



**Titan Cement Company S.A. and its Subsidiaries**  
**Interim Condensed Financial Reporting**  
**for the period ended 31 March 2010**

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The Interim Condensed Financial Statements presented through pages 1 to 16 both for the Group and the Parent Company, have been approved by the Board of Directors on 17th of May 2010.

Chairman of the Board of Directors

Managing Director

ANDREAS L. CANELLOPOULOS  
ID No AB500997

DIMITRIOS TH. PAPALEXOPOULOS  
ID No Ξ163588

Chief Financial Officer

Chief Accountant

Financial Consolidation Senior  
Manager

CHARALAMPOS G. MAZARAKIS  
ID No AE096808

EMM. CH. MAVRODIMITRAKIS  
ID No N237613

ATHANASIOS S. DANAS  
ID No AB006812

## Interim Statement of Financial Position

(all amounts in Euro thousands)

### ASSETS

|                                     | <b>Group</b>      |                   | <b>Company</b>    |                   |
|-------------------------------------|-------------------|-------------------|-------------------|-------------------|
|                                     | <b>31/03/2010</b> | <b>31/12/2009</b> | <b>31/03/2010</b> | <b>31/12/2009</b> |
| Property, plant & equipment         | 1.991.695         | 1.915.211         | 265.132           | 266.759           |
| Investment properties               | 1.283             | 1.088             | 6.396             | 6.396             |
| Intangible assets and goodwill      | 555.607           | 542.816           | 702               | 671               |
| Investments in subsidiaries         | -                 | -                 | 1.268.614         | 1.268.502         |
| Investments in associates           | 10.172            | 10.551            | -                 | -                 |
| Available-for-sale financial assets | 2.286             | 2.338             | 107               | 107               |
| Other non current assets            | 24.531            | 20.969            | 3.462             | 3.460             |
| Deferred income tax asset           | 2.543             | 2.546             | -                 | -                 |
| <b>Non-current assets</b>           | <b>2.588.117</b>  | <b>2.495.519</b>  | <b>1.544.413</b>  | <b>1.545.895</b>  |

|                                     |                |                |                |                |
|-------------------------------------|----------------|----------------|----------------|----------------|
| Inventories                         | 252.293        | 238.803        | 62.616         | 68.250         |
| Trade receivables                   | 163.675        | 155.018        | 71.434         | 70.990         |
| Other receivables and prepayments   | 106.789        | 99.113         | 13.737         | 12.733         |
| Derivative financial instruments    | -              | 679            | -              | 34             |
| Available-for-sale financial assets | 62             | 62             | 61             | 61             |
| Cash and cash equivalents           | 46.691         | 16.426         | 20.016         | 204            |
| <b>Current assets</b>               | <b>569.510</b> | <b>510.101</b> | <b>167.864</b> | <b>152.272</b> |

|                     |                  |                  |                  |                  |
|---------------------|------------------|------------------|------------------|------------------|
| <b>TOTAL ASSETS</b> | <b>3.157.627</b> | <b>3.005.620</b> | <b>1.712.277</b> | <b>1.698.167</b> |
|---------------------|------------------|------------------|------------------|------------------|

### EQUITY AND LIABILITIES

|                                             |         |         |         |         |
|---------------------------------------------|---------|---------|---------|---------|
| Share Capital (84,576,118 shares of € 4.00) | 338.304 | 338.304 | 338.304 | 338.304 |
| Share premium                               | 22.826  | 22.826  | 22.826  | 22.826  |
| Share options                               | 6.185   | 5.977   | 6.185   | 5.977   |
| Treasury shares                             | -91.010 | -91.622 | -91.010 | -91.622 |
| Other Reserves                              | 497.618 | 434.350 | 501.465 | 501.465 |
| Retained earnings                           | 764.492 | 739.218 | 39.324  | 32.532  |

|                                                            |                  |                  |                |                |
|------------------------------------------------------------|------------------|------------------|----------------|----------------|
| <b>Equity attributable to equity holders of the parent</b> | <b>1.538.415</b> | <b>1.449.053</b> | <b>817.094</b> | <b>809.482</b> |
|------------------------------------------------------------|------------------|------------------|----------------|----------------|

|                           |        |        |   |   |
|---------------------------|--------|--------|---|---|
| Non-controlling interests | 11.951 | 11.135 | - | - |
|---------------------------|--------|--------|---|---|

|                         |                  |                  |                |                |
|-------------------------|------------------|------------------|----------------|----------------|
| <b>Total equity (a)</b> | <b>1.550.366</b> | <b>1.460.188</b> | <b>817.094</b> | <b>809.482</b> |
|-------------------------|------------------|------------------|----------------|----------------|

|                                  |         |         |         |         |
|----------------------------------|---------|---------|---------|---------|
| Long-term borrowings             | 762.712 | 725.665 | 628.136 | 634.499 |
| Derivative financial instruments | 6.782   | 376     | -       | -       |
| Deferred income tax liability    | 199.632 | 196.572 | 23.888  | 24.018  |
| Retirement benefit obligations   | 41.777  | 41.828  | 23.811  | 23.762  |
| Provisions                       | 18.740  | 16.660  | 2.040   | 1.929   |
| Other non-current liabilities    | 37.695  | 37.434  | 5.859   | 5.806   |

|                                |                  |                  |                |                |
|--------------------------------|------------------|------------------|----------------|----------------|
| <b>Non-current liabilities</b> | <b>1.067.338</b> | <b>1.018.535</b> | <b>683.734</b> | <b>690.014</b> |
|--------------------------------|------------------|------------------|----------------|----------------|

|                                  |         |         |         |         |
|----------------------------------|---------|---------|---------|---------|
| Short-term borrowings            | 272.203 | 261.835 | 142.132 | 127.609 |
| Trade and other payables         | 243.942 | 242.825 | 59.970  | 60.345  |
| Derivative financial instruments | 949     | 29      | 650     | 29      |
| Income tax payable               | 19.757  | 19.549  | 8.372   | 10.379  |
| Provisions                       | 3.072   | 2.659   | 325     | 309     |

