products is directly linked with the price of steel scrap, with an increase in steel scrap prices normally resulting long-term in a corresponding increase in the price of finished products. The Steel Group's consolidated cost of inventories recognised as an expense represented 76.6% of the cost of goods sold, for the first half of 2013. While prices of the steel construction products typically track trends in steel scrap prices, companies in the Steel Group is not always able to adjust prices with immediate effect or in direct proportion to steel scrap price fluctuations. As a result, the gross margin on these products may fluctuate significantly as steel scrap prices change.

Because premium grades of hot rolled coil must be used as the feed material for production of the pipe products used in the construction of pipelines in the oil and gas industry, the Steel Group continues to develop its strong relationships with three leading producers of hot rolled coil. It works together with these producers to develop new products that will allow producing pipes with characteristics desired by end-users. Although requirements for feed materials are project-based, its long-standing relationships with its suppliers help it to secure sufficient supplies of hot rolled coil to meet its production needs and provide it preferential access with respect to availability and pricing.

In 2012, energy costs accounted for 8.5% of the costs of production. For the first half of 2013, energy cost accounted for 9.2%. Energy prices have increased since 2010. The Steel Group purchases its electricity and natural gas primarily from state-owned utilities in Greece and Bulgaria. It undertakes certain cost-containment measures with respect to energy costs, such as operating high energy consumption machinery (that is, primarily its three electric arc furnaces) during off-peak hours and has sought to increase its efficiency in its use of natural gas.

2.1.2.4 Cyclicality in demand for products

The steel industry is highly cyclical in nature. The financial condition and results of operations of steel companies are generally affected by various macroeconomic factors, including fluctuations in worldwide and regional economic activity, related market demand, global production capacity, tariffs, cyclicality in the industries that purchase steel products and other factors beyond the Steel Group's control. The demand for and prices of its products are directly affected by these fluctuations. In particular, for the sales of its steel construction products, it largely depends on the construction activity within the Greek and Balkan markets, while demand for its pipe products is driven by a number of energy related macroeconomic factors, including the market for oil and gas and the impact these prices have on the level of capital expenditure within the worldwide oil and gas industry. A prolonged slowdown in the public works sector or the private commercial and residential construction sectors in Greece or Bulgaria, or in oil and gas pipeline construction activity, could have a material adverse effect on the business, financial condition and results of operations. Further, like other manufacturers of steel products, it has fixed and semi-fixed costs that cannot be adjusted rapidly to fluctuations in the product demand. These fixed and semi-fixed costs may exacerbate the adverse effect of any slowdown in demand for our products. Like other companies involved in the production, processing and distribution of steel products, it is vulnerable to events affecting the steel industry as a whole. For example, the introduction of new production facilities may result in imbalances between supply and demand that put downward pressure on product prices.

The adverse economic conditions that continue to prevail in Greece in combination with the growth deceleration in Central Europe and the Balkans, had a detrimental effect on the financial results of the Steel Group.

The continuing positive results of the subsidiary Corinth Pipeworks SA, which is exclusively active in an international environment, balance out the Steel Group's performance while supporting its efforts to further reinforce its international outlook and increase its exports.

The primary objective of Sidenor Group's management is the enhancement of its competitiveness, by reducing its operational costs and working capital and by expanding its activities into new markets.

2.1.2.5 Currency Exchange Fluctuations

In the first half of 2013, 58.7% of the Steel Group's consolidated sales were to customers in countries outside the Eurozone. A significant amount of Corinth Pipeworks SA' sales are denominated in U.S. dollars. At times, it also enters into sales agreements for steel construction products denominated in U.S. dollars. The exchange rate between the euro and the U.S. dollar may fluctuate significantly between the time the contract price is agreed and the time payment is made. Consequently, the Steel Group seeks to reduce exposure to foreign exchange risks associated with its contracts denominated in currencies other than the euro by entering into currency hedging arrangements, typically forward contracts that allow it to establish an amount in euro that a given contract should yield, irrespective of any currency exchange fluctuations.

2.1.2.6 Seasonality

The steel industry, in general, and the demand for steel construction products, in particular, are both subject to seasonality. Customers are primarily located in Greece and the Balkans and their demand for steel construction products declines in the lead-up to winter due to reduced activity in the construction industry. As a result, sales for steel construction products typically are significantly higher in the second and third quarters, when construction activity is normally at its peak, than in the first and fourth quarters, when cooler weather, particularly in the Balkans, suppresses demand. Pipeline project schedules and, therefore, demand for pipe products are not subject to seasonality.

2.1.3 Results of operations

The following table sets forth the Steel Group's consolidated income statement for the years ended 31 December 2010, 2011 and 2012, as well as for the six months ended 30 June 2013.

Consolidated statement of Income	**Six months ended 30 June**		**Year ended 31 December**		
(Amounts in million euro)	**2013**	**2012**	**2012**	**2011**	**2010**
Turnover	**405.06**	**574.79**	**1,046.70**	**1,247.40**	**993.4**
Cost of goods sold	(378.05)	(526.98)	(965.4)	(1,145.3)	-892
Gross profit	**27.0**	**47.81**	**81.3**	**102**	**101.4**
Selling expenses	(31.36)	(43.09)	(78.2)	(94.7)	(74.3)
Administrative expenses	(12.18)	(15.48)	(30.8)	(30.4	(30.1)
Other income / (expenses) – net	(5.22)	(7.03)	(11.2)	(4.7)	(7.9)
Profits / (losses) before taxes, financing & investment results	**(21.75)**	**(17.78)**	**(39.0)**	**(27.7)**	**(10.9)**
Profits / (losses) before taxes, financing, investment & depreciation	**0.84**	**14.70**	**27.10**	**34.80**	**50.00**
Total profits / (losses) before taxes	**(39.00)**	**(38.45)**	**(75.70)**	**(59.30)**	**(30.00)**
Minus Taxes	(11.49)	(0.83)	0.20	3.50	3.50
Profits / (losses) after taxes (A)	**(50.49)**	**(39.28)**	**(75.40)**	**(55.90)**	**(26.50)**
Profits / (losses) after taxes per share	**(0.4488)**	**(0.36)**	**(0.6925)**	**(0.5080)**	**(0.2391)**
Attributable to:					
Owners of the parent company	(43.19)	(34.50)	(66.60)	(48.90)	(23.00)
Non-controlling interest	(7.30)	(4.78)	(8.8)	(7.00)	(3.50)
	(50.49)	**(39.28)**	**(75.40)**	**(55.90)**	**(26.50)**
Other comprehensive income after taxes (B)	(1.42)	1.03	3.6	(2.40)	0.30
Total comprehensive income for the period, after taxes (A) + (B)	**(51.91)**	**(38.25)**	**(71.90)**	**(58.20)**	**(26.20)**

Sales. The Steel Group's sales decreased in 2012 by 16.1% standing at EUR 1,046.7 million compared to EUR 1,247.4 million in 2011. Consolidated EBITDA decreased by 22.2% standing at EUR 27.1 million compared to EUR 34.8 million last year. Net consolidated results after taxes and minority rights stood in 2012 at losses of EUR 66.6 million compared to losses of EUR 48.9 million in 2011. 2012 was characterized by the continuing economic crisis and the shrinking of the Greek economy, where the sector of building and construction activity in the last two years marked significant losses. This fact, in conjunction with the significant increase of cost of debt, the slowing growth in Central Europe and the adverse weather conditions that prevailed in the Balkans during the last winter, has adversely affected the financial results of the Steel Group.

The Steel Group's consolidated sales amounted for the first half of 2013 to EUR 405 million. Pre-tax results for the current period amounted to EUR -39 million, while EBITDA amounted to EUR 0.8 million. Finally, consolidated profit after taxes and minority interests amounted to EUR -43.2 million.

The following table sets out consolidated sales for each product for the periods presented.

Sales Volume	**Six months ended 30 June**		**Year ended 31 December**		
(in KMT)	**2013**	**2012**	**2012**	**2011**	**2010**
Rebars	288	365	680	920	994
Mesh	18	21	43	64	99
Merchant bars	61	93	157	166	131
Wires and wire rod	19	49	69	59	49
Pipes	86	104	198	241	182
Billets	1	2	3	15	8
Plates	97	155	272	311	242
Long products	71	70	134	141	96
Balls	6	6	12	10	9
Tubes	10	7	17	22	23
Small hollow sections	11	17	34	45	51
Total Sales	**666**	**889**	**1.62**	**1.994**	**1.884**

Cost of sales. Cost of sales increased by EUR 253.9 million, or 25.6% from 2010 to 2011 and decreased by EUR 200.7 million, or 16.1% from 2011 to 2012. The increase in cost of sales reflected the increases in the price of steel scrap consumed, included in the cost of goods sold. For the 2010-2011 period, the cost of sales, as a percentage of net sales, increased from 90% to 92% while for the 2011-2012 period there was no change. Cost of sales amounted to EUR 378 million for the first half of 2013.

Gross profit. The Steel Group's gross profit increased by EUR 0.6 million, or 0.6%, from 2010 to 2011 and decreased by EUR 20.7 million, or 20.3% from 2011 to 2012. The consolidated gross margin declined from 10.2% in 2010 to 8.2% in 2011 and further declined to 7.8% in 2012, compared to 2011. In the first half of 2013, gross profit amounted to EUR 27 million. Due to the crisis that hit the steel industry globally, it was not possible to pass through all of the increased raw material costs in the form of higher prices in the steel construction products while maintaining market share. This was mainly due to the global slowdown and destocking in the steel industry during that period and the construction slowdown in Greece after 2009.

Selling expenses. Selling expenses increased by EUR 20.3 million, or 27.4%, from 2010 to 2011 and decreased by EUR 16.4 million, or 17.3%, from 2011 to 2012. The change during the period 2010-2011 was primarily attributable to an increase in transportation costs, as a result of increased exports. The change during the period 2011-2012 was mainly due to a decrease in the volume of products sold. The Steel Group's selling expenses amounted to EUR 31.3 million in the first half of 2013.

Administrative expenses. Administrative expenses increased by EUR 0.3 million, or 1.0% from 2010 to 2011 and further increased by EUR 0.4 million, or 1.4% from 2011 to 2012, while the Steel Group's administrative expenses amounted to EUR 12.1 million for the first half of 2013. Sidenor Group's administrative expenses remained virtually unchanged.

Other operating expenses. Other operating expenses decreased by EUR 4.4 million, or 29.4% from 2010 to 2011 and increased by EUR 5.9 million, or 55.0%, from 2011 to 2012 respectively. The change during the period 2010-2011 was mainly due to the following factors: (i) a reduction of EUR 2.6 million in idle cost, (ii) a decrease of EUR 0.7 million in provisions and (iii) a decrease of EUR 0.7 million in payments to third parties. The change during the period 2011-2012 was due primarily to a EUR 3.3 million increase in idle cost and a EUR 0.8 million increase in depreciation. For the first half of 2013, other operating expenses amounted to EUR -8.9 million.

Finance costs – net. Finance costs-net increased by EUR 13.7 million, or 68.6% from 2010 to 2011 and further increased by EUR 3.9 million, or 11.6% from 2011 to 2012. The change during the period 2010-2011 was mainly due to an increase in the average total outstanding loans, which increased from EUR 499.5 million as of 31 December 2010 to EUR 593.5 million as of 31 December 2011 and an increase in interest rates. The change during the period 2011-2012 was due primarily to a small increase in interest rates. For the first half of 2013, finance costs-net amounted to EUR -17.3 million.

Share of profit from associates. Profits from associates increased by EUR 1.2 million, or 148.0%, from 2010 to 2011 and decreased by EUR 1.1 million, or 51.7%, from 2011 to 2012. The changes were due to the effect of minority interests. For the first half of 2013, profit from associates was at EUR 0.8 million.

Income tax expenses. Income tax expenses are analysed in income tax and deferred tax as follows: (i) income tax for 2010 was EUR (3.5) million, for 2011 was EUR (1.7) million and for 2012 was EUR (3.5) million; (ii) deferred tax for 2010 was EUR 6.9 million, for 2011 was EUR 5.2 million and for 2012 was EUR 3.7 million. For the first half of 2013, income tax was at EUR -0.6 million and deferred tax was at EUR -10.9 million.

2.1.4 Liquidity and capital resources

2.1.4.1 Capital resources

Historically, the Steel Group has funded its operating cash requirements with internally generated cash flows and borrowing facilities. Its principal use of cash has been the financing of the working capital needs and the selective capital expenditure program. In addition, it has made a number of acquisitions that have been financed with a combination of internally generated cash and external borrowings. the Steel Group expects to fund its operations and its selective capital expenditure program through its operating cash flows and borrowings.

As a result of more than 30 years of cooperation with banks institutions and within the credit limits that it currently utilises, Sidenor SA has started negotiations with certain Greek banks in order to convert the majority of short-term debt to long-term. Sidenor SA's management believes that this procedure will be completed successfully by the end of 2013. Please refer to Part VI (*Operating and financial review*), section 1.4.1 (*Capital resources*) on page 110 for further information on this process.

2.1.4.2 Cash flows

The following table shows information regarding the Steel Group's consolidated cash flows for the periods indicated.

Consolidated cash flows	**Six months ended 30 June**		**Year ended 31 December**		
(Amounts in million euro)	**2013**	**2012**	**2012**	**2011**	**2010**
Net cash from operating activities	(2.07)	49.50	38.5	(77.8)	26.4
Net cash from investing activities	(17.08)	(14.40)	(20.8)	(37.8)	(39.2)
Net cash from financing activities	5.23	(32.57)	(23.1)	93.8	52.3
Net increase (decrease) in cash	(13.92)	2.52	(5.39)	(21.68)	39.41

Net cash flows from /(used in) operating activities. Net cash flows from operating activities decreased by EUR 104.1 million from 2010 to 2011 and increased by EUR 116.3 million from 2011 to 2012. The change during the period 2010-2011 was mainly due to the following factors: (i) an increase of EUR (12.1) million in interest payments, as a result of higher interest rates, (ii) an increase of EUR (14.1) million in losses before interests, taxes and depreciation, and an increase of EUR (73.1) million in working capital. The change during the period 2011-2012 was due primarily to a decrease of EUR 125.9 million in working capital and a reduction of EUR (12.1) million in financial results before interests, taxes and depreciation. For the first half of 2013, net cash flows from operating activities amounted to EUR -2.07 million, as a result of the reduction in the working capital. The change during the first half of 2013 was mainly due to interest payments amounting to EUR 18.3 million, a decrease of EUR 39 million in inventories, an increase of EUR 10 million of the accounts receivables and a decrease of EUR 13 million of the accounts payables.

Net cash flows from /(used in) investing activities. Net cash flows from investing activities increased by EUR 1.5 million from 2010 to 2011 and decreased by EUR 16.9 million from 2011 to 2012 This reduction was due to the fact that the implementation of the major part of the investment program had been completed in the previous year. For the first half of 2013, net cash flows from investing activities amounted to EUR -17.08 million.

Net cash flows from/(used in) financing activities. Net cash flows from financing activities increased by EUR 41.6 million from 2010 to 2011 and decreased by EUR 116.9 million from 2011 to 2012. For the year ended 31 December 2010 it received EUR 398.5 million in loans and repaid EUR 347.9 million. For the year ended 31 December 2011, the Steel Group received EUR 464.7 million in loans and repaid EUR 372.1 million. Finally, for the year ended 31 December 2012, it received EUR 372.6 million in loans and repaid EUR 398.5 million. For the first half of 2013, net cash flows from financing activities amounted to EUR 5.23 million. The Steel Group received EUR 115.8 million in loans and repaid EUR 111.4 million.

As of 31 December 2010, the Steel Group had cash and cash equivalents of EUR 69.0 million and total borrowings of EUR 499.5 million. As of 31 December 2011, the Steel Group had cash and cash equivalents of EUR 47.4 million and total borrowings of EUR 593.5 million. Finally, as of 31 December 2012, it had cash and cash equivalents of EUR 41.8 million and total borrowings of EUR 569.0 million. As of 30 June 2013, the Steel Group had cash and cash equivalents of EUR 27.7 million and total borrowings of EUR 573.3 million.

Net cash increase (decrease) in cash. Overall cash decreased in 2011 by EUR 21.68 million compared to an increase of EUR 39.41 million in 2010. This change was primarily driven by operating cash flows, which were negative in 2011 (minus EUR 77.8 million) compared to EUR 26.4 million in 2010. In 2012, cash decreased by EUR 5.39 million, a smaller decrease compared to 2011, mostly due to a significant improvement in operating cash flows, which were positive by EUR 38.5 million. These positive cash flows were used in investing activities and debt reduction. For the first half of 2013, there was a decrease of EUR 13.92 million in cash, since operating cash flows were negative and therefore not sufficient to finance investing activities.

2.1.4.3 Capital expenditure

The Steel Group’s capital expenditure in 2010 amounted to EUR 41.9 million. Main investments were: (i) EUR 16.0 million at the Almyros plant primarily for the purchasing and installation of a new compact bar rolling mill, following the melt shop’s caster for endless casting-rolling process (i.e., compact mill), (ii) the AWM bending machine upgrading and other machinery; (iii) EUR 13.8 million at the our Pernik plant for the revamping of Stomana Industry SA’s Electric Arc Furnace, (iv) the installation of a railway line for scrap transfer and other machinery, (vi) EUR 1.8 million at the Thessaloniki plant for the upgrading of Sidenor SA’s melt shop and rolling mill; (vii) EUR 4.0 million in Sideral SA for the construction of new buildings.

Capital expenditures in 2011 amounted to EUR 36.7 million. Main investments were: (i) EUR 13.3 million at the Almyros plant primarily for the purchasing and installation of a new compact bar rolling mill, following the melt shop’s caster for endless casting-rolling process (i.e., micro mill) and the purchasing of other machinery and spare parts, (ii) EUR 10.5 million at the Pernik plant for the construction of new buildings, the purchase of land and the revamping of Stomana Industry SA's Electric Arc Furnace, (iii) EUR 3.1 million at the Thessaloniki plant for the upgrade of Sidenor SA's melt shop and rolling mill, (iv) EUR 1.3 million in Corinth Pipeworks SA for the upgrade of EWR line and the Software Program Sap, (v) EUR 0.9 million in Aeiforos SA for the Automobile Shredder Residue Processing Plant and the construction of new buildings, and (vi) EUR 0.8 million in Dojran Steel SA for building extension and the purchase of welding machines.

Capital expenditure in 2012 amounted to EUR 25.0 million. Main investments were: (i) EUR 8.0 million at the Pernik plant for the upgrade of Stomana Industry SA's slab custer and plate mill, the purchase of new transformers for the melt shop and other spare parts, (ii) EUR 3.9 million at the Almyros plant for the repairs and improvements of melt shop and rolling mill buildings, and the purchase of other machines and spare parts, (iii) EUR 1.7 million at the Thessaloniki plant for the purchasing of spare melt shop's production equipment and for the upgrade of rolling mill, (iv) EUR 1.5 million in Corinth Pipeworks SA for the purchase of weld on connectors machine and other mechanical equipment, (v) EUR 2.1 million in Dojran Steel SA for the transfer of copper-coated electrodes (CO2) production line and galvanised mesh production line, and the purchase of land.

The following paragraphs set forth the projected capital expenditures for the periods indicated. These projections reflect various estimates and assumptions by the management relating to the implementation of the business strategy, economic and market conditions and other matters, which may not be accurate, may not be realised, and are inherently subject to uncertainties that are difficult to predict and may be beyond its control. In light thereof, we caution against undue reliance on the projections. It is not the intention to update or revise these projections, unless required to do so by law.

For 2013 and 2014, the capital expenditure program is about enhancing the quality of the products, expanding the portfolio of products and minimising the production cost. It is expected that a total of EUR 88 million will be invested, primarily in the steel pipes business.

More specifically EUR 58 million will be invested in Corinth Pipeworks SA for relocation from the Almyros plant and installation to Thisvi plant of the ERW line which enhances the product range of structural hollow sections as well as small-diameter pipes for the oil and gas industry and for installation of new production line for producing large-diameter and thick-wall pipes for the oil and gas industry using the JCOE / LSAW technology up to an 400kMT annual capacity. With this new mill, Sidenor Group is expanding its product range in order to meet the growing global demand for high-strength offshore and onshore energy pipes. Regarding the steel-making business, EUR 15 million will be invested in Stomana Industry SA for the upgrading of slab and billets caster, the installation of a vacuum degasser equipment and the re-engineering of special bar quality (SBQ). In addition, EUR 7 million will be invested in Dojran Steel SA for a new production line for merchant bars and EUR 6 million will be invested in the Volos plant for upgrade the reheating furnace of the rolling mill, from natural gas to electric.

During the first half of 2013, the Steel Group spent EUR 10 million in implementing its investment program.

Main investments were made for Corinth Pipeworks SA's new production line LSAW and for the revamping of Stomana Industry SA's Continuous Casting Machines.

2.1.4.4 Working capital

In the opinion of the Company, the working capital available to it is sufficient for the Steel Group's present requirements, that is, for the next twelve months following the date of this Prospectus.

2.1.5 Contractual obligations and other commitments

As of 31 December 2012, the Steel Group had outstanding contractual commitments totalling EUR 5.5 million. The aforementioned contractual commitments relate to contracts with suppliers in the context of investments made in the subsidiary companies Stomana Industry SA and Corinth Pipeworks SA.

As of same date, the Steel Group had EUR 155.1 million in long-term credit facilities and EUR 413.9 million in short-term credit facilities.

The Steel Group does not engage in any significant off-balance sheet financing.

Liabilities as at 31 December 2012	<1 year	1-2 years	2-5 years	> 5 years
		(million of euro)		
Loan repayments	401.1	95.4	58.5	-
Current bank accounts	12.7	-	-	-

Obligations under financial leasing	2012	2011	2010
Financial leasing liabilities - minimum leases		(million of euro)	
Up to 1 year	0.2	-	-
From 1 - 5 years	0.6	-	-
More than 5 years	0.6	-	-
Total	1.4	-	-

2.1.6 Quantitative and qualitative disclosure about market risk

The Steel Group is exposed to market risks with respect to foreign exchange risk, credit risk, liquidity risk and market risk from the use of its financial instruments. The Steel Group's risk management policies are implemented in order to identify and analyse risks faced by the Steel Group as well as to set risk-taking limits and implement controls thereon. Risk management policies and related systems are periodically monitored, in order to ensure that they incorporate the changes in market conditions and in the Steel Group's activities.

Foreign exchange risks. The Steel Group operates in Europe, and consequently the greater part of Sidenor Group's transactions are carried out in euro. However, part of the Steel group's purchases is denominated in U.S. dollar. To avoid this risk the Steel Group makes use of forward contracts and pay his vendors promptly. The loan interest is in the same currency as that used in the cash flows relating to the Steel Group's operational activities, which is mainly the euro. The Steel Group's investments in other subsidiaries are not hedged, as these are regarded as long-term currency investments and have mainly been carried out in euro.

Fluctuation risk of raw material prices. The main market risk is the risk of fluctuations in the prices of raw materials (i.e., scrap), which determine to a great extent the final price of the products. The Steel Group's policy is to show inventories at the lower value between acquisition cost and net realisable value. In periods of price fluctuation, results are affected by the depreciation of the value of stocks. Sidenor Group makes hedging using available derivative financial products.

Credit Risk. The Steel Group's exposure to credit risk is mainly affected by the specific characteristics of each customer. The demographic characteristics of the Steel Group's customer base, including the risk of payment default characterising the specific market and country wherein customers operate, do not affect credit risk to the same extent, as no correlation between geographic location and credit risk has been observed. No customer exceeds 10% of sales and, as a result, market risk is divided among a large number of customers. The Board of Directors has established a credit policy whereby each new customer is individually checked for creditworthiness before the usual payment terms are proposed. Credit limits are set on a customer-by-customer basis and are re-estimated according to current trends and if necessary the sales and collection terms are readjusted. Customer credit lines are mainly determined based on the insurance limits set by the insurance companies based on which the company proceeds with insuring the receivables. With respect to guarantees, the policy of the Steel Group is not to offer guarantees, except only to subsidiaries or affiliated companies.

Liquidity risk. The approach adopted by the Steel Group regarding liquidity management is to ensure, by maintaining minimum necessary cash reserves and sufficient credit limits from the banks with which it cooperates, that it will always have enough liquidity in order to fulfil its financial liabilities when those become due, under normal as well as exceptional circumstances, without incurring unacceptable losses or risking the Steel Group's reputation. In order to avoid liquidity risks, the Steel Group anticipates annual cash flows when drafting the annual budget, as well as a rolling monthly provision for a period of three months, in order to ensure that it will always have enough cash reserves in order to cover its operational costs. The effect of unforeseeable extreme circumstances is not taken into consideration in this policy.

Interest rate risk. The Steel Group finances its investments and its cash flow requirements through bank and bond loans, which result in interest expenses that charge its financial results. Upward trends in interest rates will have adverse effects on results, as the Steel Group will incur additional cost of debt. Interest rate risk is contained, as part of the Steel Group's loans is subject to fixed interest rates, or directly with the use of financial instruments (i.e., interest rates swaps).

2.2 Copper sector

Halcor SA and its subsidiaries (the ***Copper Group***) represent the copper, copper and zinc alloy and cable product manufacturing and trading branch of the Company. Halcor Group has a strong production base, with ten plants in Greece, Bulgaria and Romania and a particularly significant product portfolio, which includes a wide range of high added value solutions for its customers. The Copper Group operates in Greece, Bulgaria, Romania, Cyprus, United Kingdom, France, Germany and Serbia.

The extended products' family of the Copper Group includes copper and brass tubes, copper fittings for connecting copper tubes, copper sheets, strips, disks and plates, titanium-zinc sheets and strips, special copper alloys, copper and brass rods and bars, enamelled wires, copper wire rods and a wide range of cables.

Despite the adverse conditions that prevailed during 2012, namely slowing growth in Europe and the continuing deterioration of the internal market, the Copper Group managed to increase its sales volume. Industrial production displayed trends of decline in Europe, with the exception of Germany, while the U.S. showed signs of improvement, which the Copper Group suitably took advantage of increasing its presence. At the same time, construction activity remained weak, especially in southern Europe, while Greece saw further decline and it is now at the lowest level in at least forty years.

In this challenging environment, the Copper Group managed to increase its sales volume by maintaining or increasing market share in most markets where it operates. The consolidated turnover in 2012 amounted to EUR 1,259.3 million versus EUR 1,249.3 million in 2011, an increase of approximately 1%. This increase was attributable to increased total sales volume by 5%, despite a decrease in the average metal prices compared with the previous year.

Metal prices fell slightly in 2012 after three consecutive years of growth, driven mainly by the difficult macroeconomic environment, especially in developed markets and the liquidity in international financial markets. Thus, the average price of copper was lower by 2.3% (EUR 6,181 per ton compared to EUR 6,327 per ton), while the average price of zinc was lower by 3.8% (EUR 1,513 per ton compared to EUR 1,573 per ton).

In terms of volumes in 2012, there were no significant changes in sales mix. The sales of cables accounted for 43% of total sales, the sales of tubes for 24%, rolling products for 19%, copper bus bars for 9% and brass rods for 5%. However, there was a change in the product groups, with increasing industrial tubes and rolled copper products as installation products adversely affected by the contraction of the construction sector in most European markets.

The Copper Group has developed a dynamic business presence outside the Greek territory, which is in practice substantiated both by the sales volume outside Greece and by the market shares it maintains at a European level. In 2012, 12.1% of the consolidated turnover pertained to the Greek market, while 72.4% pertained to other EU countries, 7.9% to other European countries, 3% to Asia, 3% to America, 1.4% to Africa and 0.3% to Oceania.

Consolidated gross profit decreased by 29.7% and amounted to EUR 44.4 million versus EUR 63.2 million in 2011. Consolidated earnings before taxes, depreciation and amortization (EBITDA) amounted in 2012 to EUR 34.3 million versus EUR 49.2 million in the comparable prior year, a decrease by 30.3%, while earnings before interest and taxes (EBIT) amounted to EUR 8.7 million compared to EUR 23.2 million in the previous year. Consolidated results (profit / loss before taxes) amounted to losses of EUR 31 million in 2012 compared to a loss of EUR 11.4 million in 2011. Finally, the loss after tax and minority interests amounted to EUR 26 million or EUR -0.2565 per share compared to a loss of EUR 15.6 million or EUR -0.1539 per share in 2011.

During the first half of 2013 the slowdown of growth in Europe continued, although to a lesser extent, while the domestic market declined further despite the already extremely low levels of consumption had reached in 2012.

The consolidated turnover reached in the first half of 2013 to EUR 596.4 million from EUR 650.9 million in the first half of 2012 decreased by 8.4% mainly due to comparatively lower average metal prices, but also due to product mix. More specifically, the average price of copper was lower by 8% to EUR 5,738 per ton compared to EUR 6,235 per ton, while the average price of zinc was lower by 3.3% to EUR 1,473 per ton compared to EUR 1,523 per ton. In terms of volumes in the first half of 2013, sales of cable products accounted for 36% of total sales, sales of copper tubes for 27%, rolled products for 21%, copper bus bars for 11% and the brass rods 6%.

Consolidated gross profit decreased by 79.3 % to EUR 5.3 million compared to EUR 25.5 million in the first half of 2012. The decrease was primarily due to the provision of the Copper Group inventories impairment of EUR 9.7 million due to lower prices of copper and zinc in the LME. Consolidated earnings before interest, taxes, depreciation and amortisation (EBITDA) came in the first half of 2013 to losses of EUR 1.4 million compared to EUR 18.8 million for the same period last year, while earnings before interest and taxes (EBIT) amounted to losses of EUR 12.2 million compared to EUR 5.6 million in the corresponding period last year also influenced by the provision of inventories impairment. The consolidated results reached in the first half of 2013 losses of EUR 35.6 million compared to losses of EUR 14.7 million in the first half of 2012. Finally, the results after tax and minority interests amounted to losses of EUR 33.1 million or EUR 0.3270 per share, compared to losses of EUR 12.2 million or EUR 0.1201 per share in the first half of 2012.

The volatility and challenges in the macroeconomic environment remained in the first half of 2013, where the Eurozone economies showed further deceleration (except Germany) and Greece remained in a deep recession. In particular, the demand for installation products moved into negative territory as the construction industry continues to be tested hard. In contrast, despite the fact that the demand for industrial products were declining in key European markets, the Copper Group increased sales volume and gain bigger market shares. Regarding cables, reduced demand in key markets and the intensifying competition were offset by improved margins. In addition, adverse weather conditions in Central and Northern Europe in the first quarter negatively impacted the financial results of the Copper Group.

As to costs, particular attention was paid to the optimisation of production processes in order to further reduce industrial costs and, hence, remain competitive in the demanding markets the Copper Group is involved in. However, high energy prices, especially due to tax burden, as well as the high financial cost continued to affect the cost and competitiveness of the Copper Group’s products.

2.2.1 Recent events

In March 2013, a facility agreement entered into between Sofia Med SA, Halcor SA’s subsidiary in Bulgaria, and the European Bank for Reconstruction and Development (EBRD) was signed. At the same time, Halcor SA participated in a share capital increase in Sofia Med SA. The share capital increase of EUR 30 million was made through the capitalisation of Halcor SA’s receivables from Sofia Med SA in order to enhance its capital structure.

According to the terms of the agreement, EBRD granted a five-year loan of EUR 40 million to Sofia Med, with the option to prolong the duration for two more years.

An agreement with Alpha Bank, Eurobank, UBB and Piraeus Bank Bulgaria is being negotiated in order to convert short-term loans of EUR 60 million to long-term loans (five years) and to continue providing short-term credits of EUR 25 million. Please refer to Part VI (*Operating and financial review*), section 1.4.1 (*Capital resources*) on page 110 for further information on the renegotiations with the banks.

Through the elongation of financing and the new capitals of EBRD, Sofia Med SA will continue its investment plan interminably and will keep on the financing the growing needs for working capital due to its increased turnover.

2.2.2 Principal factors affecting results of operations

2.2.2.1 General

The volatility and challenges in the macroeconomic environment persisted in the fourth quarter of 2012, where the economies of the Eurozone showed further deceleration and Greece remained in a deep recession. Industrial production in Europe recorded for the third consecutive quarter negative growth rate. The demand for installation products continued to move into a negative territory as the construction industry has been affected more than any other industry. As for cables, the general lack of liquidity has led to the postponement of several investment projects, mainly in the energy sector. Additionally, the cable segment was negatively affected by higher fixed costs due to the incorporation of Fulgor SA and because of the reorganisation and optimisation expenses of its production processes.

On the contrary, despite the fact that demand for industrial products declined in key European markets, Halcor Group has increased the sales volume and gained greater market share. Specifically, the increase in sales and improved margins in copper tubes for industrial use (i.e., cooling, air conditioning and other industrial applications) and industrial rolling and extrusion (i.e., electrical and mechanical) mitigated the effects of the slowdown in the markets where Halcor Group operates. Finally, profitability was negatively affected by the higher financing costs as a result of increased bank debt due to additional working capital needs, and as a result of increased funding costs.

2.2.2.2 Significant changes in participations

On 7 February 2012, the payment of the share capital increase of Halcor SA’s subsidiary, Hellenic Cables SA, which was decided by the extraordinary general meeting on 7 September 2011, was certified. The funds that were raised amounted to EUR 9,593,921. The same day Fulgor SA, Hellenic Cables SA’s 100% subsidiary, increased its share capital by EUR 9,600,000, which was covered by Hellenic Cables SA, as a result of debts settlement with Fulgor SA’s banks.

On 3 March 2012, the capital increase of Hellenic Cables SA closed with approval from the board of directors of the Athex on the listing of 2,320,000 shares. The share capital of Hellenic Cables SA then amounted to EUR 20,977,915.60 and the total voting rights amounted to 29,546,360, resulting from an equal number of common registered shares with a nominal value of EUR 0.71 per share.

On 28 March 2012, the subsidiary Hellenic Cables SA participated in a share capital increase of EUR 19,060,000 of its wholly-owned subsidiary Fulgor SA. The contribution in kind was derived from an amount of EUR 10,810,000 that had been provided in 2011 to settle the company’s old debts to its suppliers and from an amount of EUR 8,250,000 intended to cover the company's own participation in the investment plan submitted for the company to fall under the Law on Development No. 3908/2011.

On 29 June 2012, Halcor SA participated in the capital increase of Metal Agencies Ltd, its subsidiary based in Surrey, for an amount of EUR 225,741. Following this increase, the participation rate stood at 35% while formerly it was at 67%. Simultaneously, Hellenic Cables SA participated in Metal Agencies Ltd for an amount of EUR 147,086 and its share reached 20% compared to 33% stake before the share capital increase. The total direct and indirect percentage decreased from 90.9% in 2011 to 49.5% as Elval SA and its subsidiary Symetal SA, both subsidiaries of Viohalco Hellenic, participated in the same share capital increase respectively with an amount of £200,000 acquiring a 20% stake, and with an amount of £250,000 acquiring a 25% stake.

In March 2013, the capital increase of Sofia Med SA, Halcor SA's wholly-owned subsidiary, by an amount of EUR 30 million was completed with the capitalisation of an equal debt of the subsidiary to Halcor SA, in order to improve its capital structure.

On 24 June 2013, the subsidiary Hellenic Cables SA undertook a share capital increase in its wholly-owned subsidiary Fulgor SA in contributing EUR 5,344,000 to cover the company's own participation in the investment plan submitted so that the company falls under the Law on Development No 3908/2011, as amended by Law No 4146/2013. The contribution was fully paid up in July 2013.

In June 2013, there was a reduction in the share capital of the subsidiary Akro SA by an amount of EUR 369,000 in order to counterbalance losses of previous year. 1,230,000 shares of the shareholder Halcor SA were cancelled. Consequently, the shareholding of Halcor SA decreased from 96.59% to 98.49% upon completion of the reduction of the share capital.

2.2.2.3 Raw materials

The strong well-established production base of the Copper Group is vertically integrated and uses copper cathodes, zinc ingots and copper scrap as raw material to manufacture a wide range of products.

The Copper Group procures its raw materials mainly from Bulgaria, Chile and Kazakhstan, based on annual or spot contracts. The Copper Group is methodically developing an expanded network for the collection and sorting of copper scrap, which includes warehouses in strategic locations in Greece and in other countries in the wider Balkan region.

2.2.2.4 Currency exchange fluctuations

The Copper Group is exposed to foreign exchange risk in relation to the sales and purchases carried out and the loans issued in a currency other than the functional currency of the Copper Group's companies, which is mainly the euro. The currencies in which these transactions are held are mainly euro, USD, GBP and other currencies of S/E Europe.

Over time, the Copper Group hedges the greatest part of its estimated exposure to foreign currencies in relation to the anticipated sales and purchases as well as receivables and liabilities in foreign currency. The Copper Group enters mainly into currency forward contracts with external counterparties so as to deal with the risk of the exchange rates varying, which mainly expire within less than a year from the balance sheet date. When deemed necessary, these contracts are renewed upon expiry. As the case may be, the foreign exchange risk may be hedged by taking out loans in the respective currencies.

Loan interest is denominated in the same currency as that of the cash flows, which arises from the Copper Group's operating activities and is mostly the euro.

The investments of the Copper Group in other subsidiaries are not hedged because these exchange positions are considered to be long-term.

2.2.3 Results of operations

The following table sets forth the Copper Group's consolidated income statement for the years ended 31 December 2010, 2011 and 2012, as well as for the first half of 2013. The numbers in the table below are in million euro.

Consolidated statement of Income	**Six months ended 30 June**		**Year ended 31 December**		
(Amounts in million euro)	**2013**	**2012**	**2012**	**2011**	**2010**
Turnover	**596.43**	**650.87**	**1,259.31**	**1,249.32**	**1,044.31**
Cost of goods sold	(591.16)	(625.42)	(1,214.91)	(1,186.13)	(1,000.34)
Gross profit	**5.27**	**25.45**	**44.4**	**63.2**	**43.97**

Consolidated statement of Income	**Six months ended 30 June**		**Year ended 31 December**		
(Amounts in million euro)	**2013**	**2012**	**2012**	**2011**	**2010**
Selling expenses	5.97	(7.81)	(14.66)	(14.88)	(15.90)
Administrative expenses	(6.92)	(11.43)	(22.52)	(21.84	(22.47)
Other income / (expenses) – net	0.40	(0.67)	1.50	(3.32)	(1.45)
Profits / (losses) before taxes, financing & investment results	**(12.19)**	**5.55**	**8.70**	**23.15**	**4.15**
Profits / (losses) before taxes, financing, investment & depreciation	**(1.42)**	**18.79**	**34.3**	**49.2**	**32.5**
Total profits / (losses) before taxes	**(30.77)**	**(14.66)**	**(31.0)**	**(11.1)**	**(16.2)**
Minus Taxes	(4.85)	(0.00)	1.6	(3.3)	3.2
Profits / (losses) after taxes (A)	**(35.61)**	**(14.66)**	**(29.4)**	**(14.6)**	**(13.1)**
Profits / (losses) after taxes per share	**(0.33)**	**(0.12)**	**(0.2565)**	**(0.1539)**	**(0.1293)**
Attributable to:					
Owners of the parent company	(33.12)	(12.16)	(26.0)	(15.6)	(13.1)
Non-controlling interest	(2.50)	(2.50)	(3.47)	0.95	0.04
	(35.61)	**(14.66)**	**(29.4)**	**(14.6)**	**(13.1)**
Other comprehensive income after taxes (B)	(1.07)	(1.14)	(1.34)	7.34	(3.19)
Total comprehensive income for the period, after taxes (A) + (B)	**(36.68)**	**(15.81)**	**(30.78)**	**(7.29)**	**(16.25)**

Sales. The Copper Group's consolidated turnover in 2012 amounted to EUR 1,259.3 million versus EUR 1,249.3 million in 2011, an increase of approximately 1%. This increase was attributable to increased total sales volume by 5%, despite a decrease in the average metal prices compared with the previous year.

The corresponding amount for the first half of 2013 was EUR 596.4 million compared to EUR 650.9 million in the first half of 2012, a decrease of 8.4% mainly due to comparatively lower metal prices, but also due to product mix.

The following table sets out consolidated sales volume for each product category for the fiscal years presented.

Sales Volume	**Six months ended 30 June**		**Year ended 31 December**		
(in KMT)	**2013**	**2012**	**2012**	**2011**	**2010**
Copper Tubes	28.4	27.1	51.7	52.5	50.7
Copper Rolling, Brass, Titanium Zinc	22.1	22.3	42.1	34.9	34.8
Brass Rods and Tubes	6.6	6.3	11.8	12.9	11.7
Copper Bus Bars and Rods	11.7	10.4	18.8	20.3	16.3
Cables	37.9	49.0	94.0	87.8	78.8
Total Sales	**106.7**	**115.1**	**218.6**	**208.4**	**192.3**

Cost of sales. Cost of sales increased by EUR 28.8 million, or 2.4%, in 2012 compared to 2011. The increase in cost of sales principally reflected the increase in the volume of products sold and the higher fixed costs due to incorporation of Fulgor SA as well as the reorganisation expenses and the optimisation of its production process. Cost of sales decreased by EUR 34.3 million, or 5.5% in first half of 2013 compared to the same period in 2012. The decrease is attributed to the lower sales volume as well as the provision of the Copper Group's inventories impairment of EUR 9.7 million due to lower prices of copper and zinc in the LME.

Gross profit. The Copper Group's gross profit decreased by 29.7% and amounted to EUR 44.4 million compared to EUR 63.2 million in 2011. Correspondingly, the gross margin decreased from 5.1% in 2011 to 3.5% in 2012, reflecting unutilised capacity due to incorporation of Fulgor SA and lower fabrication prices in cables due to intense competition. Consolidated gross profit decreased by 79.3% to EUR 5.3 million compared to EUR 25.5 million in the first half of 2012. The decrease was primarily due to the provision of the Copper Group's inventories impairment of EUR 9.7 million and lower fabrication prices due to intense competition.

Selling expenses. Selling expenses decreased by EUR 0.2 million, or 1.5%, in 2012 compared to 2011. Correspondingly, selling expenses as a percentage of net sales stayed stable at 1.2%. Respectively, selling expenses decreased by EUR 0.9 million, or 11.4% in the first half of 2013 compared to the same period in 2012, confirming the positive effect of the cost-cutting measures adopted.

Administrative expenses. Administrative expenses increased by EUR 0.7 million, or 3.1%, 2012 compared to 2011. This increase is attributed to the addition of one more company to the Copper group (i.e., Fulgor SA). Respectively, administrative expenses decreased by EUR 0.5 million, or 4.3% in the first half of 2013 compared to the first half of 2012 as a result of the efficiency measures adopted.

Other operating income/(expenses). Other operating income increased by EUR 4.8 million, or 145.1%, in 2012 compared to 2011. The increase was mainly attributable to lower operating expenses by EUR 7.3 million due to one-off charges in 2011 from the acquisition of Fulgor SA. In the first half of 2013, other operating income increased by EUR 1.1 million compared to the first half of 2012, mainly due to lower one-off charges in the current period.

Finance costs - net. Finance costs - net increased by EUR 4.8 million, or 13.7%, from 2011 to 2012. This increase was attributable mainly to higher bank loans and spreads. Outstanding loans increased from EUR 483 million as of 31 December 2011 to EUR 488 million as of 31 December 2012, principally associated with funding of more working capital needs due increased sales volume. In the first half of 2013, finance costs – net decreased by EUR 1.8 million, or 8.9% compared to the first half of 2012 as a result of lower interest rates.

Share of profit from associates. Profits from associates decreased by EUR 0.4 million, or 72.6% from 2011 to 2012. This decrease was mainly attributable to the reduction of net profits by the Copper Group's affiliates Tepro Metall AG (from EUR 1.2 million in 2011 to EUR 0.3 million in 2012) and Steelmet Romania SA (from EUR 0.3 million in 2011 to EUR 0.2 million in 2012). Profits from associates decreased by EUR 0.2 million in the first half of 2013 compared to the same period in 2012 as a result of the reduction of net profits by the affiliates Tepro Metall AG, Steelmet Romania SA and Elkeme SA.

Income tax expenses. Under the new Greek tax law 3943/2011, the rate of corporate income tax is set at 20%. From 1 January 2013 onwards, the corporate income tax is set at 26%.

In 2012, Halcor SA was audited by the statutory auditors for the fiscal year 2011 obligations under the Greek law on the tax certificate. The audit report was issued without prejudice resulting as tax audited for the tax year 2011.

For the fiscal year 2012, Halcor SA was audited by the auditing firm KPMG in the issuance of the tax certificate, in accordance with the provisions of Article 82, paragraph 5 of Greek Law 2238/1994 as amended by No 1159/22-7-2111 decision of the Minister of finance of Greece. Audit has also started in certain subsidiaries of the Copper Group. The audit will be completed in the coming months.

The unaudited fiscal years up to 2010 will be audited by the Greek tax authorities under the rules and procedures pertaining to implementation of the new Greek law. There are no substantial task risk involved with the ongoing fiscal audits.

Income tax expenses	2012	2011	2010
		(million euro)	
Tax of the fiscal year..	(0.6)	(1.5)	(0.7)
Other taxes..	(0.4)	-0.0	(0.5)
Deferred taxes...	2.6	(1.8)	4.3
Total taxes	**1.6**	**(3.3)**	**3.2**

2.2.4 Liquidity and capital resources

2.2.4.1 Capital resources

The companies in the Copper Group fund their operations primarily through net cash from operations and proceeds from debt financing. These funds are used predominately to finance the companies' working capital and capital expenditures requirements. As of 31 December 2012, Halcor SA had, on a consolidated basis, EUR 516 million of debt and EUR 27.9 million of cash and cash equivalents. Respectively, as at 30 June 2013, the Copper Group had EUR 545 million of debt and EUR 17.1 million of cash and cash equivalents.

The Copper Group's companies' debt is comprised primarily of bilateral medium and short-term loans, the majority of which are currently unsecured and have no financial or other covenants. Additionally, each company is solely responsible for its outstanding debt and there are no guarantees or cross default clauses found in the outstanding loan agreements. The Copper Group's debtors include all major Greek Banks as well as a selective group of European banks and IFIs.

2.2.4.2 Cash flows

The following table shows information regarding our consolidated cash flows for the years indicated.

Consolidated cash flows	Six months ended 30 June		Year ended 31 December		
(Amounts in million euro)	**2013**	**2012**	**2012**	**2011**	**2010**
Net cash from operating activities	(24.13)	(14.00)	14.9	48.5	(62.7)
Net cash from investing activities	(15.76)	(9.35)	(22.4)	(18.8)	(12.4)
Net cash from financing activities	(29.11)	18.11	(1.8)	(9.9)	74.7
Net increase (decrease) in cash........................	(10.78)	(5.24)	(9.35)	19.83	(0.39)

Net cash from operating activities. Net operating cash flows for the year 2012 were decreased to EUR 14.9 million compared to EUR 48.5 million for the year 2011. The decrease of EUR 33.7 million derives mainly from the deterioration of results in the cables sector due to Fulgor SA's incorporation. Furthermore, operating cash flows were negatively affected by EUR 12.5 million from the deterioration of trade working capital and by EUR 5 million from interest payments. Net operating cash flows for the year 2011 were increased to EUR 48.5 million compared to EUR -62.7 million (negative net operating cash flows) for the year 2010. This increase of EUR 111.2 million is mostly due to the significant improvement of trade working capital by EUR 108.4 million. Net operating cash flows for the first half of 2013 were decreased to EUR -24.1 million compared to EUR -14 million in the corresponding period of 2012. The decrease of EUR 10.1 million derives mainly from the deterioration of results of all main companies in the Copper Group.

Net cash from investing activities. Cash flows from investment activities did not vary significantly between 2012 and 2011, exhibiting a small deterioration of EUR 3.5 million (EUR -22.4 million in 2012 from EUR -18.8 million in 2011). The main variances were a EUR 9.4 million decrease due to increased capital expenditures, a EUR 1.5 million increase due to sales of financial assets and a EUR 3.5 million increase due to no changes in holdings in 2012 against. 2011. Cash flows from investment activities in 2011 stood at EUR -18.8 million from EUR -12.4 million in 2010. The negative variance of EUR 6.4 million derived mostly by increasing additions of tangible and intangible assets by EUR 2.4 million and increase in holdings by EUR 3.5 million. Cash flows from investment activities showed a deterioration of EUR 6.4 million compared to the first half of 2012, as a result of increased capital expenditures of EUR 3.8 million and increased tangible assets by EUR 2.4 million.

Net cash from financing activities. Cash flows from financing activities in 2012 were EUR -1.8 million, compared to EUR -9.9 million in 2011. The difference derives mainly from receive of a grant of EUR 2.1 million in 2012 and from the fact that in 2012 the Copper Group net loan receives/repayments were better than in 2011 by EUR 6.3 million. Both years there were no significant financing cash flows, like dividend payments or equity capital increases, other than those of loan repayments and new loans reimbursements. Cash flows from financing activities in 2011 were EUR -9.9 million, whereas in 2010 were EUR 74.7 million. In 2011 the net cash flows from operating activities and investment activities were positive and therefore the Copper Group repaid more loans (EUR 172.3 million in 2011 and EUR 97.6 million in 2010), than it received (EUR 162.5 million in 2011 and EUR 172.5 million in 2010). In 2011 this balance between new proceeds and repayments of loans was lower than 2010 by EUR 86 million. Cash flows from financing activities in the first half of 2013 were EUR -29.1 million compared to EUR 18.1 million in the same period in 2012. The difference derives mainly from the fact that the Copper Group's net loan receives/payments increased by EUR 10.6 million.

Net cash increase (decrease) in cash. Overall cash increased in 2011 by EUR 19.83 million compared to a small decrease of EUR 0.39 million in 2010. This change was primarily due to a significant increase of cash flows from operating activities that were at EUR 48.5 million compared to minus 62.7 million in 2010. In 2012, there was a decrease of EUR 9.35 million, since operating activities contributed less cash than in 2011 and investing activities were increased, (i.e., more negative cash flows, by approx. EUR 4 million). For the first half of 2013, cash change was negative by EUR 10.78 million, mostly due to negative operating cash flows and repayments of debt (i.e., financing activities).

2.2.4.3 Capital expenditure

In 2012, Halcor Group made investments amounting to EUR 23.8 million of which EUR 14.5 million concerned Hellenic Cables SA and its subsidiaries for the upgrade of cable production plants including advance payments for submarine cable manufacturing equipment, EUR 6.1 million concerned further improvement of Sofia Med's facilities in Bulgaria and EUR 3.2 million pertained to investments in units of the parent company Halcor SA and the subsidiary Fitco SA in Oinofyta. Wishing to maintain its competitive advantage in terms of its production base, Halcor Group implements consistently investments in the upgrade and expansion of its plants. In this context, during 2000-2012 Halcor Group implemented an extensive investment plan that exceeded EUR 390 million, while new investment plans were launched in 2012 in the copper processing facilities in Bulgaria and the cable plants in Greece.

Aiming at the substantial enhancement of its product portfolio, Hellenic Cables SA launched in 2012 an extensive investment plan amounting to EUR 50 million which focuses on the manufacture of high voltage submarine cables. In 2012, total investment expenditures of Hellenic Cables and its subsidiaries amounted approximately to EUR 15 million and primarily concerned advance payments for the supply of equipment regarding the implementation of the high-voltage submarine cable program and also upgrades of the other production units.

In particular, in the copper sector, the main capital expenditure for the period 2010-2012 included the development and installation of a production line for bimetallic tubes in Halcor SA for EUR 0.6 million in 2010 and 2011, the installation of a continuous casting line for zinc-titanium products in Sofia Med SA for EUR 4.2 million in 2010 with additional improvements in 2011 and 2012 of EUR 0.6 million – with this investment, Sofia Med SA enlarged its production portfolio adding zinc products not produced before –, the installation of tension and levelling line (B&S) for the production of strips in Sofia Med SA for EUR 3.3 million in 2010 and 2011. The latter is part of the strategic movement of Sofia Med SA toward higher value added industrial products and it is used for improvement of flatness and internal stress release and increase of overall productivity of existing slitting line. Finally, it included the installation of a second continuous casting line for zinc-titanium products in Sofia Med SA for EUR 1.6 million in 2012, targeting the increase of capacity for zinc products.

With respect to the cables business, the main capital expenditure for the period 2010-2012 included (i) the installation of a production line CCV for MV & HV cables designed for continuous insulation of XLPE insulated cable cores in Hellenic Cables SA for EUR 1 million in 2010, (ii) the installation of a laying up machine for production miliken type conductors for extra high voltage cables in Hellenic Cables SA with 6k MT annual capacity, (iii) the expansion of buildings and other auxiliary machinery equipment for EUR 1.96 million in 2010, the development and installation of auxiliary machinery equipment for smooth and corrugated tube forming and welding line in Hellenic Cables SA for EUR 0.50 million in 2011, (iv) the installation of a Continuous Type Change (CTC) in Catenary Continuous Vulcanisation (CCV) Insulation Line that allows quick change of Medium Voltage cable type in almost full production speed without stopping the line and without releasing the process pressure in the curing tube in Hellenic Cables SA for EUR 0.50 million in 2011, (v) the installation of a measurement instrument for testing Extra High Voltage Cables ,a test system with variable frequency generates a practically infinitely variable AC test voltage against earth for testing of HVAC cables in Hellenic Cables SA for EUR 1.50 million in 2011. Additionally, it includes (i) the licensees' expenses for EHV cables in Hellenic Cables SA for EUR 2.50 million in 2011-2012, (ii) the installation of a new conform extrusion line for producing big cross section solid semi-finished conductors (used for Power Cables) with 3.5kMT annual capacity in ICME ECAB SA in Romania for EUR 0.50 million in 2012, (iii) the development of induction type conductor preheater which is operating at medium frequency and increases the temperature of the conductor prior the insulation process in Hellenic Cables SA for EUR 0,50 million in 2012, (iv) the installation of special indoor & outdoor 500kV bushings a test system in Hellenic Cables SA for EUR 0.40 million in 2012, (v) the development and installation of equipment to be integrated in existing screening line for copper conductors in Hellenic Cables SA for EUR 0.60 million in 2012 and finally (vi) the building improvements in production and commercial facilities in ICME ECAB SA in Romania for EUR 0.80 million in 2010-2012.

In the first half of 2013, the Copper Group carried out total investments of EUR 13 million, of which EUR 9.3 million related to the group companies under Hellenic Cables SA under the investment program started from the previous year with the main objective of producing high voltage submarine cables. Respectively, EUR 0.6 million were spent in upgrading the production facilities of the parent company and its subsidiary in Inofyta Fitco SA, focusing mainly in the tubes plant. Finally, EUR 3.1 million related to the improvement of productivity, the production of high added value products and the increase in capacity of its subsidiary Sofia Med SA in Bulgaria.

In the copper sector, the main capital expenditure for the period 2013-2014 is the installation of a fire refining furnace with expected cost of EUR 4 million by the end of 2014 (this line will increase Sofia Med SA's capabilities to both increase the quantity of absorbed scrap and consume lower grade scrap which will result in improved profitability and its capacity is about 10,000 MT/year), the installation of a third semi-continues casting line for zinc titanium products for EUR 1.5 million, which will increase capacity of zinc titanium products, the revamping of the extrusion press and modernisation of copper casting furnace (Asarco) for EUR 2 million that will increase Sofia Med SA capacity in copper production, the installation of a tinning line and cleaning station for EUR 1.5 million that installation will enlarge Sofia Med SA's portfolio of high value added industrial rolled products (connectors) and a second tinning line for EUR 1 million that will enhance portfolio of high value added industrial extruded products (Copper bus bars). Additionally, another EUR 0.9 million will be invested for environmental protection in Halcor SA (preventive pollution equipment, expansion of rain water drainage system, storm water treatment unit, sewage treatment, etc.), a new degreasing unit in Halcor SA's tubes plant for EUR 0.9 million in 2013 and EUR 0.5 million in 2013 for the replacement of the single coiler at the extrusion press of Fitco SA with a double coiler.

With respect to the cables business, for the period 2013-2014, it has to be mentioned that Hellenic Cable and it subsidiaries launched in 2012 a major investment plan of EUR 50 million for the manufacture of high-voltage submarine cables in Fulgor SA's plant. In order to respond to the technical requirements of these advanced-technology products, Hellenic Cables SA has entered into a know-how transfer agreement with Viscas, one of the leading manufacturers of submarine cables and subsidiary of the Japanese Fujikura and Furukawa. Once this investment is completed, Hellenic Cables SA will be one of the few manufacturers of high-voltage submarine cables globally. This development is particularly important for Greece, which is in great need of submarine cables for interconnecting its islands with the mainland. These interconnections will reduce dependence on polluting energy plants on the islands and further reduce energy costs. Submarine high voltage cables are specialised products produced by very few producers worldwide. Demand is increasing for use in island interconnection and offshore wind farm projects, as well as in interconnections between countries or regions. Major projects in Greece, the Mediterranean Sea, the North Sea and elsewhere internationally are underway or in the planning stage.

2.2.4.4 Working capital

In the opinion of the Company, the working capital available to it is sufficient for the Copper Group's present requirements, that is, for the next twelve months following the date of this Prospectus.

2.2.5 Contractual obligations and other commitments

During 2012, the Copper Group raised debt capital from a group of banks which amounted to EUR 70,443,831 mainly in order to meet its needs for working capital. During the same period, the Copper Group repaid loans, both short- and long-term, totalling EUR 74,798,618.

During the first half of 2013, the Copper Group drawn bank loans amounting to EUR 83,459,177, while EUR 54,039,408 was repaid.

For the bank loans of Fulgor SA, a subsidiary of Hellenic Cables SA, mortgages on properties totalling EUR 49 million were set up.

The fair values of loans are approximately equal to their book values as loans bear mainly floating interest rates. The book values of the Copper Group's loans concern loans issued in euro.

There was no occurrence in 2012 and in the first half of 2013 which has led to a breach of the terms of the loans of the Copper Group.

Liabilities as at 31 December 2012	**<1 year**	**1-2 years**	**2-5 years**	**> 5 years**
		(million of euro)		
Loans repayments	286	124	6	28
Current bank accounts	72	-	-	-

Obligations under financial leasing	**2012**	**2011**	**2010**
Financial leasing liabilities - minimum leases	*(million euro)*	*(million euro)*	*(million euro)*
Up to 1 year	0.3	0.7	-
From 1 - 5 years	0.2	0.4	-
Total	**0.5**	**1.1**	-

2.2.6 Quantitative and qualitative disclosure about market risk

The Copper Group is exposed to market risks with respect to foreign exchange rates, fluctuation in metal prices, interest rates, the creditworthiness of its counterparties and liquidity risk. The Copper Group centrally manages and monitors the exposure to these risks in accordance with the treasury policies by seeking to control the Copper Group's exposure to such risks in the context of acceptable parameters while at the same time improving performance. The Copper Group enters into transactions involving derivative financial instruments so as to hedge a part of the risks arising from market conditions. It does not hold or issue derivative financial instruments for speculative purposes.

Credit Risk. The Copper Group has adopted and applies credit control procedures with the purpose of minimising doubtful claims and immediately covering claims with negotiable instruments. No client exceeds 10% of total sales and, consequently, commercial risk is spread over a large number of clients. Credit limits are set for each customer, which are reviewed in accordance with current circumstances and the terms of sales and collections are readjusted, if necessary. In principal, the credit limits of customers are set on the basis of the insurance limits received from them from insurance companies and, subsequently, receivables are insured according to such limits. The Copper Group's policy consists in not providing any financial guarantees, unless on an exceptional basis. The guarantees provided by the Copper Group are of low value and/or risk and do not pose a significant risk.

Liquidity risk. Liquidity risk is kept at a low level by having sufficient cash on hand and sufficient credit limits with collaborating banks. Note that on 31 December 2012, the Copper Group had an amount of EUR 27.9 million of cash and the necessary credit lines approved but not drawn in order to meet its short-term and medium-term obligations easily.

Fluctuation risk of metal prices (copper, zinc, other metals). The Copper Group bases both its purchases and sales on stock market prices/ indexes for the price of copper and other metals used and contained in its products. The risk from metal price fluctuation is covered by hedging instruments (i.e., futures on the London Metal Exchange). The Copper Group, however, does not use hedging instruments for the entire stock of its operation and, as a result, any drop in metal prices may have a negative effect on its results through inventories impairment.

Interest rate risk. The Copper Group finances its investments and its needs for working capital from bank and bond loans with the result that interest charges reduce its results. Rising interest rates have a negative impact on results since borrowing costs for the Copper Group rise. Interest rate risk is mitigated as part of the Copper Group borrowing is set at fixed rates either directly or using financial instruments (i.e., interest rate swaps).

2.3 Aluminium sector

Elval SA and its subsidiaries (the ***Aluminium Group***) are the aluminium processing and trading division of the Group. Having an active production and business presence since 1971, the Aluminium Group currently represents an international business organisation with plants in Greece, Bulgaria and the United Kingdom and sales in more than 80 countries.

Using aluminium as main raw material, the Aluminium Group's plants in Greece, Bulgaria and the United Kingdom manufacture a wide range of products including, among others, aluminium sheets for soft drink cans, food cans, lithographic sheets, roofing, aluminium panels for doors, aluminium foil for household use and for food and medicine packaging, coils for building façades, caps for spray cans. In addition, its plants offer aluminium solutions for shipbuilding, the automotive industry, manufacture of tanks, road sign posts as well as architectural and industrial aluminium profiles used in various branches.

During the last three years, EUR 125 million have been invested not only for the increase of the capacity of the Aluminium Group's plants, but for the top of quality and cost efficiency too.

In 2012, sales volume exceeded 330,000 tons, an increase of 4% against 2011 and 10% against 2010. Sales in Greece accounted for 11% of sales in 2012. Sales in the EU and America accounted for 64% and 9.5% respectively.

In 2012, the consolidated turnover stood at EUR 1,064 million, being at around the same levels as in 2011, gross profits amounted to EUR 80.8 million from EUR 84.8 million, earnings before interest, taxes, depreciation and amortisation fell by 2.7% to EUR 80.2 million and earnings before tax to EUR 22.6 million from EUR 23.1 million. Finally, positive deferred tax raised earnings after taxes and non-controlling interest to EUR 21.7 million compared to EUR 17.4 million in 2011 (earnings per share: EUR 0.174 compared to EUR 0.140 in 2011).

2.3.1 Recent events

On 29 August 2013, the Aluminium Group announced its financial results for the first half of 2013. The increased sales volume resulted in the increase of the Group's operating profit compared with the first half of 2012, despite the burden of high energy costs. However, the final results after taxes showed losses, because of the one-off charge by the deferred taxation.

Specifically, the sales volume increased by 3.6%, to 169,000 tons, but the turnover was marginally lower at EUR 524.2 million, influenced by the low prices of aluminium. Gross profit showed a substantial increase of 11.6% and amounted to EUR 44 million, as compared to EUR 39.5 million in the corresponding period of the previous year. Accordingly, earnings before interest, taxes, depreciation and amortisation (EBITDA) amounted to EUR 45.1 million, increased by 10.8%, from EUR 40.6 million, and earnings before taxes rose to EUR 14.7 million as compared to EUR 11.8 million in 2012. The recalculation of deferred taxes due to the increase of the Greek tax rate from 20% to 26%, which charged the results of the first half of the year, led the Aluminium Group to losses after taxes (EUR 3.3 million compared with profits of EUR 11.1 million in the first half of 2012).

The increase in earnings before taxes, depreciation and amortisation, the low price of the LME and the management of working capital resulted in positive operational flows of EUR 9 million, but the total cash outflows of the Aluminium Group amounted to EUR 17.8 million and the net loans to EUR 234.5 million.

Investment expenditures in equipment amounted to EUR 26 million and mainly concern the continuation of investment programs in the factories of Oinofyta and the UK. In the Oinofyta factory, the investment program for the new semi continuous casting pit completed and started operations. The purpose of this program was to produced more slabs (raw material for the rolling plants) of 9 meter long instead of 4 meter and therefore increase the capacity and improve the cost base. Furthermore, a new three chamber melting/delacquering furnace for the increase of the recycling of used beverage cans started operations in July 2013.

2.3.2 Principal factors affecting operations of results

2.3.2.1 General

The Aluminium Group’s results of operations are affected by a number of factors, including conversion prices, product mix, energy costs, and currency exchange fluctuations.

2.3.2.2 Conversion prices

The prices of products consist of London Metal Exchange (LME) prices, aluminium premium, conversion prices and direct sales expenses. The LME prices are hedged and have no effect on the results, the premium prices are passed to the customers (unsuccessfully sometimes) and only the conversion prices affect the operating results. Conversion prices fluctuate for spot orders depending on market demand and economic conditions and are more stable for long-term sales contracts with customers that represent almost 50% of our sales.

2.3.2.3 Product mix

The Aluminium Group’s plants produce a variety of products with different conversion prices even in different times. Furthermore, there are commitments to sell certain products to certain prices either due to long-term sales contracts or for strategic reasons. Efforts are focused to achieve the optimum product mix with the limitations of the capacity and the commitments.

2.3.2.4 Energy costs

The plants are energy intensive and use natural gas and electricity. In 2012, for some plants, energy costs accounted almost for 25% of production cost, excluding the metal cost. In Greece, the natural gas cost is substantially higher than in other European countries and in 2011, a special tax was imposed on it. In many long-term sales contracts there are clauses for adjustment of the selling prices according to energy prices changes.

2.3.2.5 Currency exchange fluctuations

The Aluminium Group sells in euro, U.S. dollars or GB pounds. The exchange rate between the euro and the other currencies may fluctuate significantly between the time the contract price is agreed and the time payment is made. Consequently, it seeks to reduce exposure to foreign exchange risks associated with contracts denominated in currencies other than the euro by entering into currency hedging arrangements, typically forward contracts that allow it to establish an amount in euro that a given contract should yield, irrespective of any currency exchange fluctuations.

2.3.3 Results of operations

The following table sets forth the Aluminium Group's consolidated income statement for the six months ended 30 June 2013 and years ended 31 December 2010, 2011 and 2012. The numbers in the table below are in millions of euro.

Consolidated statement of Income	Six months ended 30 June		Year ended 31 December		
(Amounts in million euro)	**2013**	**2012**	**2012**	**2011**	**2010**
Turnover	**524.18**	**526.85**	**1,063.78**	**1,062.35**	**930.48**
Cost of goods sold	(480.11)	(487.35)	(983.02)	(977.55)	(853.45)
Gross profit	**44.08**	**39.50**	**80.8**	**84.8**	**77.04**
Selling expenses	(13.28)	(14.12)	(29.87)	(32.55)	(37.93)
Administrative expenses	(13.03)	(12.39)	(23.97)	(23.21)	(21.98)
Other income / (expenses) – net	3.28	3.91	5.57	4.51	5.78
Profits / (losses) before taxes, financing & investment results	**21.05**	**16.89**	**32.49**	**33.54**	**22.90**
Profits / (losses) before taxes, financing, investment & depreciation	**45.06**	**40.67**	**80.2**	**82.4**	**68.4**
Total profits / (losses) before taxes	**14.70**	**11.76**	**22.6**	**23.1**	**16.6**
Minus Taxes	(18.04)	(0.63)	(1.5)	(8.3)	(9.3)
Profits / (losses) after taxes (A)	**(3.34)**	**11.13**	**21.1**	**14.8**	**7.3**
Profits / (losses) after taxes per share	**(0.02)**	**0.09**	**0.1745**	**0.1400**	**0.0687**
Attributable to:					
Owners of the parent company	(2.93)	10.92	21.7	17.4	8.5
Non-controlling interest	(0.41)	0.21	(0.54)	(2.58)	(1.25)
	(3.34)	**11.13**	**21.1**	**14.8**	**7.3**
Other comprehensive income after taxes (B)	(7.42)	1.82	1.16	(1.51)	2.05
Total comprehensive income for the period, after taxes (A) + (B)	**(10.77)**	**12.95**	**22.27**	**13.29**	**9,338**

Sales. Sales volume was raised with international sales being further increased and the consolidated turnover remaining at approximately the same levels with those of 2011 at EUR 1,063.8 million and increased by 14% against 2010. The turnover of Elval SA, during 2012, stood at EUR 697 million, that of Etem and its subsidiaries stood at EUR 99.6 million, that of Bridgnorth Aluminium Ltd. at EUR 205.6 million and that of Symetal SA with at EUR 164.8 million. The inter-company sales stood at EUR 197.3 million. The turnover in the first six months of 2013 amounted to EUR 524 million.