|                            |                |                |                |                |
|----------------------------|----------------|----------------|----------------|----------------|
| <b>Current liabilities</b> | <b>539.923</b> | <b>526.897</b> | <b>211.449</b> | <b>198.671</b> |
|----------------------------|----------------|----------------|----------------|----------------|

|                              |                  |                  |                |                |
|------------------------------|------------------|------------------|----------------|----------------|
| <b>Total liabilities (b)</b> | <b>1.607.261</b> | <b>1.545.432</b> | <b>895.183</b> | <b>888.685</b> |
|------------------------------|------------------|------------------|----------------|----------------|

|                                           |                  |                  |                  |                  |
|-------------------------------------------|------------------|------------------|------------------|------------------|
| <b>TOTAL EQUITY AND LIABILITIES (a+b)</b> | <b>3.157.627</b> | <b>3.005.620</b> | <b>1.712.277</b> | <b>1.698.167</b> |
|-------------------------------------------|------------------|------------------|------------------|------------------|

## Interim Income Statement

(all amounts in Euro thousands)

|                                                                              | Group         |               | Company       |               |
|------------------------------------------------------------------------------|---------------|---------------|---------------|---------------|
|                                                                              | 1/1-31/3/2010 | 1/1-31/3/2009 | 1/1-31/3/2010 | 1/1-31/3/2009 |
| Turnover                                                                     | 286.052       | 307.937       | 95.630        | 95.051        |
| Cost of sales                                                                | -204.622      | -214.203      | -68.927       | -69.540       |
| <b>Gross profit before depreciation</b>                                      | <b>81.430</b> | <b>93.734</b> | <b>26.703</b> | <b>25.511</b> |
| Other income                                                                 | 16.258        | 6.157         | 3.946         | 4.730         |
| Share in profit of associates                                                | -379          | 198           | -             | -             |
| Administrative expenses                                                      | -24.384       | -25.551       | -9.457        | -9.145        |
| Selling and marketing expenses                                               | -5.585        | -5.591        | -117          | -675          |
| Other expenses                                                               | -6.154        | -4.500        | -3.153        | -1.829        |
| <b>Profit before interest, taxes, depreciation and amortization</b>          | <b>61.186</b> | <b>64.447</b> | <b>17.922</b> | <b>18.592</b> |
| Depreciation and amortization related to cost of sales                       | -27.706       | -27.318       | -2.747        | -2.572        |
| Depreciation and amortization related to administrative and selling expenses | -1.560        | -1.609        | -260          | -275          |
| <b>Profit before interest and taxes</b>                                      | <b>31.920</b> | <b>35.520</b> | <b>14.915</b> | <b>15.745</b> |
| Finance income                                                               | 1.375         | 6.433         | 1.137         | 1.193         |
| Finance expense                                                              | -13.119       | -15.071       | -6.570        | -12.254       |
| (Losses)/gains from financial instruments                                    | -1.090        | -1.324        | -799          | 283           |
| Exchange differences gains/(losses)                                          | 2.135         | -3.469        | 446           | 246           |
| <b>Profit before taxes</b>                                                   | <b>21.221</b> | <b>22.089</b> | <b>9.129</b>  | <b>5.213</b>  |
| Current income tax                                                           | -4.857        | -6.735        | -2.178        | -300          |
| Deferred income tax                                                          | 8.267         | 4.820         | 131           | -1.341        |
| <b>Profit for the period</b>                                                 | <b>24.631</b> | <b>20.174</b> | <b>7.082</b>  | <b>3.572</b>  |
| <b><u>Profit attributable to:</u></b>                                        |               |               |               |               |
| Equity holders of the Parent                                                 | 24.775        | 21.316        | 7.082         | 3.572         |
| Non-controlling interests                                                    | -144          | -1.142        | -             | -             |
|                                                                              | <b>24.631</b> | <b>20.174</b> | <b>7.082</b>  | <b>3.572</b>  |
| <b>Earnings per share - basic (in €)</b>                                     | <b>0,3043</b> | <b>0,2620</b> | <b>0,0870</b> | <b>0,0439</b> |
| <b>Earnings per share - diluted (in €)</b>                                   | <b>0,3036</b> | <b>0,2613</b> | <b>0,0868</b> | <b>0,0438</b> |

## Interim Statement of Comprehensive Income

(all amounts in Euro thousands)

|                                                           | Group         |               | Company       |               |
|-----------------------------------------------------------|---------------|---------------|---------------|---------------|
|                                                           | 1/1-31/3/2010 | 1/1-31/3/2009 | 1/1-31/3/2010 | 1/1-31/3/2009 |
| <b>Profit for the period</b>                              | <b>24.631</b> | <b>20.174</b> | <b>7.082</b>  | <b>3.572</b>  |
| <b>Other comprehensive income:</b>                        |               |               |               |               |
| Exchange differences on translating foreign operations    | <b>67.089</b> | <b>28.001</b> | -             | -             |
| Available-for-sale financial assets                       | <b>-111</b>   | -             | -             | -             |
| Cash flow hedges                                          | 628           | 50            | -             | 50            |
| Income tax effect                                         | -245          | -             | -             | -             |
|                                                           | <b>383</b>    | <b>50</b>     | -             | <b>50</b>     |
| Other comprehensive income for the period, net of tax     | 67.361        | 28.051        | -             | 50            |
| <b>Total comprehensive income for the period</b>          | <b>91.992</b> | <b>48.225</b> | <b>7.082</b>  | <b>3.622</b>  |
| <b><u>Total comprehensive income attributable to:</u></b> |               |               |               |               |
| Equity holders of the Parent                              | 91.604        | 50.831        | 7.082         | 3.622         |
| Non-controlling interests                                 | 388           | -2.606        | -             | -             |
|                                                           | <b>91.992</b> | <b>48.225</b> | <b>7.082</b>  | <b>3.622</b>  |