The turnover is affected by the LME prices, which are the base of the Aluminium Group's products' pricing and are fully hedged. LME cash average price stood at EUR 1,569/ ton compared to EUR 1,719 in 2011, without registering any particular fluctuations. For the first semester of 2013, the LME cash average price amounted to EUR 1,460/ton.

Sales Volume	**Six months ended 30 June**		**Year ended 31 December**		
(in KMT)	**2013**	**2012**	**2012**	**2011**	**2010**
Building and construction	28.0	30.0	57.3	65.7	61.8
Packaging	70.2	73.6	143.7	138.0	114.5
Transportation	27.5	20.8	44.2	38.9	43.6
Litho	31.8	25.8	55.2	51.6	53.5
Composite panels	2.6	0.4	7.2	3.4	2.6
Architectural profiles ..	2.3	3.9	8.6	8.2	9.8
Industrial profiles	6.0	8.0	15.4	12.7	15.7
Other	0.2	0.1	0.2	0.3	0.3
Total Sales	**168.6**	**162.7**	**331.7**	**318.8**	**301.7**

In the first half of 2013, the volume increased by 3.6% compared to the respective semester of 2012 and better product mix was achieved.

Cost of sales. Cost of sales in 2012 increased, marginally, by 0.5% or EUR 5.4 million. Raw material's increase, although affecting the cost of sales or the turnover, does not affect the gross profit since sales and purchases are hedged. On the contrary, part of aluminium premium increase have not passed to the customers and decreased the gross profit. Besides the effect of the raw materials, energy cost and freights affected the cost of sales. In the first half 2013 too, the high energy cost continued to affect the cost of sales. Furthermore, a provision was raised for impairment of inventories, which are not covered by hedging contracts (un-hedged inventory), totalling to EUR 2.1 million.

Gross profit. Gross profit decreased by EUR 4 million, or 4.76% from 2011 to 2012, however there is an increase by 4.8%, or EUR 3.7 million against 2010. The main reason for the decrease in 2012 is the increased cost of sales due to higher energy cost. Especially in Greece a special tax was imposed on the natural gas. The better product mix and the increased volume outperformed the burden of the high energy cost and the gross profit of the first half of 2013 increased by 11.6% compared to the same period in 2012 and amounted to EUR 44 million

Selling expenses. Selling expenses decreased by EUR 2.7 million, or 8.2% from 2011 to 2012. Etem and its subsidiaries cut selling expenses in every line and especially the advertising expenses. In the first half of 2013, selling expenses amounted to EUR 13.3 million.

Administrative expenses. Administrative expenses increased by EUR 753,000, or 3.2% from 2011 to 2012. There are not any significant extraordinary amounts. In the first half of 2013, administrative expenses amounted to EUR 13 million.

Other operating income/expenses. Other operating income/expenses decrease by EUR 1 million, or 23.5%. The main items are the amortization of government grants received and insurance indemnification. In 2011, an insurance compensation of EUR 2.1 million was paid to Bridgnorth Aluminium SA.

Finance costs — net. In 2012, net finance costs decreased by EUR 1.7 million, or 14%. The interest costs increased by EUR 0.3 million, or 2% and amounted to EUR 18.5 million, although the average net borrowing was decreased. The increase of the cost is attributable to higher interest rates, imposed by the Greek Banks. In the first half of 2013, extraordinary financial losses amounting to EUR 1.4 million were recorded, due to the valuation of shares and warrants.

Share of profit from associates. Profits from associates decreased by EUR 1.2 million, or 65% from 2011 to 2012. This decrease was mainly attributable to a reduction of profits after taxation by the associates Anamet SA (from EUR 3.8 million to EUR 1.1 million) and Tepro Metal AG (from EUR 1.2 million to EUR 260,000).

Income tax expenses. Income tax for 2012 was EUR 1.5 million, a EUR 6.8 million decrease from 2011. The current income tax for 2012 was EUR 4.5 million against EUR 6.6 million in 2011. The deferred tax for 2012 was positive EUR 3 million against negative EUR 1.7 million for 2011. The effective tax rate is very low because of the use of tax-free reserves according to the Greek development law. In the first half of 2013, the provision of the current income tax was EUR 8 million and the deferred tax was EUR 10.1 million. The corporate income tax rate of legal entities in Greece is set at 26% for fiscal year 2013 and onwards, compared to 20% for the fiscal year 2012. Due to the above change in the tax rate, the deferred tax expense has burdened with the amount of EUR 12.7 million.

2.3.4 Liquidity and capital resources

2.3.4.1 Capital resources

Historically, the Aluminium Group has financed its cash requirements from its operating cash inflows and borrowing facilities. The main use of cash has been the continuous investment programs. Any future cash will be used to repay its loan instalments and to finance the future capital expenditure. It expects to fund these needs with cash flows from operating activities and new bank credit facilities.

2.3.4.2 Cash flows

The following table shows information regarding the Aluminium Group's consolidated cash flows for the periods indicated.

Consolidated cash flows	**Six months ended 30 June**		**Year ended 31 December**		
(Amounts in million euro)	**2013**	**2012**	**2012**	**2011**	**2010**
Net cash from operating activities	9.01	4.34	61.9	72.1	(2.7)
Net cash from investing activities	(35.18)	(21.96)	(41.2)	(34.0)	(38.0)
Net cash from financing activities	8.42	(7.44)	(40.9)	6.0	33.9
Net increase (decrease) in cash.......................	(17.75)	(25.06)	(20.22)	44.05	(6.70)

Net cash flows from /(used in) operating activities. Net cash flows from operating activities in 2012 were EUR 61.9 million, compared to net cash flows from operating activities in 2011 of EUR 72.1 million. The change was primarily due to working capital changes. Indeed, though yielding positive cash flows, it was at an amount smaller compared to 2011, and also due to a decrease in EBITDA. For the first half of 2013, operating cash flows amounted to EUR 9.0 million

Net cash flows used in investing activities. Net cash flows used in investing activities were approximately EUR 41 million in 2012, approximately EUR 34 million in 2011 and EUR 35 million in the first half 2013. For a discussion of the 2011 and 2012 investing activities, see "Capital Expenditure" section below.

Net cash flows from/(used in) financing activities. Net cash flows used in financing activities in 2012 were EUR 40.9 million compared to EUR 6 million from financing activities in 2011. In 2011 the Aluminium Group received EUR 90 million in loans and repaid EUR 94.3 million. In 2012, it received EUR 7.6 million in loans and repaid EUR 50.7 million. As of 31 December 2012, it had cash and cash equivalents of EUR 39.9 million and total borrowings of EUR 249.6 million. Respectively, on 30 June 2013 the Aluminium Group had cash and cash equivalents of EUR 21.3 million and total borrowing of EUR 255.9 million.

Net cash increase (decrease) in cash. Overall cash increased in 2011 by EUR 44.05 million compared to a decrease by EUR 6.70 million in 2011. This improvement was due to significantly increased cash flows from operating activities, which were positive by EUR 72.1 million compared to slightly negative in 2011. In 2012, there was a decrease of cash by EUR 20.22 million mostly due to negative cash flows from financing activities and decreased, however still positive, cash flows from operating activities. For the first half of 2013, cash decreased by EUR 17.75 million mostly due to significant negative cash flows in investing activities.

2.3.4.3 Capital expenditure

From 2010 to 2012, the total capital expenditure amounted to EUR 125 million. A number of long-term investments programs were implemented in all plants focusing on the capacity expansion and cost reduction through the energy savings or the yield improvement. In 2010, the capital expenditure amounted to EUR 44 million, in 2011 to EUR 41 million and in 2012 to EUR 46 million. The total capital expenditure of each year includes maintenance capital expenditure.

2.3.4.4 Working capital

In the opinion of the Company, the working capital available to it is sufficient for the Aluminium Group's present requirements, that is, for the next twelve months following the date of this Prospectus.

2.3.5 Contractual obligations and other commitments

As of 31 December 2012, the Aluminium Group had outstanding contractual commitments totalling EUR 13.3 million. The contractual commitments mentioned below relate to machines' purchase contracts for investments.

As of the same date, the Aluminium Group had EUR 151.5 million in long-term credit facilities and EUR 285.5 million in short-term credit facilities. It is currently in the process of refinancing the total borrowings to 75% long-term through syndication. On 31 December 2012, factoring without recourse stood for EUR 41.6 million. Please refer to Part VI (*Operating and financial review*), section 1.4.1 (*Capital resources*) on page 110 for further information on the process of refinancing.

There are no financial leasings within the Aluminium Group.

Liabilities as at 31 December 2012	<1 year	1-2 years	2-5 years	> 5 years
		(million of euro)		
Loan repayments	175	50	22	3
Current bank accounts	1	-	-	-

2.3.6 Quantitative and qualitative disclosure about market risk

The Aluminium Group is exposed to market risks with respect to foreign exchange risk, credit risk, liquidity risk, interest rate risk and fluctuations risk of the aluminium prices. The Aluminium Group's risk management policies are implemented in order to identify and analyse risks faced by the Aluminium Group as well as to set risk-taking limits and implement controls thereon. Risk management policies and related systems are periodically monitored, in order to ensure that they incorporate the changes in market conditions and in the Aluminium Group's activities.

Foreign exchange risks. The Aluminium Group is exposed to foreign exchange risk in relation to the sales and purchases carried out and the loans issued in a currency other than the functional currency of its companies, which is mainly the euro. The currencies in which these transactions are carried out are mainly the euro, the USD and the GBP. Over time, the Aluminium Group counterbalances the greatest part of its estimated exposure to foreign currencies in relation to the anticipated sales and purchases as well as receivables and liabilities in foreign currency. In most of the cases, the Aluminium Group signs foreign currency futures with its foreign counterparties in order to hedge the risk of foreign exchange rate fluctuations, which expire normally in less than one year from the balance sheet date. When deemed necessary, these contracts are renewed upon expiry. Per case, the foreign exchange risk may be covered by taking out loans in respective currencies. Loan interest is denominated in the same currency as cash flow, which arises from the Aluminium Group's operating activities and is mainly the euro. The Aluminium Group's investments in other subsidiaries are not hedged because these exchange positions are considered to be long-term.

Credit Risk. The Aluminium Group's exposure to credit risk is primarily affected by the features of each customer. The demographic data of the Aluminium Group's clientele, including payment default risk characterising the specific market and the country in which customers are active, affect the credit risk less since no geographical concentration of credit risk has been noted. In the Aluminium Group, Symetal SA exceeds 10% of sales and also 10% of customers' open balance. However, it has an extensive clientele and none of its end customers exceed 10% while applying the credit policy and credit insurance used by the Aluminium Group. Based on the adopted credit policy, each new customer is checked individually for creditworthiness before normal payment terms are proposed. Investments are classified by the Aluminium Group according to the purpose for which they were acquired. The management decides on the appropriate classification of the investment at the time of acquisition and reviews such classification on each presentation date. The management of Elval SA estimates that there will be no payment default for such investments. The Aluminium Group's policy requires that no financial guarantees are provided. By way of exception, however, such guarantees can be provided only to subsidiaries and affiliates.

Liquidity risk. The approach adopted by the Aluminium Group in order to manage liquidity is to ensure, by adequate fiscal management and sufficient credit limits from cooperating banks, that it will always have satisfactory levels of liquidity to meet its obligations when they mature, under ordinary or more difficult conditions, without there being unacceptable losses or its reputation being jeopardised. To avoid liquidity risks, the Aluminium Group makes a cash flow provision for one year when preparing the annual budget as well as a rolling provision covering three months to ensure that it has adequate cash flow to meet its operating needs, including the fulfilment of its financial obligations. This policy does not take into account the impact of extreme conditions which cannot be foreseen.

Interest rate risk. The Aluminium Group finances its investments and its needs for working capital from bank and bond loans resulting in interest charges affecting its results. Rising interest rates will have a negative impact as the Aluminium Group's borrowing costs will increase. Interest rate risk is mitigated since part of the Aluminium Group's borrowing is set at fixed rates either directly or using financial instruments (i.e., interest rate swaps).

Fluctuations risk in the price of metals. The Aluminium Group bases both its purchases and sales on stock market prices / indexes for the price of aluminium used and contained in its products. The risk from metal price fluctuation is covered by hedging instruments (i.e., futures on London Metal Exchange (LME). The Aluminium Group, however, does not use hedging instruments for the entire stock of its operation and, as a result, any drop in metal prices may have a negative effect on its results through inventory impairment.

2.4 Real estate development sector

The major event in the real estate development sector for the period 2010-2012 was, as mentioned in part IV (*The Mergers*), section 2.2.6.5 (*Real estate development sector*) of this Prospectus, the completion of River West mall in Western Athens in 2011, that finalised this commercial development which already included an Ikea store. The prevailing economic conditions in Greece have brought the real estate sector in the country at a halt and this is the main reason for not engaging in any other significant development activities. In addition to the above it has to be mentioned that a property in downtown Athens that was leased as at a 5 star hotel establishment ceased its contract in June 2012 and currently relevant subsidiaries of the Group are in search for new tenants. Finally, there is an office complex under-construction in downtown Athens that will be finalised based on the potential tenant's intended usage and another under-construction office complex in Chalandri, Athens, the completion of which has been postponed due to the slump of the real estate industry in the country. Therefore, regarding the period 2013-2014 and apart from the significant commercial development in Corinth which is further detailed in Part IV (*The Mergers*), section 2.2.6.5(iv) (*Investments and strategy*) of this

Prospectus, the Group seeks for tenants for the hotel and the two office complexes aforementioned as well as other small properties of less significance owned by the Group.

In terms of figures, the turnover in the real estate sector was at EUR 2.0 million in 2010, and increased in 2011 to EUR 5.3 million and decreased in 2012 to EUR 4.6 million. We should note here that not all rents are accounted for the turnover of corresponding companies, but some are accounted as other income from operations (i.e., after the gross margin). EBITDA profitability was EUR 4.3 million in 2010, while it decreased in 2011 to EUR 3.3 million and to EUR 2.2 million in 2012. The main factor affecting the above is the commissioning of River West Mall, which resulted in corresponding operating expenses. In addition, since economic conditions in Greece kept lease prices low and the occupancy rate was not at 100% income from leases, results were not sufficient to generate the desired profitability. Finally, and most importantly, profitability is also affected by the continuously increasing taxation on property pursuant to the Greek fiscal consolidation program that burdens all properties of the Group, whether leased or not.

More specifically, due to the budget deficits of the state and the prevailing and historical evasion of income taxes and VAT, the Greek government has turned to real properties in order to compensate the budget gaps. Real properties are well documented and much harder to hide from the authorities compared to income, thus expanding the tax base significantly quicker than what is required to redesign and implement an efficient and effective income tax monitoring, controlling and collection mechanism. Further to that in the last several months there is an ongoing public discussion for the need to rationalise the currently multiple property taxes in a single and clearly articulated tax that will be based on best global practices in order to fairly reflecting the value of the property, its opportunity for development and act as a disincentive for keeping idle properties, thus spurring some growth in the field. Therefore, there are currently four forces influencing the prospects of this business in Greece (i) increased compared to past taxation, (ii) uncertainty about the future levels and schemes of this taxation, (iii) properties stock that has been developed (and not sold/ utilised) just before the rise of the crisis and (iv) the ongoing recession in the Greek economy. Due to the aforementioned reasons, the Group proceeds cautiously in developments in this sector implementing diligently planned investments like the two malls in Western Athens and Corinth, while maintaining a hold status for the rest of its properties. Management believes that the commercial properties market will recover quicker than the residential market, and such recovery will depend on when the economy reaches an end in its recession and the stabilisation of the tax environment.

3. REVIEW OF COFIDIN

3.1 Overview

The following is a discussion of the financial condition and results of operations of Cofidin for the year ended 31 December 2012 and for the six months ended 30 June 2013. You should read this together with Part IV (*The Mergers*), section 2.3 (*Business overview*) and the consolidated pro forma selected financial information relating to the year ended 31 December 2012 and the six months ended 30 June 2013. Such pro forma financial information has been established on the basis of a full calendar year to allow the establishment of the pro forma consolidation financial statements of the Company as at that dates. The historical financial statements of Cofidin and the entities that merged into Cofidin in August 2013 were established for the year ended 30 September 2010, 2011 and 2012. Such historical financial statements are not provided in this Prospectus as they would not reflect Cofidin's present results of operations and activities. Historical financial information for the years ended 30 September 2010, 2011 and 2012 of each of Cofidin and the aforementioned absorbed companies is available upon request and can be obtained at info@viohalco.com.

As described in the business overview of Cofidin (see Part IV (*The Mergers*), section 2.3 (*Business Overview*), Cofidin is a company that holds and manages participations and interests in securities and financial instruments. As at 30 June 2013, Cofidin's investment portfolio was composed of participating interests in (i) Viohalco Hellenic and certain of its subsidiaries, and (ii) securities and financial instruments issued by corporates, financial institutions and sovereign entities. Cofidin's operating results and financial condition entirely depends on dividends and other distributions received from its participations in Viohalco Hellenic and certain of its subsidiaries, and in such other companies.

3.2 Participations in Viohalco Hellenic and its subsidiaries

As at 30 June 2013 and 31 December 2013, participations of Cofidin in Viohalco Hellenic and certain of Viohalco Hellenic's subsidiaries were as follows:

Participations in Viohalco Hellenic and its subsidiaries*	As at 30 June 2013	As at 31 December 2012
	(amounts in million of euro)	
Viohalco Hellenic SA	115.17	104.02
Elval SA	7.51	7.12
Halcor SA	3.43	3.65
Sidenor SA	1.52	1.51
Corinth Pipeworks SA	3.64	3.21
Total	**131.27**	**119.51**

** Figures are presented in accordance with Belgian GAAP.*

The participating interests of Cofidin in Viohalco Hellenic and the subsidiaries mentioned above represented in the aggregate 65.93% of Cofidin's total assets as at 30 June 2013, and 63.78% of Cofidin's total assets as at 31 December 2012.

The financial performance of these participations should be read on the basis of the review relating to Viohalco Hellenic and its subsidiaries for the year 2012.

3.3 Participations in other investments

As at 30 June 2013 and 31 December 2012, the most significant participating interests of Cofidin in other investments were as follows:

Participations in other investments*	As at 30 June 2013	As at 31 December 2012
	(amounts in million of euro)	
International equity instruments	18.15	18.25
Greek equity instruments	2.91	0.00
Corporate bonds	30.83	34.74
Sovereign bonds	6.65	7.95
Total	**58.54**	**60.94**

** Figures are presented in accordance with Belgian GAAP.*

The participating interests of Cofidin in other investments represented in the aggregate 29.40% of Cofidin's total assets as at 30 June 2013 and 32.53% of Cofidin's total assets as at 31 December 2012. Cofidin's investment portfolio with respect to such participations comprised mainly investments in securities and financial instruments.

The evolution in the Belgian GAAP carrying amount of the above portfolio evolved during the period running from 1 January 2012 to 30 June 2013 as follows:

Participations in other investments	As at 30 June 2013	As at 31 December 2012	As at 30 June 2012	As at 1 January 2012
	(amounts in million of euro)			
International equity instruments.........	18.15	18.25	17.81	19.11
Greek equity instruments	2.91	0.00	0.00	0.00
Corporate bonds................................	30.83	34.74	38.12	39.93
Sovereign bonds................................	6.65	7.95	7.98	7.90
Total	**58.54**	**60.94**	**63.92**	**66.95**

3.4 Historical information on the composition and performance of the portfolio

The table below summarises the evolution of the fair value of the investment portfolio of Cofidin for the period running from 31 December 2010 until 30 June 2013, as well as its performance over this period, being measured as the sum of dividends, interest income and non-realised capital gains and losses in relation to the fair value of the investment portfolio at the beginning of the period.

Investment portfolio	As at 30 June 2013	As at 31 December 2012	As at 31 December 2011	As at 31 December 2010
	(amounts in million of euro, unless otherwise stated)			
Shares in Viohalco Hellenic and its subsidiaries	137.1	125.1	86.0	114.0
Other shares	21.6	19.1	18.4	21.9
Bonds...	39.2	44.9	42.7	44.1
Total	**197.9**	**189.1**	**147.1**	**180.0**
Overall financial performance*	**5.29%**	**27.14%**	**(17.34%)**	**-**
Financial performance of other shares and bonds	**(3.16%)**	**1.40%**	**(4.85%)**	**-**

** The financial performance over the year ended 31 December 2010 cannot be calculated as the non-realised capital gains and losses between 1 January 2010 and 31 December 2010 are not available.*

Financial performance is highly influenced by the non-realised capital gains and losses in the financial assets that composed the investment portfolio. If these non-realised capital gains and losses were excluded from the calculation of the financial performance of the portfolio, the overall financial performance would be at 0.63% for the six months ended 30 June 2013, 1.09% for the year ended 31 December 2012 and 0.95% for the year ended 31 December 2011. The underlying explanations for these relatively low percentages is the relatively high weight of the shares in Viohalco Hellenic and its subsidiaries in the total portfolio as these companies do not distribute dividends.

Financial performance is measured in relation to the fair value of the investment portfolio at the beginning of each period which is considered to be logical as the financial structure did not significantly change since 2012.

Cofidin's primary objective is to create value for its shareholders. Cofidin strives to develop a high-quality portfolio of financial assets. These financial assets consist of a high-quality diversified portfolio of debt instruments, a limited number of high-quality equity instruments and its investments in Viohalco Hellenic and its subsidiaries.

The composition of the portfolio is an essential performance element for Cofidin. The choice of portfolio investments is made in the context of creating value for its shareholders. Cofidin seeks to attenuate the risk by diversifying its portfolio and monitoring on a continuous basis its different investments. Every investment or disinvestment is analysed in depth and each analysis is reviewed by the executive management and approved by the board of directors of Cofidin. Investments are monitored through a systematic review of the portfolio at every meeting of the board of directors. In addition, Cofidin's management meets regularly with external specialists in financial markets.

PART VII: RELATED PARTY TRANSACTIONS

The following is a summary of the most significant transactions with related parties for the accounting years ended 31 December 2010, 2011 and 2012 and the six months ended 30 June 2013 and up to the date of this Prospectus.

1. GENERAL

In the normal course of the business of Viohalco Hellenic and its subsidiaries, Viohalco Hellenic and its subsidiaries have frequently engaged, and continue to frequently engage, in arm's length transactions with one another. These agreements are entered into in the ordinary course of business and the aggregate value of these transactions is immaterial. The management of Viohalco Hellenic believes that its purchases and sales under these transactions are at prices and on other terms that are substantially similar to those that would be available in an arm's length transaction with an unrelated third party.

2. RELATIONSHIPS BETWEEN VIOHALCO HELLENIC AND COFIDIN

Participations in Viohalco Hellenic

Prior to completion of the Mergers, Cofidin held a participation of 13.3% in Viohalco Hellenic's share capital. This participation increased in August 2013 following the merger by absorption of Cofidilux SA and Cofialco from 5.9% to 13.3%. Cofidin's participation in Viohalco Hellenic's share capital will be cancelled upon completion of the Mergers. Indeed, in the context of the Mergers, the absorption of Viohalco Hellenic by the Company requires that the Company issues Shares to Cofidin for its 13.3% participation in Viohalco Hellenic's share capital. However, as Cofidin will itself be absorbed simultaneously by the Company, it will be proposed to the shareholders of the Company to cancel such Shares so that the procedure applicable under Belgian law with respect to the acquisition of own shares will not be applicable.

Participations in group companies

Cofidin owned a participating interest in Halcor SA of 3.46% and in Elval SA of 2.62%, which are both subsidiaries of Viohalco Hellenic. In 2012, Cofidin acquired shares in Halcor SA representing 1.41% of Halcor SA's share capital, and in Elval SA representing 1.99% of Elval SA's share capital, bringing the total participation in those two subsidiaries of Viohalco Hellenic to respectively 4.87% and 4.61%.

As a result of the merger between Cofidin and Cofidilux SA in August 2013, these percentages were increased so that Cofidin owned a participating interest in Halcor SA of 6.31% and in Elval SA of 4.61%. In addition, through such merger, Cofidin also acquired a participating interest in Sidenor SA of 0.9% and in Corinth Pipeworks SA of 1.2%.

On 13 May 2013, Cofidin acquired 69,672 shares in Flokos SA and 69,672 shares in Sanitas Emporiki SA from Mepal SA, for a total price of EUR 1,737,620. Since then, Cofidin has contributed to a capital increase in Flokos SA for an amount of EUR 270,000, bringing Cofidin's participation in Flokos SA to 83.12% of its share capital.

3. RELATIONSHIPS BETWEEN VIOHALCO HELLENIC, ITS SUBSIDIARIES AND SOME OF ITS SHAREHOLDERS

The following summarises the most significant transactions of Viohalco Hellenic and its subsidiaries with their main shareholders. These transactions were carried out and to the extent required by Greek law approved in accordance with the Greek legislation applicable to conflicts of interest.

Participations in group companies

In 2011, Evangelos Stassinopoulos, shareholder of Viohalco Hellenic, personally and through other companies that he controls sold to Noval SA, a 100% subsidiary of Viohalco Hellenic, shares of Diatour SA, Alcomet SA, Attiki SA, Vitruvit SA and Sovel SA, all of which being group companies of Viohalco Hellenic, for a total of EUR 1.3 million.

Lease arrangements

During the period 2010-2012, Noval SA and Steelmet SA, subsidiaries of Viohalco Hellenic, rented directly from certain of Viohalco Hellenic's major shareholders and indirectly from companies controlled by Viohalco Hellenic's major shareholders, office space located in Athens, Greece, for an amount of rents totalling to EUR 0.13 million. In addition, during such period, Viohalco Hellenic's major shareholders rented to Steelmet SA office buildings in Athens, Greece that were finally sold to Noval SA on May 2011, for an amount of rents totalling to EUR 0.68 million.

Real Estate transfers

In 2011, Viohalco Hellenic's major shareholders sold to Noval SA, a 100% subsidiary of Viohalco Hellenic, real estate properties located in Athens, Greece, including office buildings, commercial premises, industrial buildings and lands) for a total price of EUR 6.1 million.

Co-ownership of premises

Viohalco Hellenic owns together with Metem SA, a company owned by Viohalco Hellenic's major shareholders, a real estate property in western Athens, Greece, on a 54/46% share split. On this property, substantial investments were made to develop the commercial shopping centre 'River West mall' and the IKEA store.

Important transactions with affiliated parties

The important transactions with affiliated parties within the meaning of IAS 24 "Related-party disclosures" are presented in the table below in thousands of euro. The services provided by Viohalco Hellenic to its subsidiaries concern rental fees. During the ending year 2012, the fees paid to the board members amounted to EUR 1,327,000.

Companies	**Sales of goods & services**	**Purchase of goods & services**	**Products-services turned into fixed assets**	**Receiv-ables**	**Liabilities**
Transactions of Viohalco Hellenic with subsidiaries					
Sidenor Group	97	-	-	125	-
Elval Group..................................	51	6	-	23	-
Halcor Group................................	621	138	16	-	47
Metalworks of Attika	82	-	-	-	-
ELKEME SA	79	-	-	-	-
Vitrouvit SA.................................	8	-	-	-	-
Kifissos Mall SA..........................	-	509	-	-	118
Teka Systems SA	-	2	-	-	-
	938	**655**	**16**	**149**	**165**
Transactions of Viohalco Hellenic group with associates					
Sidenor Group	3,221	-	-	49	-
Elval Group..................................	28	957	188	52	552

Companies	Sales of goods & services	Purchase of goods & services	Products-services turned into fixed assets	Receiv-ables	Liabilities
Halcor Group.................................	4	35	46	5	47
	3,253	**992**	**234**	**109**	**597**
Transactions of Viohalco Hellenic group with other affiliated companies					
Sidenor Group...............................	20,589	22,860	107	14,800	4,357
Elval Group...................................	7	420	14	2	209
Halcor Group.................................	26	399	13	25	246
Teka Systems SA	74	4	-	8	3
Anamet SA....................................	81	3	-	-	-
Tepro Metal SA.............................	3	-	-	1	-
Metalworks of Attika	-	507	-	-	191
Antimet SA	-	-	-	39	575
	20,780	**24,193**	**134**	**14,875**	**5,581**

PART VIII: DESCRIPTION OF THE SHARES AND ARTICLES OF ASSOCIATION

1. GENERAL

This section summarises the Company's corporate purpose and the material rights of its shareholders under Belgian law and the Company's articles of association. It is based on the Company's articles of association that were amended by the extraordinary shareholders' meeting of 24 October 2013.

The Company was incorporated on 31 May 2013 under the name "Erasmus International", for an unlimited duration. The name of the Company was changed to "Viohalco" pursuant to a decision of the extraordinary shareholders' meeting of 10 September 2013. The Company has the legal form of a limited liability company (*société anonyme / naamloze vennootschap*), organised under the laws of Belgium. Pursuant to the Belgian Companies Code, the liability of the shareholders is limited to the amount of their respective committed contribution to the capital of the Company.

The Company's registered office is located at 30 Avenue Marnix, 1000 Brussels, Belgium, telephone number +32 (0)2.213.49.70. The Company is registered with the register of legal entities (*registre des personnes morales – RPM / rechtspersonenregister – RPR*) (Brussels) under enterprise number 0534.941.439.

The description provided hereafter is only a summary and does not purport to give a complete overview of the articles of association, nor of all relevant provisions of Belgian law; neither should it be considered as legal advice regarding these matters. A copy of the articles of association of the Company is available in English, French and Greek on the Company's website (www.viohalco.com).

2. CORPORATE PURPOSE

The corporate purpose of the Company is set forth in Article 2 of its articles of association and reads (in translation from the French original) 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, 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."

3. DESCRIPTION OF THE RIGHTS ATTACHED TO THE SHARES

3.1 Form and transferability of the Shares

All Shares belong to the same class of securities and are in registered or dematerialised form. A register of the registered Shares (which may be held in electronic form) is maintained at the Company's registered office. It may be consulted by any holder of registered Shares. The Shares that will be issued in the context of the Mergers to the shareholders of Viohalco Hellenic and Cofidin will take the form of dematerialised shares in book-entry form. A dematerialised security is represented by an entry on a personal account of the owner or holder, with a recognised account holder or clearing settlement institution. Holders of Shares may elect, at any time, to have their registered Shares converted into dematerialised Shares, and vice versa.

All Shares are freely transferable.

3.2 Preferential subscription rights

In the event of a capital increase by way of a contribution in cash with the issue of new shares, the existing shareholders have a preferential right to subscribe, pro rata, to the new Shares. These preferential subscription rights are transferable during the subscription period. The shareholders' meeting of the Company may decide to limit or cancel this preferential subscription right, subject to special reporting requirements. Such decision by the shareholders' meeting needs to satisfy the same quorum and majority requirements as the decision to increase the Company's share capital.

3.3 Right to attend and vote at the Company's shareholders' meetings

3.3.1 General shareholders' meetings

The annual shareholders' meeting of the Company is held on the first Tuesday of June of each year at 12 p.m. (noon), or if the day is a public holiday in Belgium, on the first business day thereafter at the same time. It takes place in Brussels at the registered office of the Company or at the place designated in the notice convening the shareholders' meeting.

The other shareholders' meetings of the Company shall be held on the day, at the hour and in the place designated by the convening notice. They may be held at locations other than the registered office.

The annual, special and extraordinary shareholders' meetings of the Company may be convened by the Board of Directors or the auditor of the Company and must be convened at the request of shareholders representing one-fifth of the Company's share capital.

3.3.2 Notices convening the shareholders' meeting

Holders of registered Shares must receive written notice of the shareholders' meeting of the Company at least 30 days prior to the meeting. The Company must also publish a notice of the meeting in the Belgian State Gazette (*Moniteur belge / Belgisch Staatsblad*), in a newspaper with national distribution and in media that can be reasonably considered having effective distribution with the public in the European Economic Area and that is swiftly accessible, and in a non-discriminatory manner. The notices are published at least 30 days prior to the meeting. If a new convocation is required for lack of quorum and the date of the second meeting was mentioned in the first notice, then, in the absence of new agenda items, notices are published at least 17 days in advance of that second meeting.

As from the publication of the notice, the Company shall make the information required by law available on the Company's website (www.viohalco.com) for a period of five years after the relevant shareholders' meeting of the Company.

3.3.3 Formalities to attend the shareholders' meeting

As a general rule, a shareholder wishing to attend and participate in the shareholders' meeting of the Company must: (i) have the ownership of its Shares recorded in its name, as at midnight Central European Time, on the fourteenth calendar day preceding the date of the 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 (ii) notify the Company (or the person designated by the Company) by returning a signed original paper form or, if permitted by the Company in the notice convening the shareholders' 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), at the latest on the sixth calendar day preceding the day of the meeting, of its intention to participate in the meeting, indicating the number of Shares in respect of which it intends to do so.

In addition, holders of dematerialised Shares must, at the latest on the same day, provide the Company (or the person designated by the Company), or arrange for the Company (or the person designated by the Company) to be provided, 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 meeting.