## Interim Statement of Changes in Shareholders' Equity

### Group

### Attributable to equity holders of the parent

(all amounts in Euro thousands)

|                                                                               | Ordinary<br>shares | Share<br>premium | Preferred<br>ordinary<br>shares | Share<br>options | Ordinary<br>treasury<br>shares | Preferred<br>treasury<br>shares | Other reserves | Retained<br>earnings | Total            | Non-<br>controlling<br>interests | Total equity     |
|-------------------------------------------------------------------------------|--------------------|------------------|---------------------------------|------------------|--------------------------------|---------------------------------|----------------|----------------------|------------------|----------------------------------|------------------|
| <b>Balance at 1 January 2009</b>                                              | <b>307.911</b>     | <b>22.826</b>    | <b>30.276</b>                   | <b>10.713</b>    | <b>-92.182</b>                 | <b>-117</b>                     | <b>433.747</b> | <b>682.882</b>       | <b>1.396.056</b> | <b>38.078</b>                    | <b>1.434.134</b> |
| Profit for the period                                                         | -                  | -                | -                               | -                | -                              | -                               | -              | 21.316               | 21.316           | -1.142                           | 20.174           |
| Other comprehensive income                                                    | -                  | -                | -                               | -                | -                              | -                               | 31.471         | -1.956               | 29.515           | -1.464                           | 28.051           |
| <b>Total comprehensive income for the period</b>                              | <b>-</b>           | <b>-</b>         | <b>-</b>                        | <b>-</b>         | <b>-</b>                       | <b>-</b>                        | <b>31.471</b>  | <b>19.360</b>        | <b>50.831</b>    | <b>-2.606</b>                    | <b>48.225</b>    |
| Dividends paid to ordinary and preferred shares                               | -                  | -                | -                               | -                | -                              | -                               | -              | -                    | -                | -1.338                           | -1.338           |
| Share options                                                                 | -                  | -                | -                               | 601              | -                              | -                               | -              | -                    | 601              | -                                | 601              |
| Non-controlling interest due to acquisitions of subsidiaries                  | -                  | -                | -                               | -                | -                              | -                               | -              | -                    | -                | -221                             | -221             |
| Transfer between reserves                                                     | -                  | -                | -                               | -                | -                              | -                               | 236            | -236                 | -                | -                                | -                |
| <b>Balance at 31 March 2009</b>                                               | <b>307.911</b>     | <b>22.826</b>    | <b>30.276</b>                   | <b>11.314</b>    | <b>-92.182</b>                 | <b>-117</b>                     | <b>465.454</b> | <b>702.006</b>       | <b>1.447.488</b> | <b>33.913</b>                    | <b>1.481.401</b> |
| <b>Balance at 1 January 2010</b>                                              | <b>308.028</b>     | <b>22.826</b>    | <b>30.276</b>                   | <b>5.977</b>     | <b>-91.505</b>                 | <b>-117</b>                     | <b>434.350</b> | <b>739.218</b>       | <b>1.449.053</b> | <b>11.135</b>                    | <b>1.460.188</b> |
| Profit for the period                                                         | -                  | -                | -                               | -                | -                              | -                               | -              | 24.775               | 24.775           | -144                             | 24.631           |
| Other comprehensive income                                                    | -                  | -                | -                               | -                | -                              | -                               | 68.468         | -1.639               | 66.829           | 532                              | 67.361           |
| <b>Total comprehensive income for the period</b>                              | <b>-</b>           | <b>-</b>         | <b>-</b>                        | <b>-</b>         | <b>-</b>                       | <b>-</b>                        | <b>68.468</b>  | <b>23.136</b>        | <b>91.604</b>    | <b>388</b>                       | <b>91.992</b>    |
| Treasury shares sold                                                          | -                  | -                | -                               | -                | 612                            | -                               | -              | -290                 | 322              | -                                | 322              |
| Acquisitions of minority interest of subsidiaries                             | -                  | -                | -                               | -                | -                              | -                               | -1.470         | -                    | -1.470           | -229                             | -1.699           |
| Non-controlling interest's put option recognition & transfer between reserves | -                  | -                | -                               | -                | -                              | -                               | -1.302         | -                    | -1.302           | 657                              | -645             |
| Share options                                                                 | -                  | -                | -                               | 208              | -                              | -                               | -              | -                    | 208              | -                                | 208              |
| Transfer between reserves                                                     | -                  | -                | -                               | -                | -                              | -                               | -2.428         | 2.428                | -                | -                                | -                |
| <b>Balance at 31 March 2010</b>                                               | <b>308.028</b>     | <b>22.826</b>    | <b>30.276</b>                   | <b>6.185</b>     | <b>-90.893</b>                 | <b>-117</b>                     | <b>497.618</b> | <b>764.492</b>       | <b>1.538.415</b> | <b>11.951</b>                    | <b>1.550.366</b> |

### Company

(all amounts in Euro thousands)