Furthermore, for the shareholders of the Company that will hold their Shares through a DSS Operator, the Company intends to request Helex to provide a shareholders' list as of the Record Date to the Company. In case Helex provides such shareholders' list, such shareholders will not be required to provide a notification to the Company of their intention to participate in the shareholders' meeting. However, if shareholders of the Company who hold their Shares through a DSS Operator intend to provide a proxy, they are required to send to the Company (or the person designated by the Company) such proxy in accordance with the formalities and timing set forth in the above first paragraph of this section 3.3.3.

3.3.4 Voting by proxy

Any shareholder of the Company with the right to vote may either personally participate in the meeting or give a proxy to another person, who need not be a shareholder, to represent him or her at the meeting. A shareholder may designate, for a given meeting, only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. The appointment of a proxy holder may take place in paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by the Company. The signed original paper or electronic form must be received by the Company at the latest on the sixth calendar day preceding the meeting. Any appointment of a proxy holder shall comply with relevant requirements of applicable Belgian law in terms of conflicting interests, record keeping and any other applicable requirements.

3.3.5 Remote voting in relation to the shareholders' meeting

Any shareholder may vote remotely in relation to the shareholders' meeting of the Company, by sending a paper form or, if permitted by the Company in the notice convening the 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). These forms shall be made available by the Company. Only forms received by the Company at the latest on the sixth calendar day preceding the date of the meeting will be taken into account.

Shareholders voting remotely must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the admission formalities.

3.3.6 Right to request items to be added to the agenda and ask questions at the shareholders' meeting

One or more shareholders that together hold at least 3% of the Company's share capital may request for items to be added to the agenda of any convened meeting and submit proposals for resolutions with regard to existing agenda items or new items to be added to the agenda, provided that (i) they prove ownership of such shareholding as at the date of their request and record their Shares representing such shareholding on the record date; and (ii) the additional items on the agenda and/or proposed resolutions have been addressed in writing (by registered mail or e-mail) by these shareholders to the registered office of the Company at the latest on the twenty-second day preceding the date of the relevant shareholders' meeting. The shareholding must be proven by a certificate evidencing the registration of the relevant Shares in the share register of the Company or by a certificate issued by the authorized account holder or the clearing institution certifying the book-entry of the relevant number of dematerialised Shares in the name of the relevant shareholder(s).

The Company shall acknowledge receipt of the shareholders' requests within 48 hours and, if required, publish a revised agenda of the shareholders' meeting, at the latest on the fifteenth day preceding the shareholders' meeting. The right to request that items be added to the agenda or that proposed resolutions in relation to existing agenda items be submitted does not apply in case of a second shareholders' meeting that must be convened because the quorum was not obtained during the first shareholders' meeting.

Within the limits of Article 540 of the Belgian Companies Code, the directors and the auditor of the Company answer, during the shareholders' meeting, the questions raised by shareholders. Shareholders can ask questions either during the meeting or in writing, provided that the Company receives the written question at the latest on the sixth day preceding the shareholders' meeting.

3.3.7 Quorum and majorities

The general shareholders' meeting requires as an attendance quorum that at least 57% of the share capital of the Company be present or represented. If the quorum is not reached, a second meeting may be convened with the same agenda at which no quorum shall apply. Decisions are taken by 65% of the votes cast, except where the law or the articles of association provide for a special majority.

As an exception, important matters require at least two-thirds of the share capital to be present or represented and the affirmative vote of the holders of at least 75% of the votes cast. If the quorum is not reached, a second meeting may be convened at which at least 60% of the share capital shall be present or represented. If such quorum is not reached, a third meeting may be convened at which at least 58% of the share capital shall be present or represented. The special majority requirements, however, remain applicable. Important matters requiring such special legal quorum and majority requirements include, among others, amendments to the articles of association, issues of new Shares, convertible bonds or warrants, decisions regarding mergers, transformation, liquidation or winding-up of the Company and the authorised capital, the appointment of directors, the transfer of the corporate seat outside from Belgium, and any conversion of a category of Shares into another category or the creation of a new category of Shares,

The above quorum and majorities adopted by the Company in its articles of association are stricter than the quorum and majorities required under the Belgian Companies Code. These stricter quorum and majorities have been implemented in order to allow to one group of shareholders, being part of the group of major shareholders, to object resolutions of the shareholders' meetings.

3.3.8 Dividend rights

All Shares participate equally in the Company's profits. The Shares issued to Viohalco Hellenic's and Cofidin's shareholders in the context of the Mergers carry the right to participate in the profits of the Company for each financial year, including the year ending on 31 December 2013.

In general, the Company may only pay dividends with the approval of the shareholders' meeting, although the Board of Directors may declare interim dividends without shareholder approval. The maximum amount of the dividend that can be paid is determined by reference to the Company's unconsolidated financial statements.

Under Belgian law and the articles of association of the Company, the Company must allocate an amount of 5% of its annual net profit on an unconsolidated basis to a legal reserve in its unconsolidated financial statements until the reserve equals 10% of the Company's share capital.

For more information on the dividend policy of the Company, see Part V ("*Information about the Company"*), section 7.5 ("*Dividend Policy*").

3.3.9 Rights regarding liquidation

The Company can only be dissolved by a shareholders' resolution passed with a majority of at least 75% of the votes cast at an extraordinary shareholders' meeting where at least 75% of the share capital is present or represented.

If, as a result of losses incurred, the ratio of the Company's net assets (determined in accordance with Belgian legal and accounting rules) to share capital is less than 50%, the Board of Directors must convene an extraordinary shareholders' meeting within two months as of the date upon which the Board of Directors discovered or should have discovered this undercapitalisation. At this shareholders' meeting, the Board of Directors must propose either the dissolution of the Company or the continuation of the Company, in which case the Board of Directors must propose measures to redress the Company's financial situation. Shareholders' resolutions in this regard are adopted in accordance with the conditions laid down for the amendments of the articles of association.

If, as a result of losses incurred, the ratio of the Company's net assets to share capital is less than 25%, the same procedure must be followed, it being understood, however, that in that event shareholders representing 25% of the votes validly cast at the meeting can decide to dissolve the Company. If the amount of the Company's net assets has dropped below EUR 61,500 (the minimum amount of share capital of a Belgian limited liability company (*société anonyme / naamloze vennootschap*), any interested party is entitled to request the competent court to dissolve the Company. The court can order the dissolution of the Company or grant a grace period within which the Company is to remedy the situation.

3.3.10 Acquisition of own Shares

In accordance with the Belgian Companies Code, the Company can only purchase and sell its own Shares by virtue of a special shareholders' resolution approved by at least 80% of the votes validly cast at a shareholders' meeting. Pursuant to the articles of association of the Company, the voting requirement is met where at least 57% of the share capital are present or represented. The prior approval by the shareholders is not required if the Company purchases the Shares to offer them to the Company's personnel.

In accordance with the Belgian Companies Code, an offer to purchase Shares must be made either by way of an offer to all shareholders under the same conditions or on a regulated market. Shares can only be acquired with funds that would otherwise be available for distribution as a dividend to the shareholders. The total amount of Shares held by the Company can at no time be more than 20% of the share capital.

3.3.11 Authorised capital

The Board of Directors may increase the share capital of the Company, in one or several times, by issuing shares, or financial instruments giving the right to shares, for an amount not exceeding the amount of the share capital, under the conditions it deems appropriate. Such authorisation has been granted to the Board of Directors for a period of five years as from the date of publication of the modification of the articles of association of the Company resolved upon by the extraordinary general meeting of 24 October 2013 for an amount equal to the amount of the share capital at such date. The authorisation may be renewed by a decision of the general meeting, adopted under the conditions laid down for the modification of the articles of association, each time for a period not exceeding five years.

4. LEGISLATION AND JURISDICTION

4.1 Notification of significant shareholdings

Pursuant to the Belgian Law of 2 May 2007 on the disclosure of significant shareholdings in issuers whose securities are admitted to trading on a regulated market and containing various provisions (the ***Transparency Law***), implementing in Belgian law Directive 2004/109/EC, a notification to the Company and to the FSMA is required by all natural and legal persons in the following instances:

– an acquisition or disposal of voting securities, voting rights or financial instruments that are treated as voting securities;

– the holding of voting securities upon first admission of them to trading on a regulated market;

– the passive reaching of a threshold;

- the reaching of a threshold by persons acting in concert or a change in the nature of an agreement to act in concert;
- where a previous notification concerning the voting securities is updated;
- the acquisition or disposal of the control of an entity that holds the voting securities; and
- where the Company introduces additional notification thresholds in its articles of association, in each case where the percentage of voting rights attached to the securities held by such persons reaches, exceeds or falls below the legal threshold, set at 5% of the total voting rights, and 10%, 15%, 20% and so on at intervals of 5% or, as the case may be, the additional thresholds provided in the Company's articles of association.

The notification must be made as soon as possible and at the latest within four trading days following the acquisition or disposal of the voting rights triggering the reaching of the threshold. Where the Company receives a notification of information regarding the reaching of a threshold, it has to publish such information within three trading days following receipt of the notification. No shareholder may cast a greater number of votes at a shareholders' meeting of the Company than those attached to the rights or securities it has notified in accordance with the Transparency Law at least 20 days before the date of the shareholders' meeting, subject to certain exceptions.

The form on which such notifications must be made, as well as further explanations, can be found on the website of the FSMA (*www.fsma.be*).

4.2 Public takeover bids

Public takeover bids on the Company's Shares and other securities giving access to voting rights (such as subscription rights or convertible bonds, if any) are subject to supervision by the FSMA. Any public takeover bids must be extended to all of the Company's voting securities, as well as all other securities giving access to voting rights. Prior to making a bid, a bidder must publish a prospectus which has been approved by the FSMA prior to publication.

Belgium has implemented the Thirteenth Company Law Directive (European Directive 2004/25/EC of 21 April 2004) in the Belgian Law of 1 April 2007 on public takeover bids (*Loi sur les offres publiques d'acquisition / Wet op de openbare overnamebiedingen*) (the ***Takeover Law***) and the Belgian Royal Decree of 27 April 2007 on public takeover bids (*Arrêté royal sur les offres publiques d'acquisition / Koninklijk besluit op de openbare overnamebiedingen*) (the ***Takeover Royal Decree***). The Takeover Law provides that a mandatory bid must be launched if a person, as a result of its own acquisition or the acquisition by persons acting in concert with it or by persons acting for its account, directly or indirectly holds more than 30% of the voting securities in a company having its registered office in Belgium and of which at least part of the voting securities are traded on a regulated market or on a multilateral trading facility designated by the Takeover Royal Decree.

The mere fact of exceeding the relevant threshold through the acquisition of shares will give rise to a mandatory bid, irrespective of whether the price paid in the relevant transaction exceeds the current market price. The duty to launch a mandatory bid does not apply in case of an acquisition if it can be shown that a third party exercises control over the Company or that such party holds a larger stake than the person holding 30% of the voting securities.

There are several provisions of Belgian company law and certain other provisions of Belgian law, such as the obligations to disclose significant shareholdings and merger control, that may apply to the Company and which may make an unsolicited tender offer, merger, change in management or other change in control, more difficult. These provisions could discourage potential takeover attempts that other shareholders may consider to be in their best interest and could adversely affect the market price of the Company's Shares. These provisions may also have the effect of depriving the shareholders of the opportunity to sell their shares at a premium.

In addition, the board of directors of Belgian companies may in certain instances, and subject to prior authorisation by the shareholders, deter or frustrate public takeover bids through dilutive issuances of equity securities (pursuant to the authorised capital) or through share buy-backs (i.e., purchase of own shares).

4.3 Squeeze-outs

Pursuant to Article 513 of the Belgian Companies Code or the regulations promulgated thereunder, a person or legal entity, or different persons or legal entities acting alone or in concert, who, together with the company, own 95% of the securities with voting rights in a public company, are entitled to acquire the totality of the securities with voting rights in that company following a squeeze-out offer. The securities that are not voluntarily tendered in response to such an offer are deemed to be automatically transferred to the bidder at the end of the procedure. At the end of the squeeze-out procedure, the company is no longer deemed a public company, unless bonds issued by the company are still distributed amongst the public. The consideration for the securities must be in cash and must represent the fair value (verified by an independent expert) as to safeguard the interests of the transferring shareholders.

A squeeze-out offer is also possible upon completion of a public takeover, provided that the bidder holds 95% of the voting capital and 95% of the voting securities of the public company. In such case, the bidder may require that all remaining shareholders sell their securities to the bidder at the offer price of the takeover bid, provided that, in case of a voluntary takeover offer, the bidder has also acquired 90% of the voting capital to which the offer relates. The shares that are not voluntarily tendered in response to any such offer are deemed to be automatically transferred to the bidder at the end of the procedure. The bidder needs to reopen his/her public takeover offer within three months following the expiration of the offer period.

4.4 Sell-out rights

Within three months following the expiration of an offer period, holders of voting securities or of securities giving access to voting rights may require the offeror, acting alone or in concert, who owns 95% of the voting capital and 95% of the voting securities in a public company following a takeover bid, to buy its securities from it at the price of the bid, on the condition that, in case of a voluntary takeover offer, the offeror has acquired, through the acceptance of the bid, securities representing at least 90% of the voting capital subject to the takeover bid.

PART IX: LISTING AND DELIVERY OF THE SHARES

1. LISTING AND GENERAL INFORMATION

An application has been made for the listing and admission to trading on Euronext Brussels of all Shares of the Company, including Shares to be issued in the context of the Mergers to Viohalco Hellenic's and Cofidin's shareholders. The Shares are expected to be listed under the symbol "VIO" with ISIN code BE0974271034.

Listing of the Shares of the Company outstanding prior to the completion of the Mergers on Euronext Brussels, the regulated market operated by Euronext Brussels NV/SA, is expected to be effected on 11 November 2013 (the ***Listing Date***), with delivery of such Shares in the clearing system of Euroclear on the same date and trading of such Shares to start on or about 22 November 2013 (the ***Trading Date***). The trading of such Shares will be suspended from the Listing Date until the Trading Date. In addition, investors should note that during the same period, the free-float requirement under Rule 6702/1 of the Rule Book of Euronext will not be satisfied by the Company. This requirement will be temporarily waived by Euronext Brussels until completion of the Mergers and clearing and settlement of the Shares issued in the context of the Mergers, that is until the Trading Date. For further information on Rule 6702/1 of the Rule Book of Euronext, please use the following link: https://europeanequities.nyx.com/en/regulation/market-rules.

Trading of the Company's Shares outstanding prior to the completion of the Mergers on Euronext Brussels will be suspended until the Trading Date. Listing of the Shares to be issued in the context of the Mergers to Viohalco Hellenic's and Cofidin's shareholders is expected to be effective on 22 November 2013, with trading of such Shares to start on the Trading Date. If the approval of the Cross-Border Merger by Viohalco Hellenic did not take place on 12 November 2013, but on a later date, the listing of the Shares to be issued in the context of the Mergers and the start of the trading would be postponed to a later date.

As shown on the timetable of the transaction in Part III (*Expected timetable of principal events*) on page 43 of this Prospectus, the Company will be admitted to listing on Euronext Brussels prior to the holding of the shareholders meetings of the Company and of Viohalco Hellenic to approve the Cross-Border Merger. This timing has been set to comply with Article 17 para. 5 of Greek law no 3371/ 2005 (as last amended by article 130 of law no 4199/2013) which requires that, in case of voluntary delisting of a company, the decision to delist be taken with a majority of 95% of the share capital. A lower percentage of 90% is required when the delisting is the result of a corporate transformation event, such as a merger, and the shareholders receive in exchange of the shares in the company to be delisted shares listed on a non Greek regulated market. In case of a delisting by way of a merger, the above provision is interpreted as requiring that the listing of the shares of the absorbing company be secured prior to the merger being decided, i.e. prior to the date of the shareholders' meeting of the merging companies which will decide on such merger.

The Company has appointed ING Belgium SA/NV as listing agent (the ***Listing Agent***) for its listing on Euronext Brussels.

1.1 Clearing and Settlement

Transactions are cleared and settled on a delivery versus payment basis three business days following the trade date. Trades are cleared and settled through electronic book-entry changes in the accounts of participants. It thereby ensures that sellers receive cash upon delivery of the securities and that buyers receive the corresponding securities upon payment, and eliminates the need for physical movement of securities.

Settlement and delivery of the Company's Shares to be issued to former shareholders of Viohalco Hellenic and Cofidin in the context of the Mergers are expected to take place in book-entry form against payment therefor in immediately available funds on or about 22 November 2013 to securities accounts of the shareholders of the Company via Euroclear Belgium, the Belgian central securities depositary.

1.2 Expenses of the Company

The total expenses for the listing of the Shares on Euronext Brussels NV/SA and admission to trading on the regulated market of Euronext Brussels NV/SA, including the preparation of this Prospectus, will amount to approximately EUR 1.5 million.

2. FORM OF THE SHARES AND DELIVERY

Shares of the Company issued in the context of the Mergers to Viohalco Hellenic's and Cofidin's shareholders will have the same rights and benefits attached to them as the other Shares of the Company, including the right to dividends for the accounting year ending 31 December 2012, as well as all subsequent accounting years.

All Shares of the Company issued in the context of the Domestic Merger to Cofidin's shareholders will be delivered in book-entry form only, and will be credited on or around 22 November 2013 to the securities accounts of Cofidin's shareholders via Euroclear Belgium, the Belgian central securities depository.

All Shares of the Company issued to the former shareholders of Viohalco Hellenic in the context of the Cross-Border Merger will be issued in dematerialised form to the securities accounts of the former Shareholders of Viohalco Hellenic via Euroclear Belgium, the Belgian central securities depository. Such issuance will take place as follows:

(a) absent the filing of the form set out in paragraph (b) below, delivery of the Company's Shares issued in the context of the Cross-Border Merger will take place in Viohalco Hellenic's shareholders' existing dematerialised securities system (***DSS***) accounts. Shareholders who wish to open a DSS account can appoint one or more members of the Athens Exchange (***Athex***) or custodian banks as authorised operators (the ***DSS operators***) of their DSS account. All Shares issued to Viohalco Hellenic's shareholders held in book-entry form through DSS are recorded in the DSS and all relevant transfers settled through DSS are monitored through the Investors Shares and Securities Accounts kept in DSS. Hellenic Exchanges S.A. (***Helex***), as the administrator of DSS, will (directly or indirectly) maintain a position of such Shares in a securities account with Euroclear Belgium which corresponds to the aggregate number of such Shares held in book-entry form through DSS. In case any shares of Viohalco Hellenic are subject to any encumbrances, delivery of the Company's Shares in exchange of such shares will only be made through Helex and the Company's Shares issued by the Company to Viohalco Hellenic's shareholders will be subject to the same encumbrances. Encumbrance of a share means any right in rem over such share other than ownership, including but not limited to any usufruct, pledge, financial collateral or other security interest, and any attachment, order, judgment, act of judicial or administrative authority or other legal act of whatever nature restricting the exercise of the rights of the holder of such share and/or the ability of such holder to transfer or otherwise dispose of such share;

(b) shareholders of Viohalco Hellenic may opt to take delivery of the Company's Shares through any custodian which is a participant of Euroclear Belgium. In order to do so, such shareholders are required to open/maintain a securities account with such custodian. In addition, such shareholders are required to fill in and sign the form available on the Company's website (www.viohalco.com) and Viohalco Hellenic's website (www.viohalco.gr) and to send such form to their current DSS operator or any other agent, bank or custodian at the latest by the date that will be communicated by Viohalco Hellenic. Forms which are received after such date or 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 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) the relevant DSS operators, banks, agents or custodians shall transmit to Helex the information to be received through the forms, and consequently, Helex shall deliver such information to Viohalco Hellenic. The Company shall not be liable for any failure of any DSS operator or any other agent, bank or custodian to properly and on time discharge their obligations.

The above description on the issuance and distribution of the Shares issued by the Company to the former shareholders of Viohalco Hellenic and Cofidin may be further refined or amended based on the finalisation of the practical implementation of the Mergers. The Company will make available any relevant additional information on its website (www.viohalco.com) and on the website of Viohalco Hellenic (www.viohalco.gr) in due course.

Shareholders and investors who, after delivery, wish to have their Shares registered, should request that the Company record their Shares in the Company's share register. Holders of registered Shares may request that their registered Shares be converted into dematerialised Shares and vice versa.

3. LISTING ON THE ATHEX

As announced on 23 September 2013, it is in the Company's plans to apply for a listing on the Athex, after the commencement of the trading on Euronext Brussels of the Shares issued to the holders of shares of Viohalco Hellenic and Cofidin in the context of the Mergers.

PART X: TAXATION

1. TAX CONSEQUENCES OF THE MERGERS

1.1 Belgian taxation

1.1.1 Key tax implications arising from the Mergers

The following is a summary of certain Belgian tax considerations relating to the Mergers. This summary is based on the Company's understanding of the applicable Belgian laws and regulations as well as relevant EU law as in effect in Belgium on the date of this Prospectus, all of which are subject to change.

It should be appreciated that, as a result of evolutions in law or practice, the eventual tax consequences may be different from what is stated below.

The Mergers will be governed by the Belgian Companies Code, the Belgian Income Tax Code 1992 (***BITC***), the Belgian Value Added Tax Code (***VAT Code***), the Belgian Registration Duties Code, and the Law of 8 June 2008 implementing Directive 2005/56/EC on cross-border mergers of limited liability companies.

In the below section, the tax consequences of the Cross-Border Merger are described only to the extent that this regime differs from that which applies to the Domestic Merger as further detailed below.

1.1.1.1 Tax neutrality

The Belgian BITC, VAT Code and Registration Duties Code provide for a tax neutral regime for both the Domestic Merger and the Cross-Border Merger. The Mergers will result in the complete transfer of all assets and liabilities of Viohalco Hellenic and Cofidin to the Company. To ensure tax neutrality, all assets and liabilities, including the relevant components of the shareholder's equity, depreciations and other amounts written off, provisions, rights and obligations, profits and losses of the accounting period will be transferred to and recorded in the accounting books of the Company at their original book value at the level of Viohalco Hellenic and Cofidin at the time of the Mergers.

1.1.1.2 Capital gains

Since all assets and liabilities are transferred at their original book value at the level of Viohalco Hellenic and Cofidin at the time of the Mergers, no capital gains taxation takes place at the time of the Mergers for Belgian tax purposes. The same applies for those capital gains for which taxation has been previously deferred as long as the Company continues to adhere to the relevant conditions for deferred taxation after the Mergers. Reference is also made to section 1.2.1.2 (*Capital gains*) of this Part X (*Taxation*) with respect to Greek tax law considerations.

1.1.1.3 Transfer of losses, tax reliefs and untaxed reserves

To the extent that tax losses are present at the level of Cofidin, these cumulative pre-merger tax losses will be proportionally reduced by multiplying the total carried forward tax losses of Cofidin prior to the Domestic Merger by the tax net equity of Cofidin prior to the Domestic Merger, and dividing such result by the tax net equity of the Company and Cofidin prior to the Domestic Merger. To the extent that tax losses are present at the level of Viohalco Hellenic, these will not be deductible for Belgian tax purposes.

Both the taxed and previously untaxed reserves will be transferred to the Company. Untaxed reserves will not be subject to tax at the time of the Mergers. Reserves for which taxation has previously been deferred, will remain untaxed as long as the Company adheres to the relevant conditions for deferred taxation after the Mergers. Reference is also made to section 1.2.1.3 (*Transfer of losses, tax reliefs and untaxed reserves*) of this Part X (*Taxation*) with respect to Greek tax law considerations.

1.1.1.4 Stamp duties and real estate transfer taxes

The Mergers will not give rise to stamp duties in Belgium and will not give rise to real estate transfer tax on Belgian real estate. A fixed registration duty of EUR 50 applies to notarial deeds related to the Mergers submitted for registration.

1.1.1.5 Income tax

The Company will be subject to standard corporate income tax at the rate of 33.99% on its annual taxable profits. Following the Mergers, the profits of the Greek Branch will be calculated on the basis of Belgian tax and accounting rules and will subsequently be exempted from tax in Belgium by virtue of the Belgium-Greece double tax treaty. Reference is also made to section 1.2.1.5 (*Income tax*) of this Part X (*Taxation*) with respect to Greek tax law considerations.

1.1.1.6 VAT

The Mergers will be exempt from VAT in Belgium. The Belgian VAT Code provides for an exemption of VAT for mergers, both domestic and cross-border, whereby the transfer of the assets and liabilities is deemed not to be a taxable supply for VAT purposes.

1.1.2 Acquisition of shares in the Company by virtue of the Mergers

The below sections discuss the Belgian tax consequences in the hands of the shareholders of Viohalco Hellenic and Cofidin which are tax residents in Belgium. For the tax consequences applicable to shareholders tax resident in Greece, reference is made to section 1.2.2 (*Acquisition of shares in the Company by virtue of the Cross-Border Merger*) in this Part X (*Taxation*). Shareholders that are not tax resident in Belgium or Greece, are advised to consult their advisers regarding the tax consequences of their acquisition of Shares in the Company by virtue of the Mergers.

At the time of completion of the Mergers, the shares of Viohalco Hellenic and Cofidin will be cancelled and current shareholders will acquire listed Shares issued by the Company, in accordance with the determined share exchange ratio. This will not, in itself, give rise to any taxation of income, profit or capital gain in the hands of the shareholder tax resident in Belgium. For Belgian resident companies, the capital gain on the exchange of the shares will be deemed to be an unrealised capital gain for Belgian tax purposes. For accounting purposes the exchange gain will not be expressed, as the Shares of the Company received in the Mergers will have the same value as the former shares in the relevant absorbed company. For Belgian resident individuals, the capital gain on the exchange of the shares of the absorbed company for the Shares of the Company will be temporarily exempted from taxes until the future disposal of the Shares. As Belgian resident individuals who hold the Shares of the Company as a private investment will, in principle, not be subject to capital gains tax on the future disposal of the Shares, the above temporary exemption will, as a rule, also result in a final exemption. Capital losses on the Shares of the Company will not be tax deductible. Belgian resident individuals who hold the Shares of the Company for professional purposes will, in principle, be taxable on a capital gain on the Shares of the Company upon a future disposal of the Shares and this at the ordinary progressive personal income tax rates (plus local surcharges). However, if the Shares in the Company are held for more than five years, a flat rate of 16.5% (plus local surcharges) will apply. Capital losses on the Shares of the Company will in principle be tax deductible.

As set out above, due to the Mergers, the Company will acquire all assets and liabilities of Viohalco Hellenic and Cofidin, which include and will include their respective participation in the Company. Therefore, as a result of the Mergers, the Company will be acquiring its own Shares. The shares will be transferred to and recorded in the accounting books of the Company at their original book value at the level of Viohalco Hellenic and Cofidin at the time of the Mergers. The Company will subsequently proceed with the cancellation thereof. The cancellation of the Shares will not give rise to any tax at the level of the Company, nor to any withholding tax liability in Belgium. In principle, the cancellation will have no effect on the taxable base of the Company, save in the event that the cancellation of the Shares on the balance sheet will on the liabilities side of the balance sheet be cancelled out with previously untaxed reserves. However, to the extent that the cancellation is matched with a reduction of share capital and/or the cancellation of previously taxed reserves there are no effects on /increase of the taxable base of the Company. In addition, at the time of cancellation of its own Shares, the Company will be deemed to distribute a dividend equal to the difference between the book value of the Shares minus the proportionate amount of paid-in capital represented by those Shares (the ***Liquidation Bonus***). Such a Liquidation Bonus is, in principle, subject to withholding tax. However, a full exemption from withholding tax applies with respect to the Liquidation Bonus related to own shares acquired in the context of a merger. Therefore, there will be no withholding tax upon the cancellation by the Company on the own Shares acquired from Viohalco Hellenic and Cofidin.

1.2 Greek taxation

1.2.1 Key tax implications arising from the Cross-Border Merger

The following is a summary of certain Greek tax considerations relating to the Cross-Border Merger. This summary is based on the Company's understanding of the applicable laws, treaties and regulatory interpretations as in effect in Greece on the date of this Prospectus, all of which are subject to change, including changes that could have retroactive effect.

It should be appreciated that, as a result of evolutions in law or practice, the eventual tax consequences may be different from what is stated below.

The Cross-Border Merger effected through the absorption of Viohalco Hellenic by the Company will be governed by L. 3777/2009 (i.e., Legal Directive regulating the procedure for the implementation of cross-border mergers, 2005/56/EC, the ***Greek Implementation of the 10th Directive***) and C.L. 2190/1920 (the ***Greek Commercial Law***), as they are currently in force in conjunction with the provisions of L. 2578/1998 (incorporating into Greek law the EU Tax Merger Directive, 90/434/EU) (the ***Greek Merger Law***).

1.2.1.1 Tax neutrality

The Greek Merger Law ensures tax neutrality in cross-border restructurings. This implies that following the Cross-Border Merger all assets and liabilities of Viohalco Hellenic in Greece will be transferred and recorded in the accounting books of the Greek Branch of the Company to be established for this purpose.

To ensure tax neutrality, the Greek Branch of the Company shall continue computing any new depreciation and any gains or losses in respect of the assets and liabilities transferred according to the rules that would have applied if the Cross-Border Merger had not taken place.

1.2.1.2 Capital gains

Any capital gains that may arise in the context of the Cross-Border Merger are not subject to tax at the time of the Cross-Border Merger provided the assets and liabilities to be transferred remain connected to the Greek Branch of the Company. The exemption ceases to apply and the Company will be subject to taxation on the capital gains arising from the Cross-Border Merger (i) in case its permanent establishment ceases to exist or (ii) at the time when such capital gains are recognised or transferred outside the country where such permanent establishment is established or (iii) when said capital gains are credited in the accounting books of the Company.

1.2.1.3 Transfer of losses, tax reliefs and untaxed reserves

Tax losses of Viohalco Hellenic cannot be transferred to the Greek Branch following the completion of the Cross-Border Merger. However, this is not relevant for the Cross-Border Merger since Viohalco Hellenic does not have substantial available tax losses.

Any tax reliefs (i.e., reductions from taxable profits effected in accordance with Greek tax laws that have not been subject to tax yet) and untaxed reserves that have been constituted by Viohalco Hellenic are not subject to any tax at the time of the Cross-Border Merger provided that they are recorded/reflected as such in special accounts in the books of the Greek Branch of the Company, in Greece.

1.2.1.4 Stamp duties and real estate transfer taxes

Moreover, under the Greek Merger Law, no stamp duty or taxes are imposed in respect of the Cross-Border Merger agreement, the contribution or transfer of assets and liabilities or other rights and obligations under the Cross-Border Merger, corporate resolutions of the companies under the Cross-Border Merger, the participation in the share capital of the Company and any other agreements or acts required for the realisation of the Cross-Border Merger, as well as publication thereof in the Greek Government Gazette and any registrations in the Greek Cadastre.

As an exception to the above rule, the Greek Merger Law does not include a specific provision on the real estate transfer tax. Greek law applicable to domestic mergers however, provides, inter alia, that the exemption from real estate transfer tax is only granted under the condition that the real estate is owned and self-used by the absorbing entity at the time of the completion of the merger. In case of non self-used properties, real estate transfer tax may be reduced by 50% based on Greek internal law applying, inter alia, to transfer of real estate in the context of merger.

The Company remains in existence and computes its taxable results until the point of finalisation of the Cross-Border Merger.

1.2.1.5 Income tax

The Greek Branch of the Company will be subject to standard corporate income tax at the rate of 26% on its annual taxable profits.

1.2.1.6 VAT

The Cross-Border Merger does not raise any VAT considerations.

1.2.2 Acquisition of shares in the Company by virtue of the Cross-Border Merger

At the time of completion of the Merger, the Greek shares of the absorbing entity will be cancelled and current shareholders will acquire listed Shares issued by the Company, in accordance with the determined share exchange ratio. Taking into account that the shares held by the current Greek shareholders will be automatically cancelled and further ‘‘exchanged’’ with the listed Shares of the Company as operation of the merger, no Greek tax liability arises.

By virtue of the Greek Merger Law, on a merger, division, partial division or exchange of shares, the allotment of securities representing the capital of the receiving or acquiring company to a shareholder of the transferring or acquired company in exchange for securities representing the capital of the latter company shall not, of itself, give rise to any taxation of the income, profits or capital gains of that shareholder.

Moreover, also according to the Greek Merger Law, the rule mentioned above shall apply only if the shareholder does not attribute to the securities received a value for tax purposes higher than the value the securities exchanged had immediately before the merger, division, partial division or exchange of shares. If the aforesaid requirement is not met, the abovementioned capital gain is taxable in the name of shareholder upon merger, division, partial division or exchange of shares, as per the general provisions applicable at that time.

2. TAX CONSIDERATIONS FOR THE COMPANY'S SHAREHOLDERS

2.1 Belgian taxation

2.1.1 General

The following is a summary of the principal Belgian federal tax consequences for investors relating to the acquisition, the ownership and disposal of the Shares of the Company. This summary is based on the Company's understanding of the applicable laws, treaties and regulatory interpretations as in effect in Belgium on the date of this Prospectus, all of which are subject to change, including changes that could have a retroactive effect.

It should be appreciated that, as a result of evolutions in law or practice, the eventual tax consequences may be different from what is stated below.

This summary does not purport to address all tax consequences associated with the acquisition, ownership and disposal of the Shares, and does not take into account the specific circumstances of any particular investor or the tax laws of any country other than Belgium. In particular, this summary deals only with investors who hold the Shares as capital assets and does not address the tax treatment of investors who are subject to special rules, such as financial institutions, insurance companies, collective investment undertakings, dealers in securities or currencies or persons who hold the Shares as a position in a straddle, share-repurchase transactions, conversion transactions, a synthetic security or other integrated financial transaction. This summary does not address the local taxes that may be due in connection with an investment in the Shares, other than the additional local taxes which generally vary from 0% to 10% of the investor's income tax liability in Belgium.

Investors should consult their own advisers regarding the tax consequences of an investment in the Shares in light of their particular situation, including the effect of any state, local or other national laws, treaties and regulatory interpretations thereof.