|                                                  | Ordinary<br>shares | Share<br>premium | Preferred<br>ordinary<br>shares | Share<br>options | Ordinary<br>treasury<br>shares | Preferred<br>treasury<br>shares | Other reserves | Retained<br>earnings | Total equity   |
|--------------------------------------------------|--------------------|------------------|---------------------------------|------------------|--------------------------------|---------------------------------|----------------|----------------------|----------------|
| <b>Balance at 1 January 2009</b>                 | <b>307.911</b>     | <b>22.826</b>    | <b>30.276</b>                   | <b>10.713</b>    | <b>-92.182</b>                 | <b>-117</b>                     | <b>462.987</b> | <b>53.110</b>        | <b>795.524</b> |
| Profit for the period                            | -                  | -                | -                               | -                | -                              | -                               | -              | 3.572                | 3.572          |
| Other comprehensive income                       | -                  | -                | -                               | -                | -                              | -                               | 50             | -                    | 50             |
| <b>Total comprehensive income for the period</b> | <b>-</b>           | <b>-</b>         | <b>-</b>                        | <b>-</b>         | <b>-</b>                       | <b>-</b>                        | <b>50</b>      | <b>3.572</b>         | <b>3.622</b>   |
| Share options                                    | -                  | -                | -                               | 601              | -                              | -                               | -              | -                    | 601            |
| <b>Balance at 31 March 2009</b>                  | <b>307.911</b>     | <b>22.826</b>    | <b>30.276</b>                   | <b>11.314</b>    | <b>-92.182</b>                 | <b>-117</b>                     | <b>463.037</b> | <b>56.682</b>        | <b>799.747</b> |
| <b>Balance at 1 January 2010</b>                 | <b>308.028</b>     | <b>22.826</b>    | <b>30.276</b>                   | <b>5.977</b>     | <b>-91.505</b>                 | <b>-117</b>                     | <b>501.465</b> | <b>32.532</b>        | <b>809.482</b> |
| Profit for the period                            | -                  | -                | -                               | -                | -                              | -                               | -              | 7.082                | 7.082          |
| <b>Total comprehensive income for the period</b> | <b>-</b>           | <b>-</b>         | <b>-</b>                        | <b>-</b>         | <b>-</b>                       | <b>-</b>                        | <b>-</b>       | <b>7.082</b>         | <b>7.082</b>   |
| Treasury shares sold                             | -                  | -                | -                               | -                | 612                            | -                               | -              | -290                 | 322            |
| Share options                                    | -                  | -                | -                               | 208              | -                              | -                               | -              | -                    | 208            |
| <b>Balance at 31 March 2010</b>                  | <b>308.028</b>     | <b>22.826</b>    | <b>30.276</b>                   | <b>6.185</b>     | <b>-90.893</b>                 | <b>-117</b>                     | <b>501.465</b> | <b>39.324</b>        | <b>817.094</b> |

## Interim Cash Flow Statement

(all amounts in Euro thousands)

|                                                             | Group         |               | Company       |               |
|-------------------------------------------------------------|---------------|---------------|---------------|---------------|
|                                                             | 1/1-31/3/2010 | 1/1-31/3/2009 | 1/1-31/3/2010 | 1/1-31/3/2009 |
| <b>Cash flows from operating activities</b>                 |               |               |               |               |
| Profits before taxes                                        | 21.221        | 22.089        | 9.129         | 5.213         |
| <i>Adjustments for:</i>                                     |               |               |               |               |
| Depreciation/amortization                                   | 29.266        | 28.927        | 3.007         | 2.847         |
| Provisions                                                  | 5.077         | 3.257         | 2.279         | 31            |
| Exchange differences                                        | -2.136        | 3.469         | -446          | -246          |
| Interest expense                                            | 11.744        | 8.638         | 5.433         | 11.061        |
| Other non cash flow items                                   | 1.454         | -1.086        | -1.361        | -2.806        |
| Adjusted profit before changes in working capital           | 66.626        | 65.294        | 18.041        | 16.100        |
| (Increase)/decrease in inventories                          | -6.373        | -653          | 5.581         | 10.868        |
| (Increase)/decrease in trade and other receivables          | -8.867        | 9.184         | -371          | 10.948        |
| (Increase)/decrease in operating long-term receivables      | -1.102        | 2.221         | -2            | 29            |
| (Decrease) / increase in trade payables (excluding banks)   | -6.831        | -38.051       | -2.811        | -7.849        |
| Cash generated from operations                              | 43.453        | 37.995        | 20.438        | 30.096        |
| Income tax paid                                             | -3.952        | -413          | -2.696        | -300          |
| <i>Net cash flows from operating activities</i>             | 39.501        | 37.582        | 17.742        | 29.796        |
| <b>Cash flows from investing activities</b>                 |               |               |               |               |
| Acquisition of subsidiaries, net of cash acquired           | -4.117        | -221          | -             | -1.000        |
| Purchase of tangible and intangible assets                  | -19.440       | -52.637       | -1.522        | -2.379        |
| Proceeds from the sale of property, plant and equipment     | 466           | 1.461         | 272           | 852           |
| Proceeds from sale of available-for-sale financial assets   | -             | 2             | -             | -             |
| Purchase of available-for-sale financial assets             | -56           | -46           | -1            | -2            |
| Interest received                                           | 1.374         | 5.471         | 1.136         | 231           |
| <i>Net cash flows from investing activities</i>             | -21.773       | -45.970       | -115          | -2.298        |
| <b>Net cash flows after investing activities</b>            | 17.728        | -8.388        | 17.627        | 27.498        |
| <b>Cash flows from financing activities</b>                 |               |               |               |               |
| Interest paid                                               | -16.112       | -12.789       | -6.046        | -11.762       |
| Sale of treasury shares                                     | 322           | -             | 322           | -             |
| Proceeds from government grants                             | 112           | -             | -             | -             |
| Dividends paid                                              | -2            | -124          | -2            | -14           |
| Proceeds from borrowings                                    | 147.782       | 125.207       | 57.445        | 62.140        |
| Payments of borrowings                                      | -119.905      | -139.772      | -49.534       | -77.863       |
| <i>Net cash flows from financing activities</i>             | 12.197        | -27.478       | 2.185         | -27.499       |
| <b>Net (decrease)/increase in cash and cash equivalents</b> | 29.925        | -35.866       | 19.812        | -1            |
| Cash and cash equivalents at beginning of the period        | 16.426        | 94.521        | 204           | 31.263        |
| Effects of exchange rate changes                            | 340           | -1.166        | -             | -             |
| <b>Cash and cash equivalents at end of the period</b>       | 46.691        | 57.489        | 20.016        | 31.262        |

***Titan Cement Company S.A.***

***Notes to the Interim Condensed Financial Statements***

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## **1 General information**

TITAN CEMENT S.A. (the Company) and, its subsidiaries, joint ventures and associates (collectively the Group) are engaged in the production, trade and distribution of a wide range of construction materials, from aggregates, cement, concrete, cement blocks, dry mortars, fly ash and porcelain ware. The Group operates primarily in Greece, the Balkans, Egypt and the United States of America.