For purposes of this summary, a Belgian resident is an individual subject to Belgian personal income tax (that is, an individual who is domiciled in Belgium or has his seat of wealth in Belgium or a person assimilated to a resident for purposes of Belgian tax law), a company subject to Belgian corporate income tax (that is, a corporate entity that has its statutory seat, its main establishment, its administrative seat or seat of management in Belgium), an Organisation for Financing Pensions subject to Belgian corporate income tax (i.e., a Belgian pension fund incorporated under the form of an Organisation for Financing Pensions), or a legal entity subject to Belgian income tax on legal entities (that is, a legal entity other than a company subject to Belgian corporate income tax, that has its statutory seat, its main establishment, its administrative seat or seat of management in Belgium). A Belgian non-resident is any person that is not a Belgian resident.

2.1.2 Dividends

For Belgian income tax purposes, the gross amount of all benefits paid on or attributed to the Shares of the Company is generally treated as a dividend distribution. By way of exception, the repayment of capital carried out in accordance with the Belgian Companies Code is not treated as a dividend distribution to the extent such repayment is imputed to fiscal capital. This fiscal capital includes, in principle, the actual paid-up statutory share capital and, subject to certain conditions, the paid-up share premiums and the cash amounts subscribed to at the time of the issuance of profit sharing certificates.

Belgian dividend withholding tax of 25% is normally levied on dividends, subject to such relief as may be available under applicable domestic or tax treaty provisions.

In the event of a redemption of the Shares of the Company, the redemption distribution (after deduction of the part of the fiscal capital represented by the redeemed Shares) will be treated as a dividend subject to Belgian withholding tax of 25%, subject to such relief as may be available under applicable domestic or tax treaty provisions. No withholding tax will be triggered if this redemption is carried out on Euronext Brussels or another stock exchange and meets certain conditions.

In the event of liquidation of the Company, any amounts distributed in excess of the fiscal capital will in principle be subject to the 10% withholding tax, subject to such relief as may be available under applicable domestic provisions. However, please note that such 10% withholding tax rate will be increased to 25% as of 1st October 2014.

2.1.2.1 Belgian resident individuals

For Belgian resident individuals who acquire and hold Shares of the Company as a private investment, the Belgian dividend withholding tax fully discharges their personal income tax liability. They may nevertheless elect to report the dividends in their personal income tax return. Where the beneficiary opts to report them, dividends will normally be taxable at the lower of the generally applicable 25% tax rate on dividends and the progressive personal income tax rates applicable to the taxpayer's overall declared income. If the beneficiary reports the dividends, the income tax due on such dividends is not increased by local surcharges. In addition, if the dividends are reported, the dividend withholding tax levied at source can, in both cases, be credited against the personal income tax due and is reimbursable to the extent it exceeds the personal income tax due, provided that the dividend distribution does not result in a reduction in value of or capital loss on the Shares of the Company. The latter condition is not applicable if the individual can demonstrate that it has held the Shares of the Company in full legal ownership for an uninterrupted period of 12 months immediately prior to the payment or attribution of the dividends.

For Belgian resident individual investors who acquire and hold Shares of the Company for professional purposes, the Belgian withholding tax does not fully discharge their income tax liability. Dividends received must be reported by the investor and are, in such an event, taxable at the investor's personal income tax rate increased with local surcharges. Belgian withholding tax levied at source can be credited against the personal income tax due and is reimbursable to the extent it exceeds the income tax due, subject to two conditions: (i) the taxpayer must own the Shares in full legal ownership at the time the dividends are paid or attributed, and (ii) the dividend distribution does not result in a reduction in value of or a capital loss on the Shares. The latter condition is not applicable if the investor can demonstrate that he has held the full legal ownership of the Shares for an uninterrupted period of 12 months immediately prior to the payment or attribution of the dividends.

2.1.2.2 Belgian resident companies

Corporate income tax

For Belgian resident companies, the gross dividend income (including any Belgian withholding tax) must be declared in the corporate income tax return and will be subject to a corporate income tax rate of 33.99% (including the 3% crisis surcharge) (lower corporate income tax rates apply for Small and Medium Sized Enterprises (the ***SMEs***)).

Belgian resident companies can generally (although subject to certain limitations) deduct up to 95% of the gross dividend received from their taxable income (the ***Dividend Received Deduction***), provided that at the time of a dividend payment or attribution: (i) the Belgian resident company holds Shares representing at least 10% of the share capital of the Company or a participation in the Company with an acquisition value of at least EUR 2,500,000 (it being understood that only one out of the two tests must be satisfied); (ii) the Shares of the Company have been or will be held in full ownership for an uninterrupted period of at least one year immediately prior to the payment or attribution of the dividend; and (iii) the conditions relating to the taxation of the underlying distributed income, as described in Article 203 of the Belgian Income Tax Code (the ***Article 203 ITC Taxation Condition***) are met (together, the ***Conditions for the application of the dividend received deduction regime***).

The Conditions for the application of the dividend received deduction regime depend on a factual analysis and for this reason the availability of this regime should be verified upon each dividend distribution.

Any Belgian dividend withholding tax levied at source can be credited against the mainstream corporate income tax and is reimbursable to the extent it exceeds such corporate income tax, subject to two conditions: (i) the taxpayer must own the Shares of the Company in full legal ownership at the time the dividends are paid or attributed and (ii) the dividend distribution does not result in a reduction in value of or a capital loss on the Shares of the Company. The latter condition is not applicable: (i) if the taxpayer can demonstrate that it has held the Shares in full legal ownership for an uninterrupted period of 12 months immediately prior to the payment or attribution of the dividends or (ii) if, during that period, the Shares never belonged to a taxpayer other than a Belgian resident company or a non-resident company that has, in an uninterrupted manner, invested the Shares in a Belgian permanent establishment (the ***PE***) in Belgium.

Withholding tax

Dividends distributed to a Belgian resident company will be exempt from Belgian withholding tax provided that the Belgian resident company holds, upon payment or attribution of the dividends, at least 10% of the Company's share capital and such minimum participation is or will be held for an uninterrupted period of at least one year.

In order to benefit from this exemption, the investor must provide the Company or its paying agent with a certificate confirming its qualifying status and the fact that it satisfies the two conditions. If the investor holds a qualifying participation for less than one uninterrupted year, at the time the dividends are paid or attributed, the Company will levy the withholding tax but not transfer it to the Belgian Treasury provided the investor certifies its qualifying status, the date from which it has held such minimum participation, and its commitment to hold the qualifying participation for an uninterrupted period of at least one year. The investor must also inform the Company or its paying agent when the one-year period expires or if its shareholding will drop below 10% of the Company's share capital before the end of the one-year holding period. Upon satisfying the one-year shareholding requirement, the levied dividend withholding tax will be refunded to the investor.

2.1.2.3 Organisations for financing pensions

For organisations for financing pensions (the ***OFPs***), i.e., Belgian pension funds incorporated under the form of an OFP (*organismes de financement de pensions*) within the meaning of Article 8 of the Belgian Law of 27 October 2006, the dividend income is generally tax-exempt. Although there is no specific exemption from dividend withholding tax at source for dividends paid or attributed to OFPs, subject to certain limitations, the Belgian dividend withholding tax can be credited against the OFPs' corporate income tax and is reimbursable to the extent it exceeds the corporate income tax due.

2.1.2.4 Other taxable legal entities

For taxpayers subject to the Belgian income tax on legal entities, the Belgian dividend withholding tax in principle fully discharges their income tax liability.

2.1.2.5 Belgian non-resident individuals and companies

For non-resident individuals and companies, the dividend withholding tax will be the only tax on dividends in Belgium, unless the non-resident holds Shares of the Company in connection with a business conducted in Belgium through a Belgian establishment.

If Shares of the Company are acquired by a non-resident investor in connection with a business in Belgium, the investor must report any dividends received, which are taxable at the applicable non-resident individual or corporate income tax rate, as appropriate. Any Belgian withholding tax levied at source can be credited against the non-resident individual or corporate income tax and is reimbursable to the extent it exceeds the income tax due, subject to two conditions: (i) the taxpayer must own the Shares of the Company in full legal ownership at the time the dividends are paid or attributed and (ii) the dividend distribution does not result in a reduction in value of or a capital loss on the Shares. The latter condition is not applicable if (i) the non-resident individual or the non-resident company can demonstrate that the Shares were held in full legal ownership for an uninterrupted period of 12 months immediately prior to the payment or attribution of the dividends or (ii) with regard to non-resident companies only, if, during the said period, the Shares have not belonged to a taxpayer other than a resident company or a non-resident company which has, in an uninterrupted manner, invested the Shares in a Belgian PE.

Non-resident companies that have invested their Shares in the Company in a Belgian establishment can deduct up to 95% of the gross dividends included in their taxable profits if, at the date dividends are paid or attributed, the Conditions for the application of the Dividend Received Deduction regime are satisfied. Application of the Dividend Received Deduction regime depends, however, on a factual analysis to be made upon each distribution and its availability should be verified upon each distribution.

2.1.2.6 Belgian withholding tax relief for non-residents

No Belgian dividend withholding tax is due on dividends paid to a foreign pension fund which qualifies as: (i) a legal entity that does not have its statutory seat, its principal establishment or its seat of management in Belgium; (ii) whose corporate purpose solely consists in the management and investment of funds collected in order to pay statutory or complementary pensions; (iii) whose activity is restricted to the investment of funds collected in the exercise of its corporate purpose, without any profit making aim; (iv) which is exempt from income tax in its country of residence; and (v) provided it has no contractual obligation to redistribute the dividends to any ultimate beneficiary of such dividends for whom it would manage the Shares, nor an obligation to pay a manufactured dividend with respect to the Shares under a securities lending transaction. The exemption will only apply if the foreign pension fund provides a certificate confirming that it is the full legal owner or usufruct holder of the Shares and that the above conditions are satisfied. The foreign pension fund must then forward that certificate to the Company or its paying agent.

Dividends distributed to non-resident parent companies established in a Member State of the EU or in a (non-EU) country with which Belgium has entered into a bilateral tax treaty that includes a qualifying exchange of information clause, are exempt from Belgian dividend withholding tax provided the Shares of the Company held by the non-resident parent company, upon payment or attribution of the dividends, amount to at least 10% of the Company’s share capital and such minimum participation is or will be held for an uninterrupted period of at least one year. A company qualifies as a parent company provided that (i) for companies established in a Member State of the EU, it has a legal form as listed in the annex to the EU Parent-Subsidiary Directive of 23 July 1990 (90/435/EC), as amended by Directive 2003/123/EC of 22 December 2003, or, for companies established in a (non-EU) country with which Belgium has entered into a qualifying bilateral tax treaty it has a legal form similar to the ones listed in such annex; and (ii) it is considered to be a tax resident of the country where it is established according to the tax laws of and the bilateral tax treaties entered into such country; and (iii) it is subject to corporate income tax or a similar tax without benefiting from a tax regime that derogates from the ordinary tax regime.

In order to benefit from this exemption, the investor must provide the Company or its paying agent with a certificate confirming its qualifying status and the fact that it meets the three abovementioned conditions. If the investor holds a qualifying participation for less than one year, at the time the dividends are paid or attributed, the Company will levy the withholding tax but not transfer it to the Belgian Treasury provided that the investor certifies its qualifying status, the date from which it has held such qualifying participation, and commits itself to hold the qualifying participation for an uninterrupted period of at least one year. The investor must also inform the Company or its paying agent when the one-year holding period expires or if its shareholding will drop below 10% of the Company’s share capital before the end of the one-year holding period. Upon satisfying the one-year shareholding requirement, the levied dividend withholding tax will be refunded to the investor.

Belgium has entered into bilateral tax treaties with over 95 countries, reducing the dividend withholding tax rate to 20%, 15%, 10%, 5% or 0% for residents of those countries, depending on conditions, among others, related to the size of the shareholding and certain identification formalities.

Prospective holders should consult with their own tax advisors as to whether or not they qualify for any treaty-based reduction of Belgian dividend withholding tax upon payment or attribution of dividends, and as to the procedural requirements for obtaining a reduced withholding tax upon the payment of dividends or for making claims for reimbursement.

2.1.3 Capital gains and losses

2.1.3.1 Belgian resident individuals

In principle, Belgian resident individuals acquiring Shares of the Company as a private investment should not be subject to Belgian capital gains tax on the disposal of the Shares; capital losses are not tax deductible.

However, capital gains realised by a private individual are taxable at 33% (plus local surcharges) if the capital gain is deemed to be realised outside the scope of the normal management of the individual's private estate. Capital losses are, however, not tax deductible in such event.

Gains realised by Belgian resident individuals upon the redemption of Shares of the Company or upon the liquidation of the Company are generally taxable as a dividend.

Belgian resident individuals who hold Shares of the Company for professional purposes are taxable at the ordinary progressive personal income tax rates (plus local surcharges) on any capital gains realised upon the disposal of the Shares, except for Shares held for more than five years, which are taxable at a flat rate of 16.5% (plus local surcharges). Capital losses on the Shares incurred by Belgian resident individuals who hold the Shares for professional purposes are in principle tax deductible.

2.1.3.2 Belgian resident companies

Belgian resident companies (not being SMEs) are subject to Belgian capital gains taxation at a flat rate of 0.412% on gains realised upon the disposal of Shares of the Company provided that: (i) the Article 203 ITC Taxation Condition is satisfied and (ii) the Shares have been held in full legal ownership for an uninterrupted period of at least one year. The 0.412% flat capital gains tax rate cannot be off-set by any tax assets (such as tax losses) or tax credits.

Belgian resident companies qualifying as SMEs (within the meaning of Article 15 of the Belgian Companies Code) are normally not subject to Belgian capital gains taxation on gains realised upon the disposal of the Shares provided that (i) the Article 203 ITC Taxation Condition is satisfied and (ii) the Shares have been held in full legal ownership for an uninterrupted period of at least one year immediately preceding the disposal.

If the one-year minimum holding condition would not be satisfied (but the Article 203 ITC Taxation Condition is) the capital gains realised upon the disposal of Shares by a Belgian resident company (non-SME or SME) are taxable at a flat corporate income tax rate of 25.75% (including the 3% crisis surcharge).

Capital losses on Shares incurred by resident companies (both non-SMEs and SMEs) are as a general rule not tax deductible.

Shares held in the trading portfolio (*portefeuille commercial/ handelsportefeuille*) of qualifying credit institutions, investment firms and management companies of collective investment undertakings which are subject to the Royal Decree of 23 September 1992 on the annual accounts of credit institutions, investment firms and management companies of collective investment undertakings (*comptes annuels des établissements de crédit, des entreprises d'investissement et des sociétés de gestion d'organismes de placement / collectifljaarrekening van de kredietinstellingen, de beleggingsondernemingen en de beheervennootschappen van instetlingen voor collectieve belegging*) are subject to a different regime. The capital gains on such Shares are taxable at the ordinary corporate income tax rate of 33.99% (including the 3% crisis surcharge) and the capital losses on such Shares are tax deductible. Internal transfers to and from the trading portfolio are assimilated to a realisation.

Capital gains realised by Belgian resident companies (both non-SMEs and SMEs and both ordinary Belgian resident companies and qualifying credit institutions, investment firms and management companies of collective investment undertakings) upon the redemption of Shares by the Company or upon the liquidation of the Company are, in principle, subject to the same taxation regime as dividends.

2.1.3.3 Organisations for financing pensions

OFPs are, in principle, not subject to Belgian capital gains taxation realised upon the disposal of the Shares, and capital losses are not tax deductible.

2.1.3.4 Other taxable legal entities

Belgian resident legal entities subject to the legal entities income tax are, in principle, not subject to Belgian capital gains taxation on the disposal of Shares.

Capital gains realised by Belgian resident legal entities upon the redemption of Shares or upon the liquidation of the Company are in principle taxed as dividends.

Capital losses on Shares of the Company incurred by Belgian resident legal entities are not tax deductible.

2.1.3.5 Belgian non-resident individuals

Capital gains realised on the Shares by a non-resident individual who has not acquired the Shares in connection with a business conducted in Belgium through a Belgian establishment are in principle not subject to any Belgian taxation, unless the gain is deemed to be realised outside the scope of the normal management of the individual's private estate and the capital gain is obtained or received in Belgium. However, Belgium has concluded tax treaties with more than 95 countries which generally provide for a full exemption from Belgian capital gains taxation on such gains realised by residents of those countries. Capital losses are generally not tax deductible.

Capital gains realised by Belgian non-resident individuals upon the redemption of Shares of the Company or upon the liquidation of the Company are generally taxable as dividends.

Capital gains are taxable at the ordinary progressive income tax rates and capital losses are tax deductible, if those gains or losses are realised on Shares by a non-resident individual holding the Shares in connection with a business conducted in Belgium through a fixed base in Belgium.

2.1.3.6 Belgian non-resident companies or entities

Capital gains realised on the Shares by non-resident companies or non-resident entities that have not acquired the Shares in connection with a business conducted in Belgium through a Belgian establishment are in principle not subject to any Belgian taxation and losses are not tax deductible.

Capital gains realised by non-resident companies or other non-resident entities holding the Shares in connection with a business conducted in Belgium through a Belgian establishment are generally subject to the same regime as Belgian resident companies.

2.1.4 Tax on Stock Exchange Transactions

The purchase and the sale as well as any other acquisition or transfer for consideration of Shares (secondary market) in Belgium through a professional intermediary is subject to the tax on stock exchange transactions (*taxe sur les opérations de bourse/ taks op de beursverrichtingen*) of 0.25% of the purchase price, capped at EUR 740 per transaction and per party. Under current Belgian tax law, this rate and cap will go down to 0.22% and EUR 650, respectively, for transactions occurring on or after 1 January 2015. A separate tax is due by each party to the transaction, and both taxes are collected by the professional intermediary.

No tax on stock exchange transactions is due on transactions entered into by the following parties, provided they are acting for their own account: (i) professional intermediaries described in Article 2, 9° and 10° of the Belgian Law of 2 August 2002; (ii) insurance companies described in Article 2, §1 of the Belgian Law of 9 July 1975; (iii) professional retirement institutions referred to in Article 2, 1° of the Belgian Law of 27 October 2006 concerning the supervision on institutions for occupational pension; (iv) collective investment institutions; and (v) Belgian non-residents provided they deliver a certificate to their financial intermediary in Belgium confirming their non-resident status.

As stated under Part II (see *Risk Factors relating to the Shares*"), on 14 February 2013 the EU Commission adopted the Draft Directive on a Financial Transaction Tax (the ***FTT***). The Draft Directive currently stipulates that once the FTT enters into effect, the Participating Member States shall not maintain or introduce any taxes on financial transactions other than the FTT (or VAT as provided in the Council Directive 2006/112/EC of 28 November 2006 on the common system of value added tax). For Belgium, the tax on stock exchange transactions should thus be abolished once the FTT enters into effect. The Draft Directive is still subject to negotiation between the Participating Member States and may, therefore, be further amended at any time.

2.2 Greek taxation

2.2.1 Introduction

The following is a summary of certain Greek tax considerations for investors relating to the acquisition, the ownership and disposal of the Shares of the Company. This summary is based on the Company's understanding of the applicable laws, treaties and regulatory interpretations as in effect in Greece on the date of this Prospectus, all of which are subject to change, including changes that could have retroactive effect.

It should be appreciated that, as a result of evolutions in law or practice, the eventual tax consequences may be different from what is stated below.

This summary does not purport to address all tax consequences associated with the acquisition, ownership and disposal of the Shares, and does not take into account the specific circumstances of any particular investor or the tax laws of any country other than Greece.

Investors should consult their own advisers regarding the tax consequences of an investment in the Shares in light of their particular situation, including the effect of any state, local or other national laws, treaties and regulatory interpretations thereof.

For purposes of this summary, a Greek resident individual is an individual subject to tax in Greece for its worldwide income based on Greek tax legislation and Greek tax resident legal entities include Greek corporations as well as Greek branches of foreign companies in Greece.

2.2.2 Dividends

2.2.2.1 Greek resident individuals

By virtue of the Greek Income Tax Code, dividends received by a Greek resident individual from a foreign company shall be subject to a 10% withholding tax. The 10% withholding tax rate applies for dividends collected as of 2013 onwards.Said tax exhausts the tax liability of the beneficiary of the dividends and such income is not subject to further taxation.

Moreover, according to the Greek Income Tax Code, the foreign tax that has been actually withheld in Belgium on dividends, in accordance with the provisions of an applicable Double Tax Treaty, can be credited up to the amount of Greek tax corresponding to that income, provided that required documentation is in place.

Tax is withheld upon remittance of the dividends in Greece by the Greek intermediary bank. If dividends remain abroad the individual is liable to submit a respective withholding tax return and pay the tax due within the following month from receipt.

Although as aforesaid the 10% withholding tax exhausts the tax liability of the beneficiary of the dividends, the latter has an obligation to declare such item of income through the annual income tax return.

2.2.2.2 Greek resident companies

Under Greek tax legislation, dividends received by a Greek resident company from a company established in the EU are subject to Greek corporate income tax at the rate of 26%, with a credit being provided for the underlying corporate income tax paid and the withholding tax actually paid abroad and up to the amount of the corresponding tax for said income in Greece.

In addition, a 20% tax is withheld by the Greek intermediary bank upon remittance of the dividend amount in Greece, which can be credited against the annual corporate income tax liability.

Based on the participation exemption system provided in the Greek Income Tax Code, as recently amended, dividends received from a company which is a resident of a EU Member State, in which the Greek resident company participates with a minimum 10% participation for an uninterrupted period of at least 2 years) are exempt from taxation. Moreover, the 20% tax withheld by the Greek intermediary bank does not apply in this case.

2.2.3 Special solidarity contribution

As per the provision of art. 29 of L. 3986/2011, all sources of income, even those exempt, are subject to a special solidarity contribution levied on the annual total net income of individuals, at rates ranging from 1% - 4% depending on the volume of the income. The contribution is applicable to income incurred until (and including) calendar tax year 2014.

2.2.4 Capital gains and losses

Any gain arising from the transfer of listed shares originally acquired before 30 June 2013 is exempt from taxation at the level of individual shareholders, as per the Greek Income Tax Code.

By virtue of the Greek Income Tax Code, in case the seller is a Greek legal entity the gain is exempt if booked in a special reserve account, used to offset losses which potentially would be generated in the future from the same cause. In case of a distribution or dissolution of the company said gains are subject to tax.

However, a capital gains tax at the rate of 20% will apply, in case of sale of listed shares originally acquired as from 1 July 2013 at a price higher than the acquisition price. In case of Greek individuals this tax exhausts the tax liability and said income is not subject to further taxation, whereas in case of Greek resident companies the gain is further subject to corporate income tax at a 26% rate with credit of the 20% tax withheld.

Based on the wording of the law, the capital gains tax applies to the sale of listed shares “acquired in any way” as of 1 July 2013, whereas no reference is made as to the shares acquired by virtue of a merger.

Taking into account that the current shareholders would indeed acquire new Shares in the Company after 1 July 2013, it is likely that they will be viewed as acquired after 1 July 2013 and therefore their future sale would fall under the new capital gains regime.

Up to date no further guidance has been provided by the tax authorities as to the practical implementation of the capital gains tax (e.g., form of respective tax return, etc.).

2.2.5 Stock Exchange duty on transactions

A transaction duty at a rate of 0.2% is levied upon the sale of listed shares on the Athens Stock Exchange or on any other recognised, as per the case under consideration, foreign Stock Exchange. This duty applies irrespective of the application of a capital gains tax. Based on a draft bill submitted before the Greek Parliament, the transactions duty will be increased to 0.35% as from 1 August 2014.

The abovementioned duty is computed on the value of the sale of the shares, mentioned in the respective documentation.

Greek resident sellers would have to pay themselves the 0.2%, by submitting a tax return to their competent tax office, within the first 15 days of the month following the month in which the shares were transferred.

PART XI: INDEPENDENT AUDITORS

1. AUDIT OF FINANCIAL INFORMATION

The financial information of the companies involved in the Mergers and included in this Prospectus has been audited as follows:

The Company

- the historical financial information as at 30 June 2013 has been reviewed by Renaud de Borman Réviseur d'entreprises-Bedrijfsrevisor SPRL (member of the *Institut des Réviseurs d'Entreprises/Instituut van de Bedrijfsrevisoren*), whose address is 3 Rue du Long Chêne, 1970 Wezembeek-Oppem; and

- the pro forma consolidated financial information for the year ended 31 December 2012 and the six months ended 30 June 2013 has been reported on by Renaud de Borman Réviseur d'entreprises-Bedrijfsrevisor SPRL (member of the *Institut des Réviseurs d'Entreprises/Instituut van de Bedrijfsrevisoren*), whose address is 3 Rue du Long Chêne, 1970 Wezembeek-Oppem.

Viohalco Hellenic

- the historical financial information for the years ended 31 December 2010, 2011 and 2012, and for the six months ended 30 June 2012 and 30 June 2013 has been audited by KPMG Certified Auditors A.E. (member of the Institute of Certified Public Accountants of Greece), Viohalco Hellenic's independent auditors, whose address is 3 Stratigou Tombra Street, Aghia Paraskevi, GR – 153 42 Athens Greece.

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- the pro forma consolidated financial information for the year ended 31 December 2012 and the six months ended 30 June 2013 has been reported on by Renaud de Borman Réviseur d'entreprises-Bedrijfsrevisor SPRL (member of the *Institut des Réviseurs d'Entreprises/Instituut van de Bedrijfsrevisoren*), whose address is 3 Rue du Long Chêne, 1970 Wezembeek-Oppem.

2. STATUTORY AUDITORS OF THE COMPANY

On 24 October 2013, the Company has appointed KPMG Réviseurs d'entreprises SC, represented by Mr. Benoit Van Roost, and Renaud de Borman Réviseur d'Entreprises-Bedrijfsrevisor SPRL, represented by Mr. Renaud de Borman, as its statutory auditors for a period of three years.

PART XII: LEGAL MATTERS

Certain legal matters in connection with this transaction will be passed upon for the Company by Freshfields Bruckhaus Deringer LLP with respect to the laws of Belgium. Certain legal matters in connection with this transaction will be passed upon for the Company by the Greek Legal Counsel, with respect to the laws of Greece.

PART XIII: GLOSSARY OF SELECTED TERMS

The following explanations are intended to assist the general reader to understand certain terms used in this Prospectus. The definitions set out below apply throughout this Prospectus, unless the context requires otherwise.

Articles of Association	the articles of association of the Company, as in force at the date of this Prospectus
Athex	Athens Exchange SA
BCC	the Belgian Companies Code
Belgian GAAP	the applicable accounting framework in Belgium
Board of Directors or **Board**	the board of directors of the Company from time to time appointed in accordance with the Articles of Association
Cofidin	Compagnie Financière et de Développement Industriel SA, in abbreviated form Cofidin SA, a limited liability company (*société anonyme / naamloze vennootschap*) incorporated under Belgian law with registered office at avenue Marnix 30, 1000 Brussels and registered in the Crossroads Bank for Enterprises under number 416.051.707 RPM (Brussels)
Company	Viohalco SA/NV, a limited liability company (*société anonyme / naamloze vennootschap*) incorporated under the laws of Belgium with registered office at avenue Marnix 30, 1000 Brussels and registered in the Crossroads Bank for Enterprises under number 534.941.439 RPM (Brussels)
Corinth Pipeworks Group	Corinth Pipeworks SA, a limited liability company organised under the laws of Greece and listed on the Athex, together with its subsidiaries
Cross-Border Merger	the cross-border merger through absorption of Viohalco Hellenic by the Company in accordance with articles 772/1 and following of 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
Domestic Merger	the merger through absorption of Cofidin by the Company in accordance with articles 693 and following of the BCC
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortisation
EEA	the European Economic Area
Elval Group	Elval SA, a limited liability company organised under the laws of Greece and listed on the Athex, together with its subsidiaries

Etem Group	Etem SA, a limited liability company organised under the laws of Greece and listed on the Athex, together with its subsidiaries
FSMA	Financial Services and Market Authority, which succeeded the Belgian Banking, Finance and Insurance Commission as the financial regulatory agency for Belgium on 1 April 2011
FYROM	the Former Yugoslav Republic of Macedonia
Greek Branch	Viohalco SA Greek branch, the branch of the Company opened in Greece, with registered office to be transferred at 16 Chimaras, Marousi, 15125 Athens, Greece, registered in the General Commercial Registry (G.EM.I.) of the Athens Chamber of Commerce and Industry under number 126701201001.
Greek Legal Counsel	George A. Frangopoulos, Alexander Metallinos, and Andreas Pantelakis
Group	the Company and its subsidiaries upon completion of the Mergers
HCMC	the Hellenic Capital Markets Commission
Halcor Group	Halcor SA, a limited liability company organised under the laws of Greece and listed on the Athex, together with its subsidiaries
Helex	Hellenic Exchanges SA
Hellenic Cable Group	Hellenic Cable SA, a limited liability company organised under the laws of Greece and listed on the Athex, together with its subsidiaries
IAS	International Accounting Standards
IFRS	International Financing Reporting Standards, as adopted by the EU
Listing Agent	ING Belgium SA/NV
Member States	member states of the European Union
Mergers	the Cross-Border Merger and the Domestic Merger
Prospectus	this document relating to the Company's admission to trading and listing of all shares on Euronext Brussels in the context of the mergers by absorption of Viohalco Hellenic SA and Cofidin SA
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of the European Union (as amended, including Directive 2010/73/EU)
Shares	any share of the Company, including the shares unconditionally allotted or issued and fully paid before

	completion of the Mergers, and the shares to be issued in the context of the Mergers
Sidenor Group	Sidenor SA, a limited liability company organised under the laws of Greece and listed on the Athex, together with its subsidiaries
Takeover Law	Belgian law of 1 April 2007 on public takeover bids
Takeover Royal Decree	Belgian Royal Decree of 27 April 2007 on public takeover bids
Transparency Law	the law of 2 May 2007 on the disclosure of significant shareholdings in issuers whose securities are admitted to trading on a regulated market
Viohalco Hellenic	Viohalco-Hellenic Copper and Aluminium Industry SA, a limited liability company by shares (*Ανώνυμος Εταιρία*) incorporated under Greek law, with registered office at 2-4 Mesogeion Ave., 11527 Athens, Greece and registered in the General Commercial Registry (G.E.M.I.) under number 231201000

PART XIV: DOCUMENTS INCORPORATED BY REFERENCE

The audited consolidated financial statements of Viohalco Hellenic for the financial years ended 31 December 2010, 31 December 2011 and 31 December 2012, together, in each case, with the related auditors' report as well as the half-year reports of 2012 and of 2013, and with the documents which have previously been published and have been filed with the HCMC, shall be incorporated in, and form part of, this Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be modified or superseded for the purpose of this Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute part of this Prospectus.

Copies of documents incorporated by reference in this Prospectus may be obtained (without charge) from the registered offices of the Company, or the website of Viohalco Hellenic (www.viohalco.gr).

The Company confirms that it has obtained the approval from Viohalco Hellenic's auditors to incorporate by reference in this Prospectus the auditor's reports for the financial years ended 31 December 2010 and 31 December 2011, 31 December 2012, as well as for the half-year reports of 2012 and of 2013.

ANNEX : PRO FORMA FINANCIAL INFORMATION

CHAPTER I: INDEPENDENT AUDITOR'S REPORT ON THE VIOHALCO CONSOLIDATED PRO FORMA FINANCIAL INFORMATION

Renaud de Borman
Reviseur d'entreprises - Bedrijfsrevisor
Société Civile à forme de SPRL – Burg. Vennootschap BVBA
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INDEPENDENT ASSURANCE REPORT
ON THE COMPILATION OF
THE VIOHALCO SA
PRO FORMA CONSOLIDATED AND NON CONSOLIDATED FINANCIAL INFORMATION
AND THE COFIDIN SA
PRO FORMA CONSOLIDATED FINANCIAL INFORMATION
AT 31st DECEMBER 2012 and 30th JUNE 2013
INCLUDED IN THE PROSPECTUS

To the Board of Directors of VIOHALCO SA

We have completed our assurance engagement to report on the compilation of the pro forma financial information of VIOHALCO SA (the company). The pro forma financial information (hereafter, collectively referred to as the "Pro Forma Financial Information") consists of:

- the "VIOHALCO PRO FORMA consolidated financial information" and related notes set out in Chapter II of the annex to the prospectus,

- the "VIOHALCO PRO FORMA non-consolidated financial information" and related notes set out in Chapter III of the annex to the prospectus, and

- the "COFIDIN PRO FORMA consolidated financial information" and related notes set out in Chapter IV of the annex to the prospectus.

The applicable criteria on the basis of which management has compiled the Pro Forma Financial Information are specified in the Commission Regulation (EU) No. 809/2004, as amended, and described in section 2 of each of the above-mentioned chapters (the "Basis of Preparation").

The Pro Forma Financial Information has been compiled to illustrate the impact of the acquisition by VIOHALCO SA (the "Company") of VIOHALCO-HELLENIC COPPER AND ALUMINIUM INDUSTRY SA and COFIDIN SA on the Company's financial position **as at 30th June 2013** as if the transaction had taken place on 30th June 2013, and on the Company's financial performance and cash flows **for the six month period ended 30th June 2013 and for the year ended 31st December 2012**, as if the transaction had taken place on 1st January 2012.

As part of this process, information about the financial position, financial performance and cash flows of VIOHALCO-HELLENIC COPPER AND ALUMINIUM INDUSTRY SA, VIOHALCO SA, and

COFIDIN SA has been extracted by management from the financial statements of the three companies as at and for the periods ended 30th June 2013 and 31st December 2012. Audit and review reports have been published in respect of the financial statements of VIOHALCO-HELLENIC COPPER AND ALUMINIUM INDUSTRY SA. No audit and review reports have been published in respect of the financial statements of VIOHALCO SA AND COFIDIN SA for the periods ended 30th June 2013 and 31st December 2012.

Management's Responsibility for the Pro Forma Financial Information

The management of VIOHALCO SA is responsible for compiling the Pro Forma Financial Information in accordance with the applicable criteria specified in section 2 of Chapters II, III, and IV of the annex to the prospectus (the "Basis of Preparation").