The Company is a limited liability company incorporated and domiciled in Greece and is listed on the Athens Stock Exchange.

These financial statements have been approved for issue by the Board of Directors on May 17, 2010.

## **2 Basis of preparation and summary of significant accounting policies**

These interim condensed financial statements have been prepared by management in accordance with IAS 34 Interim Financial Reporting.

The interim condensed financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2009.

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2009, except for the adoption of the important amendments or/and interpretations, mentioned below, for the annual periods beginning on or after 1 January 2010.

- **IFRIC 17 Distributions of Non-cash Assets to Owners**

This interpretation is effective for annual periods beginning on or after 1 July 2009 with early application permitted. The interpretation provides guidance on how to account for non-cash distributions to owners. The interpretation clarifies when to recognize a liability, how to measure it and the associated assets, and when to derecognize the asset and liability.

- **IFRS 3 Business Combinations (Revised) and IAS 27 Consolidated and Separate Financial Statements (Amended)**

The revision and amendment is effective for annual periods beginning on or after 1 July 2009. The revised IFRS 3 introduces a number of changes in the accounting for business combinations which will impact the amount of goodwill recognized, the reported results in the period that an acquisition occurs, and future reported results. Such changes include the expensing of acquisition-related costs and recognizing subsequent changes in fair value of contingent consideration in the profit or loss (rather than by adjusting goodwill).

- **IAS 39 Financial Instruments: Recognition and Measurement (Amended) – eligible hedged items**

The amendment is effective for annual periods beginning on or after 1 July 2009. The amendment clarifies that an entity is permitted to designate a portion of the fair value changes or cash flow variability of a financial instrument as hedged item. This also covers the designation of inflation as a hedged risk or portion in particular situations.

- **IFRS 2 Group Cash-settled Share-based Payment Transactions (Amended)**

The amendment is effective for annual periods beginning on or after 1 January 2010. This amendment clarifies the accounting for group cash-settled share-based payment transactions and how such transactions should be arranged in the individual financial statements of the subsidiary.

- In May 2008, the Board issued its first omnibus of amendments to its standards. All amendments issued are effective for Good Group (International) Limited as at 31 December 2009, apart from the following:

IFRS 5 Non-current Assets Held for Sale and Discontinued Operations: clarifies when a subsidiary is classified as held for sale, all its assets and liabilities are classified as held for sale, even when the entity remains a non-controlling interest after the sale transaction. The amendment is applied prospectively.

In April 2009 the IASB issued its second omnibus of amendments to its standards, primarily with a view to removing inconsistencies and clarifying wording. The effective dates of the improvements are various and the earliest is for the financial year beginning 1 July 2009.

The adoption of the above new and amended IFRS and IFRIC interpretations did not have an impact on the financial statements or performance of the Group or the Company, however IFRS 3 (Revised) introduces significant changes in the accounting for business combinations occurring after January 1, 2010. Changes affect the valuation of non-controlling interest, the accounting for transaction costs, the initial recognition and subsequent measurement of a contingent consideration and business combinations achieved in stages. These changes will impact the amount of goodwill recognized, the reported results in the period that an acquisition occurs and future reported results.

The following new and amended IFRS and IFRIC interpretations have been issued but are not effective for the financial year beginning January 1, 2010. They have not been early adopted and the Group and the Company are in the process of assessing their impact, if any, on the financial statements:

- **IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments**

The interpretation is effective for annual periods beginning on or after 1 July 2010. This interpretation addresses the accounting treatment when there is a renegotiation between the entity and the creditor regarding the terms of a financial liability and the creditor agrees to accept the entity's equity instruments to settle the financial liability fully or partially. IFRIC 19 clarifies such equity instruments are "consideration paid" in accordance with paragraph 41 of IAS 39. As a result, the financial liability is derecognized and the equity instruments issued are treated as consideration paid to extinguish that financial liability. This interpretation has not yet been endorsed by the EU.

- **IFRIC 14 Prepayments of a Minimum Funding Requirement (Amended)**

The amendment is effective for annual periods beginning on or after 1 January 2011. The purpose of this amendment was to permit entities to recognize as an asset some voluntary prepayments for minimum funding contributions. This Earlier application is permitted and must be applied retrospectively. This amendment has not yet been endorsed by the EU.

The amended IAS 27 requires that a change in ownership interest of a subsidiary is accounted for as an equity transaction. Therefore such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore the amended standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. The changes introduced by IFRS 3 (Revised) and IAS 27 (Amendment) will be applied for business combinations after 1 January 2010 and will affect future acquisitions and transactions with non-controlling interests.

- **IFRS 9 Financial Instruments – Phase 1 financial assets, classification and measurement**

The new standard is effective for annual periods beginning on or after 1 January 2013. Phase 1 of this new IFRS introduces new requirements for classifying and measuring financial assets. Early adoption is permitted. This standard has not yet been endorsed by the EU.

- **IAS 32 Classification on Rights Issues (Amended)**

The amendment is effective for annual periods beginning on or after 1 February 2010. This amendment relates to the rights issues offered for a fixed amount of foreign currency which were treated as derivative liabilities by the existing standard. The amendment states that if certain criteria are met, these should be classified as equity regardless of the currency in which the exercise price is denominated. The amendment is to be applied retrospectively.

- **IAS 24 Related Party Disclosures (Revised)**

The revision is effective for annual periods beginning on or after 1 January 2011. This revision relates to the judgment which is required so as to assess whether a government and entities known to the reporting entity to be under the control of that government are considered a single customer. In assessing this, the reporting entity shall consider the extent of economic integration between those entities. Early application is permitted and adoption shall be applied retrospectively. This interpretation has not yet been endorsed by the EU.

- **IFRS 1 Additional Exemptions for First-time Adopters (Amended)**

The amendment is effective for annual periods beginning on or after 1 July 2010. This interpretation has not yet been endorsed by the EU.