Practitioner's Responsibilities

Our responsibility is to express an opinion, as required by Commission Regulation (EU) No. 809/2004, as amended, about whether the Pro Forma Financial Information has been compiled in all material respects, by the management in accordance with the applicable criteria specified in the Basis of Preparation.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the International Auditing and Assurance Standards Board. This standard requires that we comply with ethical requirements and plan and perform our procedures to obtain reasonable assurance about whether the management has compiled, in all material respects, the Pro Forma Financial Information on the basis of the applicable criteria specified in the Basis of Preparation.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information. However part of this financial information has been reviewed as mentioned in the Prospectus.

The purpose of Pro Forma Financial Information included in the prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30th June 2013 or 31st December 2012 would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the management in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and

- The Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the company, the event or transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria specified in the Basis of Preparation. That basis is consistent with the accounting policies of the issuer.

Brussels, 25th October 2013,

« Renaud de Borman, Réviseur d'entreprises-Bedrijfsrevisor » SPRL civile
Represented by
Renaud de Borman
Certified Public Accountant

MEMBER OF AUDIT SUPPORT BELGIUM RM²

CHAPTER II: VIOHALCO PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

1. GENERAL FRAMEWORK

Viohalco SA (hereafter ***Viohalco***) is currently engaged in domestic and cross-border merger proceedings with, respectively, Cofidin SA (after the BELUX Merger as explained in section 1 of Chapter IV of this Annex to this Prospectus (see page PF-44)), (hereafter the ***Domestic Merger***) and Viohalco Hellenic Copper and Aluminium Industry SA (hereafter ***Viohalco Hellenic***), a Greek limited liability company listed on the Athens Stock Exchange and with registered office at 2-4 Megoseion ave., 11527 Athens, Greece (hereafter the ***Cross-Border Merger***, and together with the Domestic Merger, the ***Mergers***). The Mergers are subject to the votes of the shareholders of the companies involved in the Mergers. The terms of the respective mergers are described in Part III, section 4 of the Prospectus (see page 84).

Upon completion of the Mergers, Viohalco will be the holding company of a group of companies (hereafter the ***Viohalco Group***) active in the fields of steel, copper, and aluminium production, processing and trade, as well as in the real estate development sector. Viohalco will pursue the activities of the absorbed companies, Viohalco Hellenic SA and Cofidin SA, in the same manner as these were operated prior to the completion of the mergers mentioned in the previous paragraph. The Greek branch of Viohalco will hold the Viohalco's business assets in Greece.

The present pro forma consolidated financial information of Viohalco (hereafter the ***Viohalco Pro Forma Consolidated Financial Information***) includes the consolidated financial information of Viohalco, Cofidin SA, and Viohalco Hellenic and their subsidiaries and associates (together with Viohalco Hellenic, the ***Viohalco Hellenic Group***).

The Viohalco Pro Forma Consolidated Financial Information has been prepared by the management of Viohalco according to the International Financial Reporting Standards (IFRS) as adopted by the European Union.

The Viohalco Pro Forma Consolidated Financial Information has been prepared, for illustrative purposes only, to present the pro forma consolidated statement of financial position as if the Domestic Merger and the Cross-Border Merger had occurred on 30 June 2013 and to present the pro forma consolidated income statement information and the pro forma consolidated cash flow statement as if the aforementioned mergers had occurred on 1 January 2012. The pro forma consolidated statement of comprehensive income and the pro forma statement of changes in equity have been prepared based on the aforementioned assumptions.

For the purposes of accounting for the business combination (described in section 2.1 of this Chapter II (see page PF-8) and Note 2 to this Pro Forma Consolidated Financial Information (see page PF-27)) in the consolidated financial statements of Viohalco as at and for the period ending 31 December 2013, fair values for the assets and liabilities of Viohalco and Cofidin will be determined as of the date of acquisition by Viohalco of Viohalco Hellenic and Cofidin (expected to be around 31 October 2013).

For the purposes of accounting for the business combination in the Viohalco Pro Forma Consolidated Financial Information, as the fair values of the assets and liabilities of Viohalco and Cofidin as at the final acquisition date (expected to be around 31 October 2013) are not yet available, the corresponding fair values as of 30 June 2013, which will differ from those as at the final acquisition date, have been used for the purposes of determining the relevant pro forma adjustments in the Viohalco Pro Forma Consolidated Financial Information as at 30 June 2013 and for the period ended 30 June 2013.

The Viohalco Pro Forma Consolidated Information has been prepared from books and records maintained by the respective entities of the Viohalco Group.

The Viohalco Pro Forma Consolidated Financial Information comprises the following:

- Pro forma consolidated statement of financial position as at 30 June 2013;
- Pro forma consolidated income statement information for the six months ended 30 June 2013 and for the year ended 31 December 2012;
- Pro forma statement of comprehensive income for the six months ended 30 June 2013 and for the year ended 31 December 2012;
- Pro forma consolidated statement of changes in equity for the six months ended 30 June 2013;
- Pro forma consolidated cash flow statement for the six months ended 30 June 2013 and for the year ended 31 December 2012; and
- Supplementary notes to pro forma consolidated financial position and income statement.

The Viohalco Pro Forma Consolidated Financial Information is unaudited. This Pro Forma Financial Information has been reviewed by Renaud de Borman Réviseur d’entreprises SPRL as indicated in its review report, in Chapter I of this Annex (see page PF-3).

2. Basis for the preparation of the Viohalco Pro Forma Consolidated Financial Information

2.1 Basis of measurement

2.1.1 Merger by absorption of Viohalco Hellenic Group and Cofidin

Based on the provisions of IFRS 3 Business Combinations, the Cross-Border Merger should be accounted for as a reverse acquisition and the Domestic Merger as a business combination as defined by IFRS 3. Considering the relative sizes of the net assets and operations of the businesses respectively contributed by Viohalco Hellenic and Cofidin to Viohalco, Viohalco Hellenic has been identified as the acquirer for accounting purposes while Viohalco and Cofidin have been considered as the acquirees for accounting purposes. Accordingly, the assets and liabilities of Viohalco Hellenic Group have been accounted for in the Viohalco Pro Forma Consolidated Financial Information based on their pre-combination carrying amounts, which comply with Viohalco's accounting policies, while the assets and liabilities of Viohalco and Cofidin have been recorded at their fair values.

2.1.2 Reverse acquisition transaction where the acquiree is not a business

Viohalco is a newly incorporated company that has not yet commenced its activity. Viohalco has been set up as a holding company. It will enter into operations upon completion of the BELUX Merger and the Mergers. Viohalco, therefore, currently does not meet the definition of a business as defined by IFRS 3.

Although IFRS provides no guidance on accounting for business combinations whereby one entity does not meet the definition of a business, this transaction has features of a reverse acquisition. Consequently, it is appropriate to apply by analogy, and in accordance with paragraphs 10-12 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, the guidance in paragraphs B19-B27 of IFRS 3 for reverse acquisitions.

2.2 Functional currency and presentation currency (the currency in which the Viohalco Pro Forma Consolidated Financial Information is expressed)

The Viohalco Pro Forma Consolidated Financial Information is presented in euro, which is the functional and presentation currency of Viohalco and Viohalco Hellenic.

2.3 Reporting period

Viohalco has chosen 31 December as the balance sheet date and will, in the future, consistently prepare consolidated financial statements covering calendar year periods. Previously, Cofidin entities presented the annual financial statements with a 30 September balance sheet date. Based on the Viohalco Group's decision to adopt a 31 December balance sheet date, the Viohalco Pro Forma Consolidated Financial Information, presented for a 12 months period ended 31 December 2012, was prepared using an aggregate of Cofidin audited financial statements for the year ended 30 September 2012 and interim financial information for the period ended 31 December 2012.

2.4 Underlying financial information

The Viohalco Pro Forma Consolidated Financial Information as at 31 December 2012 and as at 30 June 2013 has been compiled on the basis of the unaudited pro forma financial information of Viohalco (as included in this Chapter III (*Viohalco Pro Forma Non-Consolidated Financial Information*) of Annex 1 of this Prospectus (from page PF-38 onwards)), the unaudited pro forma financial information of Cofidin (as included in Chapter IV (*Cofidin Pro Forma Consolidated information*) of Annex 1 of this Prospectus (from page PF-44 onwards)) and the consolidated financial statements of the Viohalco Hellenic Group as available on its website (www.viohalco.gr). The consolidated financial statements of the Viohalco Hellenic Group are unaudited as at 30 June 2013 and audited as at 31 December 2012.

2.5 Rounding

Certain amounts contained in this Viohalco Pro Forma Consolidated Financial information have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregations of the figures that precede them.

2.6 Application of estimates and judgements

Preparing the Pro Forma Consolidated Financial Information of Viohalco in line with IFRS requires that the management takes decisions, makes assessments and assumptions which affect the implementation of accounting principles and the book amounts of assets, liabilities, income and expenses. The actual results may finally differ from such estimates.

The management's estimates and judgements are re-examined on a continuous basis and are based on historical figures and expectations of future events which are deemed reasonable pursuant to that which is in force.

Estimates and assumptions that entail a considerable risk of causing substantial effect on the book values of assets and liabilities in the following twelve months are as follows:

– Inventories

  The Viohalco Group estimates inventories at the lower of their acquisition cost and net realisable value.

– Assets not recognised at fair value

  The Viohalco Group makes estimates about the valuation of the assets that are not measured at fair value (Investments in subsidiaries and associates; Property, plant and equipment; Intangible assets; Investment property) for indications of impairment. Especially as regards Property, plant and equipment, the Viohalco Group evaluates the recoverability thereof based on the value in use of the cash generating unit under which such assets fall. The calculated value in use is based on a five-year business plan prepared by the management and, thus, it is sensitive to the verification or not of expectations relating to the attainment of sales objectives, gross margin percentages, operating results, growth rates and discount rates of estimated cash flows.

– Provisions

  Provisions are calculated at the fair value of expenses which, based on the management's best estimation, are required to cover the present liability as at the balance sheet date. The discount interest rate used for the determination of current value reflects current market assessments of the time value of money and the increases specific to the obligation.

2.7 Nature of pro forma adjustments

In accordance with the requirements of the Commission Regulation (EC) No 809/2004, the Viohalco Pro Forma Consolidated Financial Information includes adjustments that are factually supported, directly attributable to the transaction and appropriate and complete for the purpose for which the Pro Forma Consolidated Financial Information has been prepared.

Pro forma adjustments have been recorded to give effect to:

– The existence of a badwill as a result of the Mergers;

– The cancellation of treasury shares held by Viohalco Hellenic in Viohalco after the Cross-Border Merger;

- The cancellation of treasury shares held by Cofidin in Viohalco Hellenic after the Domestic Merger; and

- The elimination of the investment in subsidiaries Elval SA, Corinth Pipeworks SA, Sidenor SA and Halcor SA, versus the non-controlling interests.

Additional details of the pro forma adjustments are included in section 3 (see page PF-11) of this Chapter II.

The pro forma adjustments are based on estimates, currently available information and certain assumptions that management believes are reasonable and which are subject to revision as additional information becomes available in relation to the closing of the business combination.

2.8 Intercompany eliminations

All intercompany balances and transactions between Viohalco, Viohalco Hellenic and Cofidin have been eliminated.

3. VIOHALCO PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2013

The Viohalco pro forma consolidated statement of financial position as at 30 June 2013 has been prepared to illustrate the impact of the Cross-Border Merger and the Domestic Merger as if these mergers had occurred on 30 June 2013.

30/6/2013	Note	Viohalco Hellenic IFRS Unaudited	Viohalco IFRS Pro Forma Unaudited	Cofidin IFRS Pro Forma Unaudited	Pro Forma Adjustments	Viohalco IFRS Pro Forma Consolidation
		(1)	(2)	(3)	(4)	
Amounts in Euro						
ASSETS						
Non-current Assets						
Property, plant and equipment	S1	1,751,427,496		2,199,753		1,753,627,249
Goodwill		10,937,598				10,937,598
Other intangible assets		8,642,223				8,642,223
Investment property		99,792,658				99,792,658
Investments in associate companies		22,832,709				22,832,709
Investments in subsidiary companies				115,169,729	-115,169,729	-
Available-for-sale financial assets	S2	9,249,259		82,677,182	-21,956,940	69,969,501
Derivatives		5,323				5,323
Other receivables		13,038,419				13,038,419
Deferred tax assets	S4	16,515,636				16,515,636
		1,932,441,321	**-**	**200,046,664**	**-137,126,669**	**1,995,361,315**
Current Assets						
Inventories		809,262,182				809,262,182
Trade and other receivables		519,545,403		1,245,160		520,790,562
Derivatives		3,551,931				3,551,931
Financial assets at fair value through profit or loss		21,334,431				21,334,431
Income tax advance payment		1,620,343		1,871,587		3,491,930
Cash and cash equivalents	S3	96,530,747	61,500	3,018,964		99,611,211
		1,451,845,037	**61,500**	**6,135,711**	**-**	**1,458,042,248**
Total assets		**3,384,286,358**	**61,500**	**206,182,375**	**-137,126,669**	**3,453,403,563**
EQUITY						
Equity						
Share Capital		59,842,227	61,500	45,092,467		104,996,194
Treasury Shares					-115,209,529	-115,209,529
Premium on capital stock		411,618,152				411,618,152
Foreign exchange differences from foreign subsidiaries consolidation		-12,133,360				-12,133,360
Other reserves		410,917,629		160,439,379	-2,981,485	568,375,523
Profits carried forward		113,754,612	-1,853	-14,242	15,978,124	129,716,640
Total equity attributable to the parent's shareholders		**983,999,260**	**59,647**	**205,517,603**	**-102,212,890**	**1,087,363,620**
Non controlling interests		405,003,424		255,146	-34,913,779	370,344,791
Total equity		**1,389,002,684**	**59,647**	**205,772,749**	**-137,126,669**	**1,457,708,411**
LIABILITIES						
Long-term liabilities						
Loans		235,715,370				235,715,370
Liabilities from financial leasing		1,263,433				1,263,433
Derivatives		1,283,028				1,283,028
Liabilities for staff retirement indemnities		25,851,155				25,851,155
Grants		36,754,834				36,754,834
Provisions		4,094,830		19,743		4,114,573
Other long-term liabilities		378,380				378,380
Deferred tax liabilities		173,590,687				173,590,687
		478,931,717	**-**	**19,743**	**-**	**478,951,460**
Short-term liabilities						
Trade and other payables		311,132,534	1,853	365,143		311,499,531
Current tax liabilities		17,578,228		24,739		17,602,967
Loans		1,173,297,879				1,173,297,879
Derivatives		6,177,932				6,177,932
Other financing		7,071,519				7,071,519
Liabilities from financial leasing		635,299				635,299
Provisions		458,565				458,565
		1,516,351,957	**1,853**	**389,882**	**-**	**1,516,743,693**
Total liabilities		**1,995,283,674**	**1,853**	**409,625**	**-**	**1,995,695,152**
Total equity and liabilities		**3,384,286,358**	**61,500**	**206,182,374**	**-137,126,669**	**3,453,403,563**

(1) Please refer to Viohalco Hellenic's website (www.viohalco.gr).

(2) Please refer to the Reconciliation between BE GAAP carrying values and IFRS values of assets and liabilities in Chapter III (*Viohalco Pro Forma Non-Consolidated Financial Information*) in the Annex to this Prospectus (see page PF-41).

(3) Please refer to the Reconciliation between BE GAAP carrying values and IFRS/fair values of assets and liabilities in Chapter IV (*Cofidin Pro Forma Consolidated Financial Information*) in the Annex to this Prospectus (see page PF-48).

(4) The pro forma adjustments can be summarised as follows:

Amounts in Euro	**Badwill** (a)	**Cancellation of Treasury Shares** (b)	**Elimination of investments in subsidiaries** (c)	**Pro Forma Adjustments as at 30 June 2013**
Investments in subsidiary companies		-115,169,729		**-115,169,729**
Available-for-sale financial assets		-39,800	-21,917,140	**-21,956,940**
Total assets	-	-115,209,529	-21,917,140	**-137,126,669**
Treasury shares		-115,209,529		**-115,209,529**
Other reserves	-2,981,485			**-2,981,485**
Results carried forward	2,981,485		12,996,639	**15,978,124**
Non controlling interests			-34,913,779	**-34,913,779**
Total equity and liabilities	-	-115,209,529	-21,917,140	**-137,126,669**

(a) Badwill

Further to the Mergers, a badwill will arise. For more information, please refer to Note 2 (*Business Combinations*) in this Chapter II (PF-27) where it is explained that the Cross-Border and the Domestic Merger will generate bargain purchases of respectively EUR 12,493 and EUR 2,968,992.

(b) Cancellation of Treasury shares as a result of interest of Cofidin in Viohalco Hellenic and of Viohalco Hellenic in Viohalco

As a result of the Cross-Border Merger, Viohalco will own treasury shares as a result of the 64.7% interest of Viohalco Hellenic in Viohalco. In accordance with IAS 32, such treasury shares are to be deducted from equity. The value of these shares equals the BE GAAP carrying value as at 30 June 2013 of the Viohalco shares (i.e., EUR 39,800).

As a result of the Domestic Merger, Viohalco will own treasury shares as a result of the 13.3% interest of Cofidin in Viohalco Hellenic. In accordance with IAS 32, such treasury shares are to be deducted from equity. The fair value of these shares amounts to EUR 115,169,729 as at 30 June 2013.

The total amount of the treasury shares is EUR 115,209,529 which corresponds to the non-distributable reserve that will be created in accordance with article 623 of the Belgian Companies Code.

(c) The elimination of the investments in subsidiaries of Viohalco Hellenic

Cofidin holds investments in Elval SA, Halcor SA, Sidenor SA and Corinth Pipeworks SA (hereafter ***CPW***). These companies are subsidiaries under the control of Viohalco Hellenic. Therefore, the Viohalco Pro Forma Consolidated Financial Information reflects the elimination of these investments (included in Available-for-sale financial assets) versus a decrease in the Non-controlling interests (included in Total equity).

The Available-for-sale financial assets are reduced by the fair value of the investments in Elval SA, Halcor SA, Sidenor SA and CPW for a total amount of EUR 21,917,140 as follows:

(in Euro)	Total number of shares	Number of shares held by Cofidin	Fair value per share as at 30 June 2013	Fair value of investment
Elval	124,100,815	5,720,000	2.04	11,668,800
Halcor	101,279,627	6,388,000	0.796	5,084,848
Sidenor	96,243,908	863,580	1.76	1,519,901
CPW	124,170,201	1,493,275	2.44	3,643,591
Total				21,917,140

The Non-controlling interests (hereafter ***NCI***) are reduced by EUR 34,913,779 as per 30 June 2013 and can be detailed as follows:

(in Euro)	% of investment held by Cofidin	Consolidated IFRS Equity	Impact on NCI
Elval	4.61%	547,687,121	25,243,753
Halcor	6.31%	75,043,968	4,733,241
Sidenor	0.90%	334,540,231	3,001,772
CPW	1.20%	160,902,072	1,935,014
Total			34,913,779

The difference of EUR 12,996,639 is added to Profits carried forward.

(d) Flokos

With regard to the acquisition of Flokos by Cofidin (as explained in the Annex to this Prospectus, Chapter VI, Supplementary note 9), no adjustment is necessary as the effects of the IFRS accounting treatment for business combinations that applies to this type of transaction does not differ from the effects of the BE GAAP accounting treatment for business combination applied and explained in Chapter VI, Supplementary note 9 of this Annex (see page PF-55).

4. VIOHALCO PRO FORMA CONSOLIDATED INCOME STATEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2013

The Pro forma consolidated income statement for the six months ended 30 June 2013 has been prepared to illustrate the impact of the Cross-Border Merger and the Domestic Merger as if these mergers had occurred on 1 January 2012.

30/6/2013		**Viohalco Hellenic IFRS Unaudited**	**Viohalco IFRS Pro Forma Unaudited**	**Cofidin IFRS Pro Forma Unaudited**	**Pro Forma Adjustments**	**Viohalco IFRS Pro Forma Consolidation**
		(1)	(2)	(3)	(4)	
Amounts in Euro	**Note**					
Sales		**1,509,834,305**		**-**		**1,509,834,305**
Cost of goods sold		-1,424,758,643		-		-1,424,758,643
Gross Profit		**85,075,663**	**-**	**-**	**-**	**85,075,663**
Other income		16,584,167		4,606		16,588,773
Distribution expenses		-58,421,053		-		-58,421,053
Administrative expenses	S5	-40,968,731		-484,995		-41,453,726
Other expenses		-19,289,337		-764,243		-20,053,580
Operating results		**-17,019,292**	**-**	**-1,244,631**	**-**	**-18,263,923**
Financial income	S6	4,598,176		454,474		5,052,650
Financial expenses	S6	-46,233,890		-1,180		-46,235,071
Income from dividends		29,526		777,097		806,623
Net financial result		**-41,606,188**	**-**	**1,230,391**	**-**	**-40,375,798**
Profits from associate companies		1,191,259		-		1,191,259
Result before income tax		**-57,434,222**	**-**	**-14,241**	**-**	**-57,448,463**
Income tax		-41,831,886		-		-41,831,886
Period result		**-99,266,108**	**-**	**-14,241**	**-**	**-99,280,348**
Attributable to:						
Shareholders of the parent		-68,529,320	-	-14,241	-2,652,269	-71,195,830
Non controlling interests		-30,736,787			2,652,269	-28,084,518
		-99,266,108	**-**	**-14,241**	**-**	**-99,280,348**

(Loss) / Earnings attributable to the parent's shareholders for the period (in EUR per share)		**Viohalco Hellenic IFRS Unaudited**				**Viohalco IFRS/Fair Value Pro Forma Consolidation**
number of shares		199,474,091				219,611,308
Basic and diluted	S8	-0.3435				-0.3242

(1) Please refer to Viohalco Hellenic's website (www.viohalco.gr).

(2) The Viohalco Pro Forma Non-Consolidated Income Statement under IFRS is identical to the Viohalco Pro Forma Non-Consolidated Income Statement under BE GAAP as included in section 4 (*Viohalco Pro Forma Non-Consolidated Income Statement*) of Chapter III of this Annex (see page PF-40), except for the fact that the incorporation costs were already fully expensed under IFRS in 2012.

(3) The Cofidin Pro Forma Consolidated Income Statement under IFRS is identical to the Cofidin Pro Forma Consolidated Income Statement under BE GAAP as included in section 4 (*Cofidin Pro Forma Consolidated Income Statement*) of Chapter IV of this Annex (see page PF-47), except for the fact that the Recognised losses from the change in fair value of financial assets (-816,482 EUR) and the Reversal of recognised losses from the change in fair value of financial assets (11,949,457 EUR) have been eliminated on the line item Financial Income (for an amount of 11,132,975 EUR). In the Cofidin Pro Forma Consolidated Income Statement under IFRS, the changes in fair value of financial assets are accounted for in Other comprehensive income. This correction fully explains the difference between the profit of the period under BE GAAP of 11,118,734 EUR and the pro forma loss of the period of 14,241 EUR.

(4) Upon the elimination of the investments in the subsidiaries of Viohalco Hellenic, the parent's proportionate share in the losses of the subsidiaries of Viohalco Hellenic increased by EUR 2,652,269.

The Non-controlling interests' proportionate share in said losses consequently decreased for the same amount.

5. VIOHALCO PRO FORMA CONSOLIDATED INCOME STATEMENT FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2012

The pro forma consolidated income statement for the year ended 31 December 2012 has been prepared to illustrate the impact of the Cross-Border Merger and the Domestic Merger as if these mergers had occurred on 1 January 2012.

31/12/2012		Viohalco Hellenic IFRS Audited	Viohalco IFRS Pro Forma Unaudited	Cofidin IFRS Pro Forma Unaudited	Pro Forma Adjustments	Viohalco IFRS Pro Forma Consolidation
Amounts in Euro	**Note**	**(1)**	**(2)**	**(3)**	**(4)**	
Sales		**3,316,763,067**				**3,316,763,067**
Cost of goods sold		-3,088,006,943				-3,088,006,943
Gross Profit		**228,756,124**	**-**	**-**	**-**	**228,756,124**
Other income		41,629,252		9,467	2,981,485	44,620,203
Distribution expenses		-135,533,940				-135,533,940
Administrative expenses	S5	-86,438,906	-1853	-483,786		-86,924,545
Other expenses		-34,825,783		-44,621		-34,870,404
Operating results		**13,586,747**	**-1,853**	**-518,940**	**2,981,485**	**16,047,438**
Financial income	S6	10,336,265		1,168,498		11,504,763
Financial expenses	S6	-100,109,095		-116,117		-100,225,212
Income from dividends		60,171		975,973		1,036,144
Net financial result		**-89,712,659**	**-**	**2,028,354**	**-**	**-87,684,304**
Profits from associate companies		1,169,806				1,169,806
Result before income tax		**-74,956,106**	**-1,853**	**1,509,414**	**2,981,485**	**-70,467,060**
Income tax		-1,383,573				-1,383,573
Profit/(loss) of the period		**-76,339,679**	**-1,853**	**1,509,414**	**2,981,485**	**-71,850,633**
Attributable to:						
Shareholders of the parent		-50,104,656	-1,853	1,509,414	1,859,198	-46,737,897
Non controlling interests		-26,235,023			1,122,287	-25,112,736
		-76,339,679	**-1,853**	**1,509,414**	**2,981,485**	**-71,850,633**

(Loss) / Earnings attributable to the parent's shareholders for the year (in EUR per share)		Viohalco Hellenic IFRS Audited				Viohalco IFRS Pro Forma Consolidation
number of shares		199,474,091				219,611,308
Basic and diluted	S8	-0.2512				-0.2128

(1) Please refer to Viohalco Hellenic's website (www.viohalco.gr).

(2) The Viohalco Pro Forma Non-Consolidated Income Statement under IFRS is identical to the Viohalco Pro Forma Non-Consolidated Income Statement under BE GAAP as included in section 4 (*Viohalco Pro Forma Non-Consolidated Income Statement*) of Chapter III of this Annex (see page PF-40), except for the fact that the incorporation costs were fully expensed under IFRS in 2012.

(3) The Cofidin Pro Forma Consolidated Income Statement under IFRS is identical to the Cofidin Pro Forma Consolidated Income Statement under BE GAAP as included in section 4 (*Cofidin Pro Forma Consolidated Income Statement*) of Chapter IV of this Annex (see page PF-47), except for the fact that the Recognised losses from the change in fair value of financial assets (EUR -240,741) and the Reversal of recognised losses from the change in fair value of financial assets (EUR 17,398,731) have been eliminated on the line item Financial Income (for an amount of EUR 17,157,980). In the Cofidin Pro Forma Consolidated Income Statement under IFRS, the changes in fair value of financial assets are accounted for in Other comprehensive income. This correction fully explains the difference between the profit of the year under BE GAAP of EUR 18,667,393 and the Pro Forma profit of the year of EUR 1,509,414.

(4) The pro forma adjustments can be summarised as follows:

- Upon the elimination of the investments in the subsidiaries of Viohalco Hellenic, the parent's proportionate share in the losses for the year ended 31 December 2012 of the subsidiaries of Viohalco Hellenic increased by EUR 1,122,287. The Non-controlling interests' proportionate share in said losses consequently decreased for the same amount.

- Further to the Cross-Border Merger and the Domestic Merger, a total badwill of EUR 2,981,485 will arise. This bargain purchase has been recognised in the Viohalco Pro forma Consolidated Income Statement on the line item *Other Income* and this income has been fully attributed to the shareholders of the parent. For further details, please refer to Note 2 (*Business Combinations*) of this Chapter II on PF-27.

6. VIOHALCO PRO FORMA CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE SIX MONTHS ENDED 30 JUNE 2013

The Viohalco pro forma statement of comprehensive income for the six months ended 30 June 2013 has been prepared to illustrate the impact of the Cross-Border Merger and the Domestic Merger as if these mergers had occurred on 30 June 2013 for statement of financial position purposes and on 1 January 2012 for income statement purposes.

30/06/2013	Viohalco Hellenic IFRS Unaudited	Viohalco IFRS Pro Forma Unaudited	Cofidin IFRS Pro Forma Unaudited	Pro Forma Adjustments	Viohalco IFRS Pro Forma Consolidation
Amounts in Euro	(1)		(2)	(3)	
Year net earnings /(loss)	**-99,266,109**		**-14,241**		**-99,280,349**
Foreign exchange differences from foreign subsidiaries consolidation	-5,367,691				-5,367,691
Valuation of available-for-sale financial assets and other transactions	-19,914		10,712,317	-12,016,855	-1,324,452
Profit/ (loss) after taxes from securities valuation for hedging cash flow risk	-6,029,070				-6,029,070
Income tax to other items of comprehensive income	1,545,515				1,545,515
Other comprehensive income after taxes	**-9,871,160**	**-**	**10,712,317**	**-12,016,855**	**-11,175,698**
Comprehensive total income after taxes for the period	**-109,137,269**	**-**	**10,698,076**	**-12,016,855**	**-110,456,047**
Attributable to:					
Owners of the parent	-73,660,244	-	10,698,076	-14,669,124	-77,631,292
Non controlling interests	-35,477,025			2,652,269	-32,824,756
Comprehensive total income after taxes for the period	**-109,137,269**	**-**	**10,698,076**	**-12,016,855**	**-110,456,047**

(1) Please refer to Viohalco Hellenic's website (www.viohalco.gr).

(2) Valuation of available-for-sale financial assets and other transactions represents the change in fair value of the Available-for-sale financial assets held by Cofidin over the period from 1 January 2013 to 30 June 2013.

(3) The Valuation of available-for-sale financial assets and other transactions are adjusted for the change in fair value of the Viohalco Hellenic treasury shares (EUR 11,145,457) and the change in fair value in the shares of the Viohalco Hellenic subsidiaries (EUR 871,398).

7. VIOHALCO PRO FORMA CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2012

The Viohalco pro forma consolidated statement of comprehensive income for the twelve months ended 31 December 2012 has been prepared to illustrate the impact of the Cross-Border Merger and the Domestic Merger as if these mergers had occurred on 30 June 2013 for statement of financial position purposes and on 1 January 2012 for income statement purposes.

31/12/2012	Viohalco Hellenic IFRS Audited	Viohalco IFRS Pro Forma Unaudited	Cofidin IFRS Pro Forma Unaudited	Pro Forma Adjustments	Viohalco IFRS Pro Forma Consolidation
Amounts in Euro	(1)		(2)	(3)	
Year net earnings /(loss)	**-76,339,679**	**-1,853**	**1,509,414**	**2,981,485**	**-71,850,633**
Foreign exchange differences from foreign subsidiaries consolidation	674,958				674,958
Valuation of available-for-sale financial assets and other transactions	433,976		35,593,755	-34,186,446	1,841,285
Profit/ (loss) after taxes from securities valuation for hedging cash flow risk	3,100,138				3,100,138
Income tax to other items of comprehensive income	1,063,991				1,063,991
Other comprehensive income after taxes	**5,273,063**	**-**	**35,593,755**	**-34,186,446**	**6,680,372**
Comprehensive total income after taxes for the year	**-71,066,616**	**-1,853**	**37,103,169**	**-31,204,961**	**-65,170,261**
Attributable to:					
Owners of the parent	-46,028,739	-1,853	37,103,169	-32,327,248	-41,254,671
Non controlling interests	-25,037,877			1,122,287	-23,915,590
Comprehensive total income after taxes for the year	**-71,066,616**	**-1,853**	**37,103,169**	**-31,204,961**	**-65,170,261**

(1) Please refer to Viohalco Hellenic's website (www.viohalco.gr).

(2) Valuation of available-for-sale financial assets and other transactions represents the change in fair value of the Available-for-sale financial assets held by Cofidin over the period from 1 January 2012 to 31 December 2012.

(3) The Valuation of available-for-sale financial assets and other transactions are adjusted for the change in fair value of the Viohalco Hellenic treasury shares (EUR 23,883,124) and the change in fair value in the shares of the Viohalco Hellenic subsidiaries (EUR 10,303,322).

8. VIOHALCO PRO FORMA CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SIX MONTHS ENDED 30 JUNE 2013

The Viohalco pro forma consolidated statement of changes in equity for the six months ended 30 June 2013 has been prepared to illustrate the impact of the Cross-Border Merger and the Domestic Merger as if these mergers had occurred on 30 June 2013 for statement of financial position purposes and on 1 January 2012 for income statement purposes.

Viohalco Hellenic IFRS Unaudited	Share capital	Treasury Shares	Premium on capital stock	Fair value reserves & other reserves	Results carried forward	FX differences from consolidation	Total	Non controlling interests	Total Equity
Amounts in Euro									
Balance as at 1 January 2013	**59,842,227**	**-**	**411,618,152**	**396,411,428**	**200,561,564**	**-9,176,098**	**1,059,257,273**	**442,941,134**	**1,502,198,407**
Adjustment due to IAS 19					-1,629,040		-1,629,040	-830,471	-2,459,511
Adjusted balance as at 1 January 2013	**59,842,227**	**-**	**411,618,152**	**396,411,428**	**198,932,524**	**-9,176,098**	**1,057,628,233**	**442,110,663**	**1,499,738,896**
Foreign exchange differences			-	-56,625	162,974	-2,843,574	-2,737,225	-2,630,466	-5,367,691
Valuation of available-for-sale assets and derivatives	-		-	-2,393,699	-	-	-2,393,699	-2,109,770	-4,503,469
Net result of the period	-		-	-	-68,529,320	-	-68,529,320	-30,736,789	-99,266,109
Total recognized net profit of the period	-		-	-2,450,324	-68,366,346	-2,843,574	-73,660,244	-35,477,025	-109,137,269
Effect of change in holdings	-		-	137,959	45,973	-113,688	70,244	-103,582	-33,338
Increase/(decrease) in share capital								-1,506,199	-1,506,199
Treasury shares purchased									
Transfer of reserves	-		-	16,818,565	-16,857,539	-	-38,973	38,973	-
Dividend	-		-	-	-	-	-	-59,406	-59,406
	-		-	16,956,524	-16,811,566	-113,688	31,271	-1,630,214	-1,598,943
							-		
Balance as at 30 June 2013	**59,842,227**	**-**	**411,618,152**	**410,917,628**	**113,754,612**	**-12,133,360**	**983,999,260**	**405,003,424**	**1,389,002,684**

Viohalco IFRS Pro Forma Unaudited	Share capital	Treasury Shares	Premium on capital stock	Fair value reserves & other reserves	Results carried forward	FX differences from consolidation	Total	Non controlling interests	Total Equity
Amounts in Euro									
Balance as at 1 January 2013							-		-
Foreign exchange differences							-		-
Valuation of available-for-sale assets and derivatives							-		-
Net result of the period							-		-
Total recognized net profit of the period	-		-	-	-	-	-	-	-
Effect of change in holdings	61,500				-1,853		59,647		59,647
Increase/(decrease) in share capital									
Treasury shares purchased									
Transfer of reserves									
Dividend									
	61,500		-	-	-1,853	-	59,647	-	59,647
Balance as at 30 June 2013	**61,500**	**-**	**-**	**-**	**-1,853**	**-**	**59,647**	**-**	**59,647**

Total Equity (being EUR 59,647) corresponds to the Viohalco IFRS Pro Forma Net Assets as at 30 June 2013 as shown in section 5 (*Reconciliation between BE GAAP carrying values and IFRS/fair values of assets and liabilities*) of Chapter III of this Annex (see page PF-41).

Cofidin IFRS Pro Forma Unaudited	Share capital	Treasury Shares	Premium on capital stock	Fair value reserves & other reserves	Results carried forward	FX differences from consolidation	Total	Non controlling interests	Total Equity
Amounts in Euro									
Balance as at 1 January 2013									
Foreign exchange differences									
Valuation of available-for-sale assets and derivatives									
Net result of the period					-14,242		-14,242		-14,242
Total recognized net profit of the period	-		-	-	-14,242	-	-14,242	-	-14,242
Effect of change in holdings	45,092,467			160,439,379			205,531,846	255,146	205,786,992
Increase/(decrease) in share capital									
Treasury shares purchased									
Transfer of reserves									
Dividend									
	45,092,467		-	160,439,379	-	-	205,531,846	255,146	205,786,992
Balance as at 30 June 2013	**45,092,467**	**-**	**-**	**160,439,379**	**-14,242**	**-**	**205,517,603**	**255,146**	**205,772,749**

Total Equity (being EUR 205,772,749) corresponds to the Cofidin IFRS Pro Forma Net Assets as at 30 June 2013 as shown in section 5 (*Reconciliation between BE GAAP carrying values and IFRS values of assets and liabilities*) of Chapter IV of this Annex (see page PF-48).

Viohalco Pro Forma Consolidated Statement of Changes in Equity (continued)

Pro Forma Adjustments	**Share capital**	**Treasury Shares**	**Premium on capital stock**	**Fair value reserves & other reserves**	**Results carried forward**	**FX differences from consolidation**	**Total**	**Non controlling interests**	**Total Equity**
		(1)		**(2)**	**(3)**			**(4)**	
Amounts in Euro									
Balance as at 1 January 2013				**-2,981,485**	**2,981,485**		**-**		**-**
Foreign exchange differences									
Valuation of available-for-sale assets and derivatives									
Net result of the period					-2,652,269		-2,652,269	2,652,269	-
Total recognized net profit of the period	-	-	-	-	-2,652,269	-	-2,652,269	2,652,269	-
Effect of change in holdings		-115,209,529			15,648,908	-	-99,560,621	-37,566,049	-137,126,670
Increase/(decrease) in share capital	-						-		-
Treasury shares purchased							-		-
Transfer of reserves									-
Dividend									
	-	-	-	-	15,648,908	-	-99,560,621	-37,566,049	-137,126,670
Balance as at 30 June 2013	**-**	**-**	**-**	**-2,981,485**	**15,978,124**	**-**	**-102,212,890**	**-34,913,780**	**-137,126,670**

Viohalco IFRS Pro Forma Consolidation	**Share capital**	**Treasury Shares**	**Premium on capital stock**	**Fair value reserves & other reserves**	**Results carried forward**	**FX differences from consolidation**	**Total**	**Non controlling interests**	**Total Equity**
Amounts in Euro									
Balance as at 1 January 2013	**59,842,227**	**-**	**411,618,152**	**393,429,943**	**203,543,049**	**-9,176,098**	**1,059,257,273**	**442,941,134**	**1,502,198,407**
Adjustment due to IAS 19	-	-	-	-	-1,629,040	-	-1,629,040	-830,471	-2,459,511
Adjusted balance as at 1 January 2013	**59,842,227**	**-**	**411,618,152**	**393,429,943**	**201,914,009**	**-9,176,098**	**1,057,628,233**	**442,110,663**	**1,499,738,896**
Foreign exchange differences	-	-	-	-56,625	162,974	-2,843,574	-2,737,225	-2,630,466	-5,367,691
Valuation of available-for-sale assets and derivatives	-	-	-	-2,393,699	-	-	-2,393,699	-2,109,770	-4,503,469
Net result of the period	-	-	-	-	-71,195,832	-	-71,195,832	-28,084,520	-99,280,351
Total recognized net profit of the period	-	-	-	-2,450,324	-71,032,858	-2,843,574	-76,326,756	-32,824,756	-109,151,511
Effect of change in holdings	45,153,967	-115,209,529	-	160,577,338	15,693,028	-113,688	106,101,116	-37,414,485	68,686,631
Increase/(decrease) in share capital	-	-	-	-	-	-	-	-1,506,199	-1,506,199
Treasury shares purchased	-	-	-	-	-	-	-	-	-
Transfer of reserves	-	-	-	16,818,565	-16,857,539	-	-38,974	38,973	-
Dividend	-	-	-	-	-	-	-	-59,406	-59,406
	45,153,967	-115,209,529	-	177,395,903	-1,164,511	-113,688	106,062,142	-38,941,117	67,121,026
Balance as at 30 June 2013	**104,996,194**	**-115,209,529**	**411,618,152**	**568,375,522**	**129,716,641**	**-12,133,360**	**1,087,363,619**	**370,344,790**	**1,457,708,411**

The pro forma adjustments can be summarised as follows:

(1) Treasury shares

This adjustment reflects the elimination of the value of the treasury shares (i.e., EUR 115,209,529) held by Viohalco as a result of the 64.7% interest of Viohalco Hellenic in Viohalco consequent to the Cross-Border Merger and the 13.3% interest of Cofidin in Viohalco Hellenic consequent to the Domestic Merger.

(2) Fair value reserves and other reserves

The amount of EUR -2,981,485 reflects the badwill that arises as a result of the Cross-Border Merger and the Domestic Merger.

(3) Results carried forward of EUR 15,978,124 as at 30 June 2013 consists of the following:

– The badwill of EUR 2,981,485 consequent to the Cross-Border Merger and the Domestic Merger. Considering the fact that the Mergers have occurred on 1 January 2012 for Income Statement purposes, this badwill has been recognised in the Viohalco Pro Forma Consolidated Income Statement for the twelve months ended 31 December 2012 as Other Income. This badwill is therefore reported in the opening balance of the pro forma results carried forward as at 1 January 2013; and

– The amount of EUR 12,996,639 as a result of the elimination of the investments of Elval SA, Halcor SA, Sidenor SA and CPW for an amount of EUR 21,917,140, versus a decrease in the Non-controlling interests for an amount of EUR 34,913,779 (as explained in paragraph 4(c), section 3 of Chapter II on PF-12). The amount of EUR 12,996,639 has been split in EUR 2,652,269 to reflect the higher parent's proportionate share in the losses of the subsidiaries of

Viohalco Hellenic over the first six months of 2013 and EUR 15,648,908 to reflect the effect of change in holdings.

(4) Non-controlling interests of EUR 34,913,780 as at 30 June 2013 consists of the dilution of the Non-controlling interests further to the elimination of the investments as explained in paragraph 4(c), section 3 of Chapter II on PF-12. The amount of EUR 34,913,780 has been split in EUR 2,562,269 to reflect the lower proportionate share of the Non-controlling interests in the losses of the subsidiaries of Viohalco Hellenic over the first six months of 2013 upon the elimination of the investments in the subsidiaries of Viohalco Hellenic and in EUR -37,566,049 to reflect the effect of change in holdings.

9. VIOHALCO PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOW FOR THE SIX MONTHS ENDED 30 JUNE 2013

The Viohalco pro forma consolidated statement of cash flow for the six months ended 30 June 2013 has been prepared to illustrate the impact of the Cross-Border Merger and the Domestic Merger as if these mergers had occurred on 30 June 2013 for statement of financial position purposes and on 1 January 2012 for income statement purposes.

30.06.2013	Viohalco Hellenic IFRS Unaudited	Viohalco Pro Forma Unaudited	Cofidin Pro Forma Unaudited	Pro Forma adjustments	Pro Forma Consolidated Financial Information
Amounts in Euro					
Profits/ (loss) of the period	-99,266,108		-14,241		-99,280,349
Adjustments for:					
Income Tax	41,831,886				41,831,886
Depreciation of tangible and intangible assets and investment property	60,118,442		132,971		60,251,413
Impairment of subsidiaries, other holdings and investments			751,226		751,226
Impairment, consumption, destruction of tangible & intangible assets and investment property	177,052				177,052
(Gain)/loss from the sale of tangible fixed assets	-286,800				-286,800
(Gain)/ loss on sale of financial assets	-1,080,475		-128		-1,080,603
Fair value profits/(loss) of other financial assets at fair value through profit or loss	3,793,366				3,793,366
Interest income	-4,598,176		-454,734		-5,052,910
Interest expenses	46,233,890		1,180		46,235,070
Income from dividends	-29,526		-777,097		-806,623
Depreciation of grants	-1,828,495				-1,828,495
(Gain)/ loss from affiliated companies	-1,191,259				-1,191,259
	43,873,797	**-**	**-360,823**	**-**	**43,512,974**
Changes in working capital					
(Increase) / decrease in inventories	15,814,344				15,814,344
(Increase) / decrease in receivables	-21,546,384		-2,150,698		-23,697,082
Increase/(decrease) in liabilities	-16,357,602		79,444		-16,278,158
Increase/(decrease) in provisions	9,543,585		19,743		9,563,328
Increase/(decrease) in liabilities for personnel benefits due to retirement	260,007				260,007
	-12,286,050	**-**	**-2,051,511**	**-**	**-14,337,561**
Cash flows from operating activities	**31,587,747**	**-**	**-2,412,335**	**-**	**29,175,412**
Cash flows from operating activities					
Cash flows from operating activities	31,587,747		-2,412,335		29,175,412
Interest paid	-46,578,502				-46,578,502
Income tax paid	-2,289,572				-2,289,572
Net cash flows from operating activities	**-17,280,327**	**-**	**-2,412,335**	**-**	**-19,692,662**
Cash flows from investment activities					
Additions of tangible assets, investment property and intangible assets	-53,955,652				-53,955,652
Sales of tangible assets, investment property and intangible assets	727,364				727,364
Purchases of affiliated companies			-2,007,620		-2,007,620
Dividends received	351,380		667,762		1,019,142
Purchase of available-for-sale financial assets	-10,108,264		-7,677,285		-17,785,549
Sales of available-for-sale financial assets	9,901,222		9,300,000		19,201,222
Purchase of financial assets at fair value through profit or loss	-24,992,643				-24,992,643
Sale of financial assets at fair value through profit or loss	1,113,184				1,113,184
Interest received	4,693,672		905,922		5,599,594
Collection of grants	1,644,194				1,644,194
Other	-33,338				-33,338
Net cash flows from investment activities	**-70,658,881**	**-**	**1,188,778**	**-**	**-69,470,103**
Cash flows from financing activities					
Loans assumed	233,720,972				233,720,972
Loan repayment	-191,599,377				-191,599,377
Changes in leasing capital	-386,724				-386,724
Dividends paid to minority interest	-10,031				-10,031
Other	-1,506,199				-1,506,199
Net cash flows from financing activities	**40,218,641**	**-**	**-**	**-**	**40,218,641**
Net (decrease)/ increase in cash and cash equivalents	**-47,720,567**	**-**	**-1,223,556**	**-**	**-48,944,123**
Cash at beginning of period	144,251,313	61,500	4,242,521		148,555,334
Cash at end of period	**96,530,747**	**61,500**	**3,018,965**	**-**	**99,611,211**

10. VIOHALCO PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOW FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2012

The Viohalco pro forma consolidated statement of cash flow for the twelve months ended 31 December 2012 has been prepared to illustrate the impact of the Cross-Border Merger and the Domestic Merger as if these mergers had occurred on 30 June 2013 for statement of financial position purposes and on 1 January 2012 for income statement purposes.

31.12.2012	Viohalco Hellenic IFRS Audited	Viohalco Pro Forma Unaudited	Cofidin Pro Forma Unaudited	Pro Forma adjustments	Pro Forma Consolidated Financial Information
Amounts in Euro					
Profits/ (loss) of the period	-76,339,679	-1,853	1,509,414	2,981,485	-71,850,633
Adjustments for:					
Income Tax	1,383,573				1,383,573
Depreciation of tangible and intangible assets and investment property	145,842,595		30,053		145,872,648
Impairment of subsidiaries, other holdings and investments	101,100				101,100
Impairment, consumption, destruction of tangible & intangible assets and investment property	2,434,060				2,434,060
Badwill				-2,981,485	-2,981,485
(Gain)/loss from the sale of tangible fixed assets	775,986				775,986
Impairment of inventories and receivables	2,556,208				2,556,208
(Gain)/ loss on sale of financial assets	-4,149,848		104,313		-4,045,535
(Gain)/ loss of investments and derivatives fair value	62,614				62,614
Fair value profits/(loss) of other financial assets at fair value through profit or loss	-249,351				-249,351
Interest income	-10,336,265		-1,163,118		-11,499,383
Interest expenses	100,109,095		6,424		100,115,518
Income from dividends	-60,171		-975,973		-1,036,144
Depreciation of grants	-4,617,219				-4,617,219
(Gain)/ loss from affiliated companies	-1,169,807				-1,169,807
Foreign exchange differences	721,820				721,820
Employee benefits due to retirement	4,706,901				4,706,901
	161,771,611	**-1,853**	**-488,887**	**0**	**161,280,871**
Changes in working capital					
(Increase) / decrease in inventories	29,566,770				29,566,770
(Increase) / decrease in receivables	81,556,770		-260,584		81,296,186
Increase/(decrease) in liabilities	-55,121,285	1,853	139,345		-54,980,088
Increase/(decrease) in provisions	-2,843,430				-2,843,430
Increase/(decrease) in liabilities for personnel benefits due to retirement	-1,959,360				-1,959,360
	51,199,465	**1,853**	**-121,240**	**-**	**51,080,078**
Cash flows from operating activities	**212,971,075**		**-610,127**	**-**	**212,360,949**
Cash flows from operating activities					
Cash flows from operating activities	212,971,075		-610,127		212,360,948
Interest paid	-96,990,432				-96,990,432
Income tax paid	-10,651,031				-10,651,031
Net cash flows from operating activities	**105,329,612**	**-**	**-610,127**	**-**	**104,719,485**
Cash flows from investment activities					
Additions of tangible assets, investment property and intangible assets	-97,878,754				-97,878,754
Sales of tangible assets, investment property and intangible assets	2,416,087				2,416,087
Purchases of affiliated companies	-39,800			39,800	-
Dividends received	1,625,840		564,225		2,190,065
Purchase of available-for-sale financial assets	-962,200		-15,357,381		-16,319,581
Sales of available-for-sale financial assets	2,691,339		15,486,719		18,178,058
Purchase of financial assets at fair value through profit or loss	-4,500,000				-4,500,000
Sale of financial assets at fair value through profit or loss	12,910,000				12,910,000
Interest received	9,862,437		2,055,072		11,917,509
Collection of grants	5,727,085				5,727,085
Change of holdings in entities	5,857,447				5,857,447
Net cash flows from investment activities	**-62,290,519**	**-**	**2,748,635**	**39,800**	**-59,502,084**
Cash flows from financing activities					
Loans assumed	463,131,321				463,131,321
Loan repayment	-534,957,419				-534,957,419
Changes in leasing capital	367,954				367,954
Dividends paid to minority interest	-579,298				-579,298
Proceeds from issues of equity securities	-	61,500		-39,800	21,700
Other	6,464				6,464
Net cash flows from financing activities	**-72,030,978**	**61,500**	**-**	**-39,800**	**-72,009,278**
Net (decrease)/ increase in cash and cash equivalents	**-28,991,885**	**61,500**	**2,138,508**	**-**	**-26,791,876**
Cash at beginning of period	173,243,198		2,104,013		175,347,212
Cash at end of period	**144,251,314**	**61,500**	**4,242,521**	**-**	**148,555,335**

Remark: Cofidin's sales of available-for-sale financial assets consist of the proceeds of the sales of debt and equity instruments during 2012. These proceeds were almost entirely reinvested as shown on the line Purchase of available-for-sale financial assets.

NOTES TO VIOHALCO PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

1. Major accounting principles

The Viohalco Pro Forma Consolidated Financial Information has been compiled on the basis of the accounting principles of the Viohalco Hellenic Group as set out in the Audited Viohalco Hellenic Consolidated Financial Statements for the year ended 31 December 2012 and the Unaudited Viohalco Hellenic Consolidated Financial Statements for the six months ended 30 June 2013 (available on Viohalco Hellenic's website (www.viohalco.gr).

Attention must be drawn on the following accounting principles that have been added or modified compared to the Viohalco Hellenic Group accounting principles:

(a) Business combinations

Acquisition of subsidiaries is accounted for using the acquisition method on the acquisition date, i.e., the date on which control is transferred to the Viohalco Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. To assess control, the Viohalco Group takes into account eventual voting rights that may be currently exercised.

The Viohalco Group measures goodwill on the acquisition date as follows:

- the fair value of the acquisition cost, plus
- the value of any non-controlling interest in the acquired subsidiary, less
- the fair value of identifiable assets and liabilities assumed.

In the case of negative goodwill, profit is directly posted in the income statement. Any expenses directly linked with acquisition are directly posted in the income statement. Any eventual acquisition cost is recognised at its fair value on the acquisition date.

On an acquisition-by-acquisition basis, the Viohalco Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

(b) Share capital

Ordinary shares are included in shareholder's equity.

(c) Available-for-sale financial assets

This category includes non-derivative financial assets that are either designated in this sub-category or cannot be classified as held until maturity or as fair value item through profit or loss. The purchase and sale of an investment is recognised on the trade-date, which is also the date on which the Viohalco Viohalco Group commits to purchase or sell the asset. Available-for-sale investments are initially recognised at their fair value plus transaction costs. Available-for-sale financial assets are subsequently carried at fair value and unrealised gains or losses are recognised in shareholders' equity reserve until they are sold or impaired. The fair value of those items traded on a regulated market corresponds to the closing price. As for the other items for which fair value cannot be reliably determined, fair value corresponds to acquisition cost.

Impairment loss is recognised through transfer of accumulated loss from reserves to operating results. The accumulated loss that is transferred is the difference between the acquisition cost after depreciation through the effective interest rate and the current fair value less the impairment already posted to results during prior periods. When these assets are sold or impaired, the profit or loss is transferred to the income statement. Impairment losses that have been recognised in the results may not be reversed through profit or loss for such equity instruments.

At each balance sheet date, the Viohalco Group assesses whether there is any objective evidence that leads to the conclusion that the values of its financial assets have decreased. With regard to shares that have been classified as “available-for-sale financial assets”, such an indication would be a significant or prolonged decrease (significant is 30% and prolonged is twelve months) in their fair value in relation to their acquisition cost. If impairment is established, the loss accumulated in Equity is transferred to results.

2. Business combinations

Viohalco was incorporated on 31 May 2013 in preparation of the contemplated Mergers with Viohalco Hellenic and Cofidin. From the date of its incorporation until the date of this Prospectus, Viohalco's activities have been solely focused on the preparation of the contemplated Mergers.

Based on the provisions of IFRS 3 Business Combinations, the Cross-Border Merger should be accounted for as a reverse acquisition and the Domestic Merger as a business combination as defined by IFRS 3. Considering the relative sizes of the net assets and operations of the businesses respectively contributed by Viohalco Hellenic and Cofidin to Viohalco, Viohalco Hellenic has been identified as the acquirer for accounting purposes while Viohalco and Cofidin have been considered as the acquirees for accounting purposes. Accordingly, the assets and liabilities of Viohalco Hellenic have been accounted for in the Viohalco Pro Forma Consolidated Financial Information based on their pre-combination carrying amounts, which comply with the Viohalco's accounting policies, while the assets and liabilities of Viohalco and Cofidin have been recorded at their fair values.

The reverse acquisition of Viohalco by Viohalco Hellenic (i.e., the Cross-Border Merger) had the following provisional effect on the Viohalco Group's assets and liabilities at 30 June 2013:

in KEUR	**Pre acquisition Carrying Amounts (BE GAAP)**	**IFRS Adjustments**	**Fair Value Adjustments**	**IFRS/ Fair Values on Acquisition**
Intangible assets				-
Available-for-sale financial assets				-
Trade and other receivables				-
Treasury shares				-
Income tax advance payment				-
Cash and cash equivalents	62			62
				-
Trade and other payables	-2			-2
Current tax liabilities				-
Net identifiable assets and liabilities	60	-	-	60
Non-controlling interests	-			-
Net assets acquired				60
Badwill on acquisition				-13
Fair value of the consideration transferred				47
Net cash outflow				-

The pre-acquisition carrying amounts are derived from the annualised financial statements as at 30 June 2013, which have been prepared under BE GAAP. Considering the fact that Viohalco had not commenced any activity as per 30 June 2013, Viohalco's assets and liabilities are not subject to any fair value adjustments in accordance with IFRS 3 *Business Combinations*.

In a reverse acquisition, the consideration transferred equals to the fair value of the notional number of equity instruments that the legal subsidiary would have had to issue to the legal parent to give the owners of the legal parent the same percentage ownership of the combined entity.

The fair value of the consideration transferred in the reverse acquisition amounts to EUR 47,154. This consideration is equal to the fair value of shares that the accounting acquirer (being Viohalco Hellenic) would have had to issue to acquire Viohalco in the reverse acquisition.

The number of shares that would have been issued as a consideration for the shareholders of Viohalco amounts to 10,865 and the fair value of the shares is 4.34 EUR/share (published price on the stock market as at 30 June 2013 of Viohalco Hellenic).

The resulting badwill on acquisition of EUR 12,493 is a bargain purchase and reflects the fact that the exchange ratio in this Cross-Border Merger has been determined based on the weighted average of a Viohalco Hellenic share of EUR 5.49 (60% based on the Discounted Cash Flow value and 40% based on the published prices on the stock market). This weighted average is higher than the published price on the stock market of EUR 4.34 as at 30 June 2013 so that the number of shares issued for this Cross-Border Merger is lower than when the published price had been used. As a consequence, the fair value of the consideration transferred (i.e., EUR 47,154) is lower than the net assets acquired (i.e., EUR 59,643).

The acquisition of Cofidin by Viohalco (after the Cross-Border Merger) (i.e., the Domestic Merger) had the following provisional effect on the Viohalco Group's assets and liabilities at 30 June 2013:

in KEUR	Pre acquisition Carrying Amounts (BE GAAP)	Fair Value Adjustments	IFRS Reclassification	IFRS/ Fair Values on Acquisition
Property, plant and equipment	2,200			2,200
Available-for-sale financial assets	74,641	7,067	969	82,677
Trade and other receivables	2,214		-969	1,245
Treasury shares	115,170			115,170
Income tax advance payment	1,872			1,872
Cash and cash equivalents	3,019			3,019
Provisions	-20			-20
Trade and other payables	-365			-365
Current tax liabilities	-25			-25
Net identifiable assets and liabilities	198,706	7,067	-	205,773
Non-controlling interests				-255
Net assets acquired				205,518
Badwill on acquisition				-2,969
Fair value of the consideration transferred				202,549
Net cash outflow				-

The pre-acquisition carrying amounts are derived from annualised financial statements as at 30 June 2013 which have been prepared under BE GAAP (as included in section 3 (*Cofidin Pro Forma Consolidated Statement of Financial Position*) in Chapter IV of this Prospectus (see page PF-46).

Cofidin has been identified as an acquiree in the context of this Business Combination. On this basis, the assets and liabilities contributed by Cofidin have been adjusted to their fair value in accordance with IFRS 3 Business Combinations with the following result:

– The Available-for-sale financial assets have been accounted for at their fair values. Financial assets are traded in active markets. Therefore the fair values of these financial assets are set according to the published prices that are valid on the balance sheet date. Under BE GAAP, the Available-for-sale financial assets are valued in accordance to the lower of cost or market principle whereby only impairment losses are recorded. Therefore, the fair value adjustments reflect the gains arising from the change in fair value; and

– No deferred tax impact has been recognised on the fair value adjustments as Viohalco has sufficient tax losses available, for which no deferred tax asset was recognised, to offset the fiscal consequences upon realisation of the assets presented under Property, plant and equipment and Available-for-sale financial assets.

The accrued interest on financial assets (amounting to EUR 969,336) has been reclassified from Trade and other receivables to Available-for-sale financial assets.

The fair value of the consideration transferred amounts to EUR 202,548,612 and consists of the fair value of the shares issued by Viohalco (after Cross-Border Merger) as accounting acquirer. In accordance with the proposed exchange ratio (which is based on a valuation method for Viohalco and Cofidin based on 60% Discounted Cash Flow value and 40% published prices on the stock market), Viohalco will need to issue 46,670,187 shares to the owners of Cofidin with a fair value of EUR 4.34 following the stock price as at 30 June 2013. Therefore, the fair value of the equity instruments issued by Viohalco amounts to EUR 202,548,612.

The resulting badwill of EUR 2,968,992 is a bargain purchase and reflects the fact that (as explained above) the exchange ratio in this Domestic Merger has been determined based on the weighted average of a Viohalco share of EUR 5.49 (60% based on a Discounted Cash Flow value and 40% based on the published prices on the stock market). This weighted average is higher than the published prices on the stock market of EUR 4.34 as at 30 June 2013 so that the number of shares issued for the Domestic Merger is lower than when the published price had been used. As a consequence, the fair value of the consideration transferred (i.e., EUR 202,548,612) is lower than the net assets acquired (i.e., EUR 205,517,604).

Pro Forma Consolidated Financial Statements prepared following the provisions of a reverse acquisition in IFRS 3 *Business Combinations* are issued under the name of the legal acquirer (being Viohalco in the case at hand) and compiled (as set out in the Notes) on the basis of the accounting principles of the legal subsidiary accounting acquirer (being Viohalco Hellenic in the case at hand) whereby only the accounting acquirer's legal capital is adjusted to reflect the legal capital of the accounting acquirer.

In order to comply with the Belgian Companies Code, the share capital after the Mergers should be the sum of the share capital of each company involved in the merger transaction. Therefore, the share capital of Viohalco after the Mergers amounts to EUR 104,996,194, being the sum of the share capital of Viohalco Hellenic (i.e., EUR 59,842,227), the share capital of Viohalco (i.e., EUR 61,500) and the share capital of Cofidin (i.e., EUR 45,092,467).

The value of the treasury shares (following the Cross-Border Merger and the Domestic Merger) of EUR 115,209,529 corresponds to the non-distributable reserve that will need to be created in accordance with article 623 of the Belgian Companies Code.

3. Supplementary Notes to the Viohalco Pro Forma Consolidated Financial Information

The Supplementary Notes to the Pro Forma Consolidated Financial Information provide supplementary information about selected statement of financial position and income statement items as at 30 June 2013 and as at 31 December 2012.

The Supplementary Notes to the Unaudited Viohalco Pro Forma Consolidated Financial Information have been prepared and are intended for illustrative purposes only and address a hypothetical situation and therefore do not purport to represent the results of operations and the financial position that we would actually have obtained during the periods presented and are not necessarily indicative of the results we expect in future periods.

The Supplementary Notes should be read in conjunction with the Notes in the Viohalco Hellenic Financial Statements for the year ended 31 December 2012 and the Viohalco Hellenic Semi-Annual Financial Report for the period from 1 January 2013 to 30 June 2013.

Supplementary Note S1 – Property, plant and equipment

30 June 2013 *Amounts in Euro*	**Viohalco Hellenic IFRS Unaudited**	**Viohalco IFRS Pro Forma Unaudited**	**Cofidin IFRS Pro Forma Unaudited**	**Pro Forma Adjustments**	**Viohalco IFRS Pro Forma Consolidation**
Land and buildings	896,409,975		1,248,234		**897,658,209**
Plant, machinery and equipment	1,870,079,176		25,830		**1,870,105,006**
Furniture and other equipment	59,961,246		1,387,941		**61,349,187**
Fixed assets under construction	135,721,947				**135,721,947**
Total	2,962,172,344	-	2,662,005	-	**2,964,834,349**
Accumulated depreciation	-1,210,744,848		-462,252		**-1,211,207,100**
Net book value at 30 June 2013	1,751,427,496	-	2,199,753	-	**1,753,627,249**

Supplementary Note S2 – Available-for-Sale Financial Assets

30 June 2013 *Amounts in Euro*	Viohalco Hellenic IFRS Unaudited	Viohalco IFRS Pro Forma Unaudited	Cofidin IFRS Pro Forma Unaudited	Pro Forma Adjustments	Viohalco IFRS Pro Forma Consolidated
Listed securities					
- Greek equity instruments	302,085		24,830,890	-21,956,940	3,176,035
- International debt Instruments			39,207,726		39,207,726
Unlisted shares					
- Greek equity instruments	7,600,475				7,600,475
- International equity instruments	429,993		18,638,566		19,068,559
Mutual funds	916,706				916,706
Other					-
	9,249,259	**-**	**82,677,182**	**-21,956,940**	**69,969,501**

The pro forma adjustments are explained in section 3 of this Chapter II on PF-11 and PF-12.

Supplementary Note S3 – Cash and cash equivalents

30 June 2013 *Amounts in Euro*	Viohalco Hellenic IFRS Unaudited	Viohalco IFRS Pro Forma Unaudited	Cofidin IFRS Pro Forma Unaudited	Pro Forma Adjustments	Viohalco IFRS Pro Forma Consolidation
Cash in hand and at banks	220,016	61,500	3,018,964		3,300,480
Short-term bank deposits	96,310,731				96,310,731
Total	**96,530,747**	**61,500**	**3,018,964**	**-**	**99,611,211**

Supplementary Note S4 – Deferred taxes

Deferred income tax

30 June 2013 *Amounts in Euro*	Viohalco Hellenic IFRS Audited	Viohalco IFRS Pro Forma Unaudited	Cofidin IFRS Pro Forma Unaudited	Pro Forma Adjustments	Viohalco IFRS Pro Forma Consolidation
Deferred tax assets	**16,515,636**				**16,515,636**
Deferred tax liabilities	**-173,590,687**				**-173,590,687**
Net deferred tax	**-157,075,051**	**-**	**-**	**-**	**-157,075,051**

The total change in deferred income tax is as follows:
Amounts in Euro

Balance 31/12/2012	**-126,620,075**				**-126,620,075**
Adjustment due to IAS 19	570,096				570,096
Opening balance 1/01/2013	**-126,049,979**				**-126,049,979**
Foreign exchange differences	15,381				15,381
Tax (debited)/ credited to equity	521,002				521,002
(Debit) / Credit in the income statement	-31,559,386				-31,559,386
Acquisition of subsidiary	-2,068				-2,068
Reclassification					-
Closing balance	**-157,075,051**	**-**	**-**	**-**	**-157,075,051**

Tax losses of Cofidin as per 31 December 2012 amount to EUR 6,471,840. Because of the tax exempt nature of most of its financial income and dividends, it is unlikely that Cofidin will generate any taxable profit in the future. Therefore no deferred tax assets are recognised as at 30 June 2013 and as at 31 December 2012.