### 3. Segment information

For management purposes, the Group is structured in four geographic regions: Greece and Western Europe, North America, South East Europe and Eastern Mediterranean. Each region is a cluster of countries. The aggregation of countries is based on proximity of operations and to an extent in similarity of economic and political conditions.

Each region has a regional Chief Executive Officer (CEO) who reports to the Group's CEO. In addition, Group's Chief Financial Officer (CFO) organisation is also split by geographic region for effective financial controlling and performance monitoring.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on Earnings before Interest, Taxes, Depreciations & Amortization (EBITDA). Group financing (including finance costs and finance revenue) is managed on group basis and is allocated to operating segments.

*(all amounts in Euro thousands)*

|                                                   | <b>Greece and Western Europe</b> |                | <b>North America</b> |                | <b>South Eastern Europe</b> |               | <b>Eastern Mediter-ranean</b> |               | <b>Adjustments and eliminations</b> |             | <b>Total</b>   |                |
|---------------------------------------------------|----------------------------------|----------------|----------------------|----------------|-----------------------------|---------------|-------------------------------|---------------|-------------------------------------|-------------|----------------|----------------|
| Period from 1/1-31/3                              | <b>2010</b>                      | <b>2009</b>    | <b>2010</b>          | <b>2009</b>    | <b>2010</b>                 | <b>2009</b>   | <b>2010</b>                   | <b>2009</b>   | <b>2010</b>                         | <b>2009</b> | <b>2010</b>    | <b>2009</b>    |
| Gross revenue                                     | 121.386                          | 119.730        | 71.044               | 100.916        | 26.347                      | 31.795        | 81.081                        | 66.901        | -                                   | -           | 299.858        | 319.342        |
| Inter-segment revenue                             | -12.681                          | -11.354        | -51                  | -51            | -1.074                      | -             | -                             | -             | -                                   | -           | -13.806        | -11.405        |
| <b>Revenue</b>                                    | <b>108.705</b>                   | <b>108.376</b> | <b>70.993</b>        | <b>100.865</b> | <b>25.273</b>               | <b>31.795</b> | <b>81.081</b>                 | <b>66.901</b> | <b>-</b>                            | <b>-</b>    | <b>286.052</b> | <b>307.937</b> |
| Gross profit before depreciation & amortization   | 32.455                           | 32.276         | 4.796                | 23.410         | 8.257                       | 10.923        | 35.808                        | 27.694        | 114                                 | -569        | 81.430         | 93.734         |
| Earnings before interest, taxes, and depreciation | 22.109                           | 22.548         | -6.457               | 9.342          | 11.991                      | 7.379         | 33.642                        | 25.920        | -99                                 | -742        | 61.186         | 64.447         |
| Earnings/(losses) before interest and taxes       | 17.604                           | 19.491         | -22.039              | -7.813         | 8.499                       | 3.690         | 27.904                        | 20.844        | -48                                 | -692        | 31.920         | 35.520         |
| Earnings/(losses) before taxes                    | 11.253                           | 11.845         | -26.374              | -13.324        | 8.057                       | 5.268         | 28.184                        | 18.801        | 101                                 | -501        | 21.221         | 22.089         |

*(all amounts in Euro thousands)*

|                   | <b>Greece and Western Europe</b> |                 | <b>North America</b> |                 | <b>South Eastern Europe</b> |                 | <b>Eastern Mediter-ranean</b> |                 | <b>Adjustments and eliminations</b> |                 | <b>Total</b>   |                 |
|-------------------|----------------------------------|-----------------|----------------------|-----------------|-----------------------------|-----------------|-------------------------------|-----------------|-------------------------------------|-----------------|----------------|-----------------|
|                   | <b>31/3/10</b>                   | <b>31/12/09</b> | <b>31/3/10</b>       | <b>31/12/09</b> | <b>31/3/10</b>              | <b>31/12/09</b> | <b>31/3/10</b>                | <b>31/12/09</b> | <b>31/3/10</b>                      | <b>31/12/09</b> | <b>31/3/10</b> | <b>31/12/09</b> |
| Total assets      | 2.731.075                        | 2.675.534       | 1.088.134            | 1.035.760       | 688.748                     | 656.860         | 1.074.825                     | 1.011.686       | -2.425.155                          | -2.374.220      | 3.157.627      | 3.005.620       |
| Total liabilities | 1.870.051                        | 1.822.323       | 484.230              | 456.578         | 187.784                     | 161.662         | 263.105                       | 254.177         | -1.197.909                          | -1.149.308      | 1.607.261      | 1.545.432       |

### 4. Cash and cash equivalents

*(all amounts in Euro thousands)*

|                          | <b>Group</b>   |                 | <b>Company</b> |                 |
|--------------------------|----------------|-----------------|----------------|-----------------|
|                          | <b>31/3/10</b> | <b>31/12/09</b> | <b>31/3/10</b> | <b>31/12/09</b> |
| Cash at bank and in hand | 393            | 294             | 12             | 83              |
| Short-term bank deposits | 46.298         | 16.132          | 20.004         | 121             |
|                          | <b>46.691</b>  | <b>16.426</b>   | <b>20.016</b>  | <b>204</b>      |

Short-term bank deposits comprise primarily of time deposits. The effective interest rates on these short-term bank deposits are based on Euribor rates, are negotiated on a case by case basis and have an average maturity period of seven days.