Supplementary Note S5 – Administrative Expenses

30 June 2013 *Amounts in Euro*	Viohalco Hellenic IFRS Audited	Viohalco IFRS Pro Forma Unaudited	Cofidin IFRS Pro Forma Unaudited	Pro Forma Adjustments	Viohalco IFRS Pro Forma Consolidation
Employee benefits	-16,924,821		-113,221		-17,038,042
Cost of inventories recognized as an expense	-70,560				-70,560
Use of Energy	-184,417				-184,417
Depreciation and amortization	-3,892,134				-3,892,134
Taxes - duties	-1,193,714				-1,193,714
Insurance premiums	-465,431				-465,431
Rental fees	-906,893		-13,207		-920,100
Transportation	-687,534				-687,534
Promotion & advertising expenses	-178,143				-178,143
Third party fees and benefits	-7,336,469	-1,853	-266,923		-7,605,245
Provisions	-677,403				-677,403
Other expenses	-8,451,212		-91,644		-8,542,856
Interest					-
Impairment					-
Total	**-40,968,731**	**-1,853**	**-484,995**	**-**	**-41,455,579**

31 December 2012 *Amounts in Euro*	Viohalco Hellenic IFRS Audited	Viohalco IFRS Pro Forma Unaudited	Cofidin IFRS Pro Forma Unaudited	Pro Forma Adjustments	Viohalco IFRS Pro Forma Consolidation
Employee benefits	-37,435,907		-263,322		-37,699,230
Cost of inventories recognized as an expense	-537,419		-		-537,419
Use of Energy	-113,796		-		-113,796
Depreciation and amortization	-7,860,963		-		-7,860,963
Taxes - duties	-14,943		-		-14,943
Insurance premiums	-909,258		-		-909,258
Rental fees	-2,024,000		-24,899		-2,048,900
Transportation	-1,241,563		-		-1,241,563
Promotion & advertising expenses	-139,163		-		-139,163
Third party fees and benefits	-18,415,306		-101,709		-18,517,015
Provisions	-125,893		-		-125,893
Other expenses	-17,530,142		-93,856		-17,623,997
Interest	-400		0		-400
Impairment	-90,154		0		-90,154
Total	**-86,438,906**	**-**	**-483,786**	**-**	**-86,922,692**

Supplementary Note S6 – Financial Result

30 June 2013 *Amounts in Euro*	**Viohalco Hellenic IFRS Audited**	**Viohalco IFRS Pro Forma Unaudited**	**Cofidin IFRS Pro Forma Unaudited**	**Pro Forma Adjustments**	**Viohalco IFRS Pro Forma Consolidation**
Income					
Credit interest	3,860,592		453,445		4,314,037
Foreign exchange differences	644,157		898		645,055
Other	93,427		130		93,557
Financial income	**4,598,176**	**-**	**454,474**	**-**	**5,052,650**
Expenses					
Interest charges and related expenses	-44,174,100		-304		-44,174,404
Finance Leases	-180				-180
Foreign exchange differences	-842,044		-538.26		-842,582
Interest rate swaps, fair value hedging	-54,263				-54,263
Other	-1,163,303		-338		-1,163,641
Financial expenses	**-46,233,890**	**-**	**-1,180**	**-**	**-46,235,071**
Financial cost (net)	**-41,635,714**	**-**	**453,294**	**-**	**-41,182,421**

31 December 2012 *Amounts in Euro*	**Viohalco Hellenic IFRS Audited**	**Viohalco IFRS Pro Forma Unaudited**	**Cofidin IFRS Pro Forma Unaudited**	**Pro Forma Adjustments**	**Viohalco IFRS Pro Forma Consolidation**
Income					
Credit interest	8,963,235		1,159,917		10,123,151
Foreign exchange differences	1,042,461				1,042,461
Other	330,569		8,581		339,151
Financial income	**10,336,265**	**-**	**1,168,498**	**-**	**11,504,763**
Expenses					
Interest charges and related expenses	-94,560,222		-503		-94,560,725
Letters of engagement	-3,327				-3,327
Finance Leases	-831				-831
Foreign exchange differences	-2,510,740		-11		-2,510,751
Interest rate swaps, fair value hedging	-1,032,073				-1,032,073
Other	-2,001,901		-115,603		-2,117,505
Financial expenses	**-100,109,095**	**-**	**-116,117**	**-**	**-100,225,212**
Financial cost (net)	**-89,772,830**	**-**	**1,052,381**	**-**	**-88,720,448**

Supplementary Note S7 – Consolidation Scope

The companies that are consolidated based on the total consolidation method within the Viohalco Group are as follows for both the Viohalco Pro Forma Consolidated Financial Statements as at 30 June 2013 and as at 31 December 2012:

Companies		Participation percentage	Consolidation method	Country of establishment
VIOHALCO S.A.		---	---	GREECE
ELVAL S.A.	(*)	73.11%	Full consol.	GREECE
SIDENOR S.A.	(*)	75.45%	Full consol.	GREECE
HALCOR S.A.	(*)	66.35%	Full consol.	GREECE
ALCOMET SA		99.35%	Full consol.	GREECE
ANAMET S.A.	(*)	87.37%	Full consol.	GREECE
ANTIMET S.A.		100.00%	Full consol.	GREECE
ATTIKI S.A.		75.00%	Full consol.	GREECE
VITROUVIT S.A.		100.00%	Full consol.	GREECE
DIAPEM S.A.		67.72%	Full consol.	GREECE
DIATOUR S.A.		98.62%	Full consol.	GREECE
ELKEME S.A.		64.49%	Full consol.	GREECE
KIFISSOS MALL S.A.		54.43%	Full consol.	GREECE
METALWORKS OF ATTIKA S.A.		37.28%	Full consol.	GREECE
NOVAL S.A.	(*)	100.00%	Full consol.	GREECE
SANITAS AGENCIES S.A.		100.00%	Full consol.	GREECE
TEKA SYSTEMS S.A.	(*)	50.01%	Full consol.	GREECE
TEPRO METAL AG	(*)	64.11%	Full consol.	GERMANY
TEPRO METAL S.A.	(*)	100.00%	Full consol.	BULGARIA
CLUJ		100.00%	Full consol.	ROMANIA
FLOKOS S.A.	(**)	83.12%	Full consol.	GREECE

(*) With consolidation of their consolidated financial statements
(**) Acquisition of 2013

Supplementary Note S8 – Earnings per Share

(Loss)/ Profits that correspond to the parent company's shareholders for the period

For the period ended	**30/06/2013**	**31/12/2012**
Denominated in Euro per share		
Loss attributable to the parent's shareholders	-71,195,830	-46,737,897
Weighted average of shares number	219,611,308	219,611,308
Basic and diluted	-0.3242	-0.2128

Supplementary Note S9 – Restatement

IAS 19 Employee Benefits has been amended. This amendment brings about considerable changes in the recognition and measurement of defined benefit and termination benefit cost (abolition of the 'corridor' approach) and to the disclosures of all employee benefits. The main changes concern primarily the recognition of actuarial gains and losses, the recognition of past service cost/ curtailments, measurement of pension cost, necessary disclosures, the treatment of the cost and tax related to defined benefit plans and the distinction between short-term and long-term benefits.

The revised standard is applicable as from 1 January 2013.

The Viohalco Pro Forma Consolidated Financial Information as at 31 December 2012 has not been restated due to the change in accounting policy (amendment to IAS 19).

Opening balances of Liabilities for employee benefits, deferred tax liabilities of Results carried forward and Non-controlling interests have been adjusted to reflect the effect of the amendment on the opening balances as at 1 January 2013.

The effects of the amendment are summarised in the table below.

1/01/2013	**effect of amended IAS 19**
Amounts in Euro	
Liabilities for employee benefits	-3,030,031
Deferred tax liabilities	570,520
Total liabilities	-2,459,511
Profits carried forward	-1,629,040
Non-controlling interest	-830,471
Total Equity	-2,459,511

CHAPTER III: VIOHALCO PRO FORMA NON-CONSOLIDATED FINANCIAL INFORMATION

1. GENERAL FRAMEWORK

The present pro forma non-consolidated financial information of Viohalco (hereafter the ***Viohalco Pro Forma Non-Consolidated Financial Information***) includes the financial information of Viohalco SA, a Belgian limited liability company incorporated on 31 May 2013.

The Viohalco Pro Forma Non-Consolidated Financial Information has been prepared, for illustrative purposes only, to present the results of Viohalco as if it had been incorporated on 1 January 2012. The Viohalco Pro Forma Information has been prepared from books and records maintained by Viohalco.

The Viohalco Pro Forma Non-Consolidated Financial Information comprises the following:

- Non-Consolidated Pro Forma Statement of Financial Position as at 30 June 2013 and as at 31 December 2012;
- Non-Consolidated Pro Forma Income Statement Information for the six months ended 30 June 2013 and for the year ended 31 December 2012;
- Reconciliation between BE GAAP carrying values and IFRS values of assets and liabilities as 30 June 2013 and as at 31 December 2012; and
- Supplementary notes to Pro Forma Statement of Financial Position and Income Statement.

The Viohalco Pro Forma Non-Consolidated Financial Information is unaudited. This Pro Forma Non-Consolidated Financial Information has been reviewed by Renaud de Borman Réviseur d'entreprises SPRL as indicated in its review report included in Chapter I of this Annex to the Prospectus (see page PF-3).

2. BASIS FOR THE PREPARATION OF THE VIOHALCO PRO FORMA NON-CONSOLIDATED FINANCIAL INFORMATION

2.1 Basis of measurement

The Viohalco Pro Forma Non-Consolidated Financial Information has been prepared by the management according to the accounting principles applicable in Belgium (hereafter ***BE GAAP***).

2.2 Functional currency and presentation currency (the currency in which the Viohalco Pro Forma Non-Consolidated Financial Information are expressed)

The Viohalco Pro Forma Non-Consolidated Financial Information is presented in euro, which is the functional and presentation currency of Viohalco.

2.3 Rounding

Certain amounts that are contained in the Viohalco Pro Forma Non-Consolidated Financial Information have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregations of the figures that precede them.

3. VIOHALCO PRO FORMA NON-CONSOLIDATED STATEMENT OF FINANCIAL POSITION

The Viohalco pro forma statement of financial position has been prepared to illustrate the financial position as at 30 June 2013 and as at 31 December 2012 as if Viohalco had been incorporated on 1 January 2012.

Amounts in Euro	**Viohalco BE GAAP Pro Forma Unaudited 30/6/2013**	**Viohalco BE GAAP Pro Forma Unaudited 31/12/2012**
ASSETS		
Non-current assets		
Intangible assets	463	926
	463	**926**
Current assets		
Cash in hand and at banks	61,500	61,500
	61,500	**61,500**
Total assets	**61,963**	**62,426**
EQUITY		
Equity		
Share capital	61,500	61,500
Loss carried forward	-1,390	-927
Total equity attributable to the parent's shareholders	**60,110**	**60,574**
Total equity	**60,110**	**60,574**
LIABILITIES		
Short-term liabilities		
Trade and other payables	1,853	1,853
	1,853	**1,853**
Total liabilities	**1,853**	**1,853**
Total equity and liabilities	**61,963**	**62,426**

4. VIOHALCO PRO FORMA NON-CONSOLIDATED INCOME STATEMENT

The Viohalco pro forma non-consolidated income statement has been prepared to illustrate the income statement for the six months ended 30 June 2013 and for the year ended 31 December 2012 as if Viohalco had been incorporated on 1 January 2012.

Amounts in Euro	**Viohalco BE GAAP Pro Forma Unaudited**	**Viohalco BE GAAP Pro Forma Unaudited**
	30/6/2013	**31/12/2012**
Sales		
Gross profit	**-**	**-**
Other expenses	-463	-927
Operating results	**-463**	**-927**
Financial income		
Financial expenses		
Income from dividends		
Net financial result	**-**	**-**
Loss before income tax	**-463**	**-927**
Profit/(loss) of the period	**-463**	**-927**

Viohalco was inactive between its incorporation and 30 June 2013. Incorporation costs of EUR 1,853 were capitalised as intangible assets and are being depreciated over 2 years under BE GAAP.

5. RECONCILIATION BETWEEN BE GAAP CARRYING VALUES AND IFRS VALUES OF ASSETS AND LIABILITIES

The table below shows the reconciliation between the carrying values under BE GAAP and the fair value of assets and liabilities under IFRS as at 30 June 2013 as if Viohalco had been incorporated on 1 January 2012. This reconciliation is performed for the application of IFRS 3 *Business Combinations*, in the Viohalco Pro Forma Consolidated Statement of Financial Position as at 30 June 2013, included in section 3 of Chapter II of this Annex 1 (see page PF-11).

30/6/2013	**Viohalco BE GAAP Pro Forma Unaudited**	**IFRS adjustments**	**Viohalco IFRS Pro Forma Unaudited**
Amounts in Euro			
ASSETS			
Non-current assets			
Intangible assets	463	-463	-
	463	**-463**	**-**
Current assets			
Cash in hand and at banks	61,500		61,500
	61,500	**-**	**61,500**
Total assets	**61,963**	**-463**	**61,500**
LIABILITIES			
Long-term liabilities			-
	-	**-**	**-**
Short-term liabilities			
Trade and other payables	1,853		1,853
	1,853	**-**	**1,853**
Total liabilities	**1,853**	**-**	**1,853**
Net assets	**60,110**	**-463**	**59,647**

The IFRS adjustments can be explained as follows:

In accordance with BE GAAP accounting principles, constitution and set-up costs are capitalised and depreciated, whereas under IFRS these costs are to be expensed. Intangible assets as a result decrease by EUR 463.

Except for the intangible assets as explained above, there are no other differences as at 31 December 2012 between the carrying values under BE GAAP and the assets and liabilities in accordance with IFRS (see table below).

31/12/2012	**Viohalco BE GAAP Pro Forma Unaudited**	**IFRS adjustments**	**Viohalco IFRS Pro Forma Unaudited**
Amounts in Euro			
ASSETS			
Non-current assets			
Intangible assets	926	-926	-
	926	**-926**	**-**
Current assets			
Cash in hand and at banks	61,500		61,500
	61,500	**-**	**61,500**
Total assets	**62,426**	**-926**	**61,500**
LIABILITIES			
Long-term liabilities			-
	-	**-**	**-**
Short-term liabilities			
Trade and other payables	1,853		1,853
	1,853	**-**	**1,853**
Total liabilities	**1,853**	**-**	**1,853**
Net assets	**60,573**	**-926**	**59,647**

SUPPLEMENTARY NOTES TO THE VIOHALCO PRO FORMA NON-CONSOLIDATED FINANCIAL INFORMATION

The Supplementary Notes to the Viohalco Pro Forma Non-Consolidated Financial Information provide supplementary information about selected items from the statement of financial position and the income statement as at 30 June 2013 and as at 31 December 2012.

The Supplementary Notes to the Viohalco Pro Forma Non-Consolidated Financial Information have been prepared and are intended for illustrative purposes only and address a hypothetical situation and therefore do not purport to represent the results of operations and the financial position that we would actually have obtained during the periods presented and are not necessarily indicative of the results we expect in future periods.

Supplementary Note 1: Major BE GAAP accounting principles

1. Company constitution and set-up cost

The constitution and set-up cost are capitalised and depreciated using an annual rate of 50%. In this case, the depreciation would start in the month in which the costs are incurred and capitalised and would be computed on a pro rata basis.

Costs related to the issue of bonds and loans are depreciated over the term of the loan and the depreciation starts in the month the costs are incurred.

CHAPTER IV: COFIDIN PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

1. GENERAL FRAMEWORK

Cofidin SA, a Belgian limited liability company with registered office at 30 avenue Marnix, B-1000 Brussels, has merged with the following entities in August 2013 (hereafter the ***BELUX Merger***):

– Cofidin Treasury Center SA, a Belgian limited liability company with registered office at 30 avenue Marnix, B-1000 Brussels;

– International Trade Center SA, a Belgian limited liability company with registered office at 30 avenue Marnix, B-1000 Brussels;

– Cofialco SA, a Luxembourg limited liability company with registered office at 4 rue Adolphe, L-1116 Luxembourg; and

– Cofidilux SA, a Luxembourg limited liability company with registered office at 4 rue Adolphe, L-1116 Luxembourg.

The present pro forma financial information of Cofidin (hereafter the ***Cofidin Pro Forma Consolidated Financial Information***) includes the annual consolidated financial information of Cofidin SA, its subsidiaries, and the four other entities involved in the BELUX Merger (hereafter ***Cofidin***).

The Cofidin Pro Forma Consolidated Financial Information has been prepared, for illustrative purposes only, to present the Pro Forma Consolidated Statement of Financial Position as if the BELUX Merger had occurred on 31 December 2012 and to present the Pro Forma Consolidated Income Statement as if the BELUX Merger had occurred on 1 January 2012. The Cofidin Pro Forma Consolidated Information has been prepared from books and records maintained by the respective entities involved in the BELUX Merger.

The Cofidin Pro Forma Consolidated Financial Information comprises the following:

– Pro Forma Consolidated Statement of Financial Position as at 30 June 2013 and as at 31 December 2012;

– Pro Forma Consolidated Income Statement Information for the six months ended 30 June 2013 and for the year ended 31 December 2012;

– Reconciliation between BE GAAP carrying values and IFRS/fair values of assets and liabilities as at 30 June 2013 and between BE GAAP carrying values and IFRS/fair values of assets and liabilities as at 31 December 2012; and

– Supplementary notes to Pro Forma Consolidated Statement of Financial Position and Income Statement.

The Cofidin Pro Forma Consolidated Financial Information is unaudited. This Pro Forma Consolidated Financial Information has been reviewed by Renaud de Borman Réviseur d’entreprises SPRL as indicated in its review report in Chapter I of this Annex of the Prospectus (see page PF-3).

2. BASIS FOR THE PREPARATION OF THE COFIDIN PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

2.1 Basis of measurement

The Cofidin Pro Forma Consolidated Financial Information has been prepared by the management according to BE GAAP. The applicable accounting policies are detailed in the supplementary notes (see page PF-50).

2.2 Functional currency and presentation currency (the currency in which the Cofidin Pro Forma Consolidated Financial Information is expressed)

The Cofidin Pro Forma Consolidated Financial Information is presented in euro, which is the functional and presentation currency of Cofidin and Viohalco.

2.3 Reporting period

Cofidin has chosen 31 December as the balance sheet date and will, in the future, consistently prepare consolidated financial statements covering calendar year periods. Previously, Cofidin entities presented the annual financial statements with a 30 September balance sheet date. Based on the Cofidin's decision to adopt a 31 December balance sheet date, the Cofidin Pro Forma Consolidated Financial Information, presented for a twelve month period ended 31 December 2012, were prepared using an aggregate of Cofidin audited financial statements for the year ended 30 September 2012 and interim financial information for the period ended 31 December 2012.

2.4 Rounding

Certain amounts that are contained in the Cofidin Pro Forma Consolidated Financial Information have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregations of the figures that precede them.

3. COFIDIN PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

The Cofidin pro forma consolidated statement of financial position has been prepared to illustrate the impact of the BELUX Merger, as if this merger had occurred on 31 December 2012.

	Note	Cofidin BE GAAP Pro Forma Unaudited	Cofidin BE GAAP Pro Forma Unaudited
		30/6/2013	**31/12/2012**
Amounts in Euro			
ASSETS			
Non-current assets			
Property, plant and equipment	**S2**	2,199,753	764,204
Investments in associate companies	**S3**	115,169,729	104,024,272
Available-for-sale financial assets	**S4**	74,640,677	76,427,525
		192,010,159	**181,216,001**
Current assets			
Trade and other receivables		2,214,495	1,140,802
Income tax advance payment		1,871,587	794,582
Cash and cash equivalents	**S5**	3,018,964	4,242,521
		7,105,047	**6,177,905**
Total assets		**199,115,206**	**187,393,906**
EQUITY			
Equity			
Share capital		45,092,467	45,092,467
Premium on capital stock		20,583,281	20,583,281
Property revaluation reserve	**S6**	628,000	379,766
Other reserves		22,215,185	22,215,185
Profits carried forward		109,931,502	98,812,769
Total equity attributable to the parent's shareholders		**198,450,435**	**187,083,467**
Non controlling interests	**S9**	255,146	
Total equity		**198,705,581**	**187,083,467**
LIABILITIES			
Long-term liabilities			
Provisions		19,743	
		19,743	**-**
Short-term liabilities			
Trade and other payables		365,143	310,125
Current tax liabilities		24,739	314
		389,882	**310,439**
Total liabilities		**409,625**	**310,439**
Total equity and liabilities		**199,115,206**	**187,393,906**

4. COFIDIN PRO FORMA CONSOLIDATED INCOME STATEMENT

The Cofidin pro forma consolidated income statement for the six months ended 30 June 2013 and the Cofidin pro forma consolidated income statement for the year ended 31 December 2012 have been prepared to illustrate the impact of the BELUX Merger as if the BELUX Merger had occurred on 1 January 2012.

Amounts in Euro	Note	Cofidin BE GAAP Pro Forma Unaudited 30/6/2013	Cofidin BE GAAP Pro Forma Unaudited 31/12/2012
Other income		4,606	9,467
Administrative expenses	**S7**	-484,995	-483,786
Other expenses	**S9**	-764,243	-44,621
Operating results		**-1,244,631**	**-518,940**
Financial income	**S8**	11,587,449	18,326,478
Financial expenses	**S8**	-1,180	-116,117
Income from dividends		777,097	975,973
Net financial result		**12,363,366**	**19,186,334**
Profits from associate companies			
Profit before income tax		**11,118,734**	**18,667,393**
Income tax			
Net profit		**11,118,734**	**18,667,393**

5. RECONCILIATION BETWEEN BE GAAP CARRYING VALUES AND IFRS/FAIR VALUES OF ASSETS AND LIABILITIES

The reconciliation between carrying values under BE GAAP and IFRS/fair values of assets and liabilities as at 30 June 2013 is summarized in the table below.

This reconciliation is performed for the application of IFRS 3 *Business Combinations* in the Viohalco Pro Forma Consolidated Statement of Financial Position as at 30 June 2013, included in section 3 of Chapter II of this Annex 1 of the Prospectus (see page PF-11).

	Note	Cofidin BE GAAP Pro Forma Unaudited	Fair Value adjustment	IFRS reclassification	Cofidin IFRS/Fair Value Pro Forma Unaudited
Amounts in Euro		30/6/2013	(1)	(2)	30/6/2013
ASSETS					
Non-current assets					
Property, plant and equipment	S2	2,199,753			2,199,753
Investments in associate companies	S3	115,169,729			115,169,729
Available-for-sale financial assets	S4	74,640,677	7,067,169	969,336	82,677,182
		192,010,159	**7,067,169**	**969,336**	**200,046,664**
Current assets					
Trade and other receivables		2,214,495		-969,336	1,245,160
Income tax advance payment		1,871,587			1,871,587
Cash and cash equivalents	S5	3,018,964			3,018,964
		7,105,047	**-**	**-969,336**	**6,135,711**
Total assets		**199,115,206**	**7,067,169**	**-**	**206,182,375**
LIABILITIES					
Long-term liabilities					
Provisions		19,743			19,743
		19,743	**-**	**-**	**19,743**
Short-term liabilities					
Trade and other payables		365,143			365,143
Current tax liabilities		24,739			24,739
		389,882	**-**	**-**	**389,882**
Total liabilities		**409,625**	**-**	**-**	**409,625**
Total equity and liabilities		**199,115,206**	**7,067,169**	**-**	**206,182,375**
Net assets		**198,705,581**	**7,067,169**	**-**	**205,772,750**
Net assets attributable to the parent's shareholders		**198,450,435**	**7,067,169**	**-**	**205,517,604**

(1) The fair value adjustment (with a net impact of EUR 7,067,169 on Net assets attributable to the parent's shareholders) can be summarised as follows:

- All financial assets are traded in active markets. Therefore the fair values of these financial assets are set according to the published prices that are valid on 30 June 2013.
- Under BE GAAP, the Available-for-sale financial assets are valued in accordance to the lower of cost or market principle whereby only losses arising from the change in fair value are recorded. Therefore, the fair value adjustments reflect the gains arising from the change in fair value so that the last column shows the Available-for-sale financial assets in accordance with IFRS.

(2) The IFRS reclassification of EUR 969,336 can be explained as follows:

The accrued interest on debt instruments (included in Available-for-sale financial assets) is included in Trade and other receivables in accordance with BE GAAP. In order to present net assets and liabilities in accordance with IFRS, the accrued interest has been reclassified to the line item Available-for-sale financial assets.

The reconciliation between carrying values under BE GAAP and IFRS/fair values of assets and liabilities as at 31 December 2012 is shown in the table below.

	Note	Cofidin BE GAAP Pro Forma Unaudited	Fair Value adjustment	IFRS Reclassification	Cofidin IFRS/Fair Value Pro Forma Unaudited
		31/12/2012	(1)	(2)	31/12/2012
Amounts in Euro					
ASSETS					
Non-current Assets					
Property, plant and equipment	S2	764,204	248,234		1,012,438
Investments in associate companies	S3	104,024,272			104,024,272
Available-for-sale financial assets	S4	76,427,525	7,487,827	1,102,095	85,017,447
		181,216,001	**7,736,061**	**1,102,095**	**190,054,158**
Current Assets					
Trade and other receivables		1,140,802		-1,102,095	38,706
Income tax advance payment		794,582			794,582
Cash and cash equivalents	S5	4,242,521			4,242,521
		6,177,905	**-**	**-1,102,095**	**5,075,810**
Total assets		**187,393,906**	**7,736,061**	**-**	**195,129,967**
LIABILITIES					
Short-term liabilities					
Trade and other payables		310,125			310,125
Current tax liabilities		314			314
		310,439	**-**	**-**	**310,439**
Total liabilities		**310,439**	**-**	**-**	**310,439**
Net assets		**187,083,468**	**7,736,061**	**-**	**194,819,529**
Net assets attributable to the parent's shareholders		**187,083,468**	**7,736,061**	**-**	**194,819,529**

(1) The fair value adjustments (with a net impact of EUR 7,736,061 on Net assets attributable to the parent's shareholders) can be summarised as follows:

- The Property, plant and equipment carrying values have been adjusted to reflect the fair value of those assets as at 31 December 2012 as determined by an independent external appraiser;

- All financial assets are traded in active markets. Therefore the fair values of these financial assets are set according to the published prices that are valid on the measurement date being 31 December 2012.

- Under BE GAAP, the Available-for-sale financial assets are valued in accordance to the lower of cost or market principle whereby only losses arising from the change in fair value are recorded. Therefore, this fair value adjustment reflects the gains arising from the change in fair value so that the last column shows the Available-for-sale financial assets at fair value.

(2) The IFRS reclassification of EUR 1,102,095 can be explained as follows:

The accrued interest on debt instruments (included in Available-for-sale financial assets) is included in Trade and other receivables in accordance with BE GAAP. In order to present net assets and liabilities at fair value, the accrued interest has been reclassified to the line item Available-for-sale financial assets.

SUPPLEMENTARY NOTES TO THE PRO FORMA COFIDIN CONSOLIDATED FINANCIAL INFORMATION

The Supplementary Notes to the Cofidin Pro Forma Consolidated Financial Information provide supplementary information about selected items of statement of financial position and income statement as at 30 June 2013 and as at 31 December 2012.

The Supplementary Notes to the Pro Forma Consolidated Financial Information have been prepared and are intended for illustrative purposes only and address a hypothetical situation and therefore do not purport to represent the results of operations and the financial position that we would actually have obtained during the periods presented and are not necessarily indicative of the results we expect in future periods.

Supplementary Note 1: Major BE GAAP accounting principles

1. Company constitution and set-up cost

The constitution and set-up cost are capitalised and depreciated using an annual rate of 50%. In this case, the depreciation would start in the month in which the costs are incurred and capitalised and would be computed on a pro rata basis.

Costs related to the issue of bonds and loans are depreciated over the term of the loan and the depreciation starts in the month the costs are incurred.

2. Property, plant and equipment

Property, plant and equipment are valued at cost price, which includes accessory costs and non-deductible VAT. Maintenance and repair costs are taken into costs when incurred and would only be capitalised in exceptional cases and as determined by the board of directors.

For Property, plant and equipment with a limited useful life, depreciation is recorded as from the month of capitalisation on a pro rata basis. No depreciation is recorded in the year of disposal.

The following annual depreciation rates are applied:

- Land: no depreciation
- Buildings 3%
- Fixtures 10 %
- Furniture 20 %
- Computer equipment 20 %
- Motor vehicles 25%
- Other equipment 20 %

No depreciation is recorded on assets under construction or subject to advance payments.

3. Financial assets

Each investment is separately accounted for in the general ledger at acquisition value. Accessory costs are taken into cost in the year they are incurred.

At the end of each accounting year, an impairment test is performed by management on each investment (investment in associates, others shares, bonds or other). The assumptions used by management for the impairment test are consistent year on year.

The evaluation is based on:

– for non-listed investments, net assets as per the financial statements taking into account unrecognised gains or losses that may objectively and prudently be taken into account, based on information made available to management;

– for listed investments, the latest stock price is used. However, the Board of Directors may choose to base the evaluation on another price, either one similar to that of non-listed investments or a different one altogether.

When the underlying value of the asset is permanently impaired, its carrying value will be reduced to the market value accordingly and the excess value will be charged to the income statement in the year when the decrease in value is deemed to have taken place.

Subsequently, the impairment losses may be reversed if the recovery in value is deemed to be durable.

4. Long- and short-term receivables

Long-term receivables are valued at nominal value. Impairment losses are recognised if the carrying value may not be recoverable and the impairment loss is considered to be permanent.

Short term receivables are valued at nominal value. Impairment losses are recognised if the carrying value may not be recovered.

5. Assets and liabilities denominated in foreign currencies

Transactions in foreign currencies are taken into account at the rates of exchange ruling on the transaction date.

Measurement at year-end: Investments acquired in foreign currencies are valued at the historical acquisition value in euro. Other assets and liabilities in foreign currencies are translated at rates of exchange ruling at the year-end.

Supplementary note 2: Property, plant and equipment

Amounts in Euro	**Cofidin BE GAAP Pro Forma Unaudited**	**Cofidin BE GAAP Pro Forma Unaudited**
	30/6/2013	**31/12/2012**
Land and buildings	1,248,234	1,000,000
Plant, machinery and equipment	25,830	25,830
Furniture and other equipment	1,387,941	67,278
Total	2,662,005	1,093,108
Accumulated depreciation	-462,252	-328,904
Net book value	2,199,753	764,204

Supplementary note 3: Investments in associates

Cofidin owns 26,536,804 shares in Viohalco Hellenic, which represents an interest of 13.3%. Its carrying value under BE GAAP amounts to EUR 115,169,729 as at 30 June 2013 and EUR 104,024,272 as at 31 December 2012.

Supplementary note 4: Available-for-sale financial assets

	Cofidin BE GAAP Pro Forma Unaudited	Cofidin BE GAAP Pro Forma Unaudited
Amounts in Euro	**30/6/2013**	**31/12/2012**
Listed securities		
- Greek equity instruments	19,013,164	15,485,247
- International equity instruments	18,149,991	18,245,192
Listed debt instruments		
- International debt instruments	37,477,522	42,697,087
	74,640,677	**76,427,525**

Breakdown of investments in Greek equity instruments

Amounts in Euro	**30/6/2013**	**31/12/2012**
Elval	7,508,976	7,117,006
Halcor	3,426,947	3,646,435
Sidenor	1,519,901	1,511,265
Corinth Pipeworks	3,643,591	3,210,541
National Bank of Greece	2,913,750	
	19,013,164	**15,485,247**

Supplementary note 5: Cash and cash equivalents

	Cofidin BE GAAP Pro Forma Unaudited	Cofidin BE GAAP Pro Forma Unaudited
Amounts in Euro	**30/06/2013**	**31/12/2012**
Cash in hand and at banks	3,018,964	2,458,293
Short-term bank deposits		1,784,228
Total	**3,018,964**	**4,242,521**

Supplementary note 6: Property revaluation reserve

A property revaluation reserve of EUR 628,000 was recognised in BE GAAP as at 30 June 2013 (which is an increase of EUR 248,234 compared to the situation as at 31 December 2012). This property revaluation reserve arose from the revaluation of the office building located in Brussels where Cofidin has its offices, which was determined to have a fair value of EUR 1,000,000. The valuation was performed by an independent appraiser.

Supplementary note 7: Administrative expenses by category

Amounts in Euro	**Cofidin BE GAAP Pro Forma Unaudited**	**Cofidin BE GAAP Pro Forma Unaudited**
	30/6/2013	**31/12/2012**
Employee benefits	-113,221	-263,322
Rental fees	-13,207	-24,899
Third party fees and benefits	-266,923	-101,709
Other expenses	-91,644	-93,855
Total	**-484,995**	**-483,786**

Supplementary note 8: Financial results

		Cofidin BE GAAP Pro Forma Unaudited	**Cofidin BE GAAP Pro Forma Unaudited**
Amounts in Euro		**30/6/2013**	**31/12/2012**
Income			
Credit interest		454,454	1,159,917
Foreign exchange differences		20	
Recognized losses from the change in fair value of financial assets		-816,482	-240,751
Reversal of recognized losses from the change in fair value of financial assets	(1)	11,949,457	17,398,731
Other			8,581
Financial income		**11,587,449**	**18,326,478**
Expenses			
Interest charges and related expenses		-642	-503
Foreign exchange differences		-538	-11
Losses realized upon sale of financial assets			-115,603
Financial expenses		**-1,180**	**-116,117**
Financial income (net)		**11,586,269**	**18,210,361**

(1) The reversal of recognised losses from the change in fair value of financial assets relates to unrealised losses that were accounted for in previous periods in accordance with the lower of cost or market principle under BE GAAP. If such unrealised losses cease to exist (e.g., because of a good performance on the stock market), these unrealised losses should be reversed in the income statement in BE GAAP.

Supplementary note 9: Acquisition of Flokos SA

On 30 June 2013, Cofidin acquired 142,044 shares out of 170,890 shares or an 83.12% interest in Flokos SA, a Greek limited liability company with registered office at 20-22 George Street, Athens, Greece (hereafter ***Flokos*** or the ***Acquiree***).

This acquisition was performed in order to leverage on new business in the shipping industry, more specifically in the challenging area of chartering luxury yachts within the greater Mediterranean Area.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

in KEUR	**Pre acquisition Carrying Amounts**	**Fair Value Adjustments**	**Fair Values on Acquisition**
Property, plant and equipment	2,858	-1,656	1,202
Trade and other receivables	21	-	21
Cash and cash equivalents	319	-	319
Trade and other payables	-31	-	-31
Net identifiable assets and liabilities	3,167	-1,656	1,511
Non-controlling interests			-255
Net assets acquired			1,256
Goodwill on acquisition			-751
Fair value of the consideration transferred			2,008
Net cash outflow			2,008

The consideration paid for the interest of 83.12% in Flokos amounts to EUR 2,007,620. The goodwill determined on acquisition amounts to EUR 751,226 and was initially supported by the expectation of cash inflows from chartering the Acquiree's assets. This expectation has been revised and goodwill is therefore fully impaired as at 30 June 2013. The impairment loss is included in Other expenses in the Cofidin Pro Forma Consolidated Income Statement for the six months ended 30 June 2013.

Since Cofidin has control over the entity, Flokos has been consolidated using the full consolidation method in the Cofidin Pro Forma Consolidated Financial Information. The Non-controlling interests amount to EUR 255,146 and have been measured as the proportionate share of net assets of the Acquiree.

The acquired business did not contribute any revenue or profit and loss to the 31 December 2012 or the 30 June 2013 income statement as the acquisition occurred on 30 June 2013. If the acquisition of Flokos had occurred on 1 January 2013, the consolidated revenues and consolidated loss for the period ended 30 June 2013 would have been respectively EUR 35,000 and EUR 200,000 higher.

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