## 5. Principal subsidiaries, associates and joint ventures

| Subsidiary, associate and joint venture name         | Country of incorporation | Nature of business                       | 31/3/2010           |          | 31/12/2009          |          |
|------------------------------------------------------|--------------------------|------------------------------------------|---------------------|----------|---------------------|----------|
|                                                      |                          |                                          | % of investment (1) |          | % of investment (1) |          |
|                                                      |                          |                                          | Direct              | Indirect | Direct              | Indirect |
| Full consolidation method                            |                          |                                          |                     |          |                     |          |
| Titan Cement Company S.A                             | Greece                   | Cement Producer                          | Parent company      |          | Parent company      |          |
| Achaiki Maritime Company                             | Greece                   | Shipping                                 | 100,000             | -        | 100,000             | -        |
| Aeolian Maritime Company                             | Greece                   | Shipping                                 | 100,000             | -        | 100,000             | -        |
| Albacem S.A.                                         | Greece                   | Import & Distribution of Cement          | 99,996              | 0,004    | 99,996              | 0,004    |
| Arktias S.A.                                         | Greece                   | Quarries & Aggregates                    | -                   | 100,000  | -                   | 100,000  |
| AVES AFOI Polikandrioti S.A.                         | Greece                   | Ready Mix                                | -                   | 100,000  | -                   | 100,000  |
| Dodekanesos Quarries S.A.                            | Greece                   | Quarries & Aggregates                    | -                   | 100,000  | -                   | 100,000  |
| Ecobeton S.A.                                        | Greece                   | Ready Mix & Aggregates                   | -                   | 100,000  | -                   | 100,000  |
| Interbeton Construction Materials S.A.               | Greece                   | Ready Mix & Aggregates                   | 99,679              | 0,321    | 99,679              | 0,321    |
| Intercement S.A.                                     | Greece                   | Import & Distribution of Cement          | 99,950              | 0,050    | 99,950              | 0,050    |
| Intertitan Trading International S.A.                | Greece                   | Trading Company                          | 99,995              | 0,005    | 99,995              | 0,005    |
| Ionia S.A.                                           | Greece                   | Porcelain                                | 100,000             | -        | 100,000             | -        |
| Lakmos S.A.                                          | Greece                   | Trading Company                          | 99,950              | 0,050    | 99,950              | 0,050    |
| Leecem S.A.                                          | Greece                   | Trading Company                          | 3,172               | 96,828   | 3,172               | 96,828   |
| Naftitan S.A.                                        | Greece                   | Shipping                                 | 99,900              | 0,100    | 99,900              | 0,100    |
| Polikos Maritime Company                             | Greece                   | Shipping                                 | 100,000             | -        | 100,000             | -        |
| Pozolani S.A.                                        | Greece                   | Quarries & Aggregates                    | -                   | 100,000  | -                   | 100,000  |
| Porfirion S.A.                                       | Greece                   | Production and Trade of Electricity      | -                   | 100,000  | -                   | 100,000  |
| Gournon Quarries S.A.                                | Greece                   | Quarries & Aggregates                    | 54,930              | 45,070   | 54,930              | 45,070   |
| Quarries of Tagaradon Community S.A.                 | Greece                   | Quarries & Aggregates                    | -                   | 79,928   | -                   | 79,928   |
| Quarries of Tanagra S.A.                             | Greece                   | Quarries & Aggregates                    | -                   | 100,000  | -                   | 99,000   |
| Vahou Quarries S.A.                                  | Greece                   | Quarries & Aggregates                    | -                   | 100,000  | -                   | 100,000  |
| Sigma Beton S.A.                                     | Greece                   | Quarries & Aggregates                    | -                   | 100,000  | -                   | 100,000  |
| Titan Atlantic Cement Industrial and Commercial S.A. | Greece                   | Investment Holding Company               | 43,947              | 56,053   | 43,947              | 56,053   |
| Titan Cement International Trading S.A.              | Greece                   | Trading Company                          | 99,800              | 0,200    | 99,800              | 0,200    |
| Double W & Co OOD                                    | Bulgaria                 | Port                                     | -                   | 99,989   | -                   | 99,989   |
| Granitoid AD                                         | Bulgaria                 | Trading Company                          | -                   | 99,668   | -                   | 99,668   |
| Gravel & Sand PIT AD                                 | Bulgaria                 | Investment Holding Company               | -                   | 99,989   | -                   | 99,989   |
| Trojan Cem EOOD                                      | Bulgaria                 | Trading Company                          | -                   | 94,835   | -                   | 94,835   |
| Zlatna Panega Beton EOOD                             | Bulgaria                 | Ready Mix                                | -                   | 99,989   | -                   | 99,989   |
| Zlatna Panega Cement AD                              | Bulgaria                 | Cement Producer                          | -                   | 99,989   | -                   | 99,989   |
| Cementi Crotone S.R.L.                               | Italy                    | Import & Distribution of Cement          | -                   | 100,000  | -                   | 100,000  |
| Fintitan SRL                                         | Italy                    | Import & Distribution of Cement          | 100,000             | -        | 100,000             | -        |
| Separation Technologies Canada Ltd                   | Canada                   | Converter of waste material into fly ash | -                   | 100,000  | -                   | 100,000  |
| Aemos Cement Ltd                                     | Cyprus                   | Investment Holding Company               | 100,000             | -        | 100,000             | -        |
| Alvacim Ltd                                          | Cyprus                   | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Balkan Cement Enterprises Ltd (2)                    | Cyprus                   | Investment Holding Company               | -                   | 100,000  | -                   | -        |
| Balkcem Ltd                                          | Cyprus                   | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| East Cement Trade Ltd                                | Cyprus                   | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Feronia Holding Ltd                                  | Cyprus                   | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Iapetos Ltd                                          | Cyprus                   | Investment Holding Company               | 100,000             | -        | 100,000             | -        |
| KOCEM Limited                                        | Cyprus                   | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Rea Cement Ltd                                       | Cyprus                   | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Themis Holdings Ltd (2)                              | Cyprus                   | Investment Holding Company               | -                   | 100,000  | -                   | 51,006   |
| Titan Cement Cyprus Limited                          | Cyprus                   | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Tithys Ltd                                           | Cyprus                   | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Alexandria Portland Cement Co. S.A.E                 | Egypt                    | Cement Producer                          | -                   | 97,721   | -                   | 97,721   |
| Beni Suef Cement Co.S.A.E.                           | Egypt                    | Cement Producer                          | -                   | 99,886   | -                   | 99,886   |
| Misrieen Titan Trade & Distribution                  | Egypt                    | Cement Silo Operations                   | -                   | 98,943   | -                   | 98,943   |
| Titan Beton & Aggregate Egypt LLC                    | Egypt                    | Quarries & Aggregates                    | -                   | 97,800   | -                   | 97,800   |
| Separation Technologies U.K. Ltd                     | U.K.                     | Converter of waste material into fly ash | -                   | 100,000  | -                   | 100,000  |
| Titan Cement U.K. Ltd                                | U.K.                     | Import & Distribution of Cement          | 100,000             | -        | 100,000             | -        |
| Titan Global Finance PLC                             | U.K.                     | Financial Services                       | 100,000             | -        | 100,000             | -        |
| Alexandria Development Co.Ltd                        | U.K. (Ch. Islands)       | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Titan Egyptian Inv. Ltd                              | U.K. (Ch. Islands)       | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Central Concrete Supermix Inc.                       | U.S.A.                   | Ready Mix                                | -                   | 100,000  | -                   | 100,000  |
| Essex Cement Co. LLC                                 | U.S.A.                   | Trading Company                          | -                   | 100,000  | -                   | 100,000  |
| Markfield America LLC                                | U.S.A.                   | Insurance Company                        | -                   | 100,000  | -                   | 100,000  |
| Mechanicsville Concrete INC.                         | U.S.A.                   | Ready Mix                                | -                   | 100,000  | -                   | 100,000  |
| Metro Redi-Mix LLC                                   | U.S.A.                   | Ready Mix                                | -                   | 100,000  | -                   | 100,000  |
| Miami Valley Ready Mix of Florida LLC                | U.S.A.                   | Ready Mix                                | -                   | 100,000  | -                   | 100,000  |

## 5. Principal subsidiaries, associates and joint ventures

| Subsidiary, associate and joint venture name | Country of incorporation | Nature of business                       | 31/3/2010           |          | 31/12/2009          |          |
|----------------------------------------------|--------------------------|------------------------------------------|---------------------|----------|---------------------|----------|
|                                              |                          |                                          | % of investment (1) |          | % of investment (1) |          |
|                                              |                          |                                          | Direct              | Indirect | Direct              | Indirect |
| Full consolidation method                    |                          |                                          |                     |          |                     |          |
| Pennsuco Cement Co. LLC                      | U.S.A.                   | Cement Producer                          | -                   | 100,000  | -                   | 100,000  |
| Roanoke Cement Co. LLC                       | U.S.A.                   | Cement Producer                          | -                   | 100,000  | -                   | 100,000  |
| S&W Ready Mix Concrete Co. Inc.              | U.S.A.                   | Ready Mix                                | -                   | 100,000  | -                   | 100,000  |
| Separation Technologies LLC                  | U.S.A.                   | Converter of waste material into fly ash | -                   | 100,000  | -                   | 100,000  |
| Standard Concrete LLC                        | U.S.A.                   | Trading Company                          | -                   | 100,000  | -                   | 100,000  |
| Summit Ready-Mix LLC                         | U.S.A.                   | Ready Mix                                | -                   | 100,000  | -                   | 100,000  |
| Tarmac America LLC                           | U.S.A.                   | Cement Producer                          | -                   | 100,000  | -                   | 100,000  |
| Titan Virginia Ready Mix LLC                 | U.S.A.                   | Ready Mix                                | -                   | 100,000  | -                   | 100,000  |
| Titan America LLC                            | U.S.A.                   | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Cementara Kosjeric AD                        | Serbia                   | Cement Producer                          | -                   | 100,000  | -                   | 100,000  |
| Stari Silo Copmany DOO                       | Serbia                   | Trading Company                          | -                   | 100,000  | -                   | 100,000  |
| TCK Montenegro DOO                           | Montenegro               | Trading Company                          | -                   | 100,000  | -                   | 100,000  |
| Cement Plus LTD                              | F.Y.R.O.M                | Trading Company                          | -                   | 61,643   | -                   | 61,643   |
| Geospan Dooel (3)                            | F.Y.R.O.M                | Quarries & Aggregates                    | -                   | 99,989   | -                   | -        |
| Rudmark DOOEL                                | F.Y.R.O.M                | Trading Company                          | -                   | 94,835   | -                   | 94,835   |
| Usje Cementarnica AD                         | F.Y.R.O.M                | Cement Producer                          | -                   | 94,835   | -                   | 94,835   |
| Vesa DOOL                                    | F.Y.R.O.M                | Trading Company                          | -                   | 100,000  | -                   | 100,000  |
| Alba Cemento Italia, SHPK (4)                | Albania                  | Trading Company                          | -                   | 60,000   | -                   | 39,000   |
| Antea Cement SHA                             | Albania                  | Cement Producer                          | -                   | 60,000   | -                   | 60,000   |
| Dancem APS                                   | Denmark                  | Import & Distribution of Cement          | -                   | 100,000  | -                   | 100,000  |
| Aeas Netherlands B.V.                        | Holland                  | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Colombus Properties B.V.                     | Holland                  | Investment Holding Company               | 100,000             | -        | 100,000             | -        |
| Holtitan B.V.                                | Holland                  | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Salentijn Properties1 B.V.                   | Holland                  | Investment Holding Company               | 100,000             | -        | 100,000             | -        |
| Titan Cement Netherlands BV                  | Holland                  | Investment Holding Company               | -                   | 100,000  | -                   | 100,000  |
| Proportionate consolidation method           |                          |                                          |                     |          |                     |          |
| Balkan Cement Enterprises Ltd (2)            | Cyprus                   | Investment Holding Company               | -                   | -        | -                   | 51,006   |
| Adocim Cimento Beton Sanayi ve Ticaret A.S.  | Turkey                   | Cement Producer                          | -                   | 50,000   | -                   | 50,000   |
| Equity consolidation method                  |                          |                                          |                     |          |                     |          |
| Karieri AD                                   | Bulgaria                 | Quarries & Aggregates                    | -                   | 48,711   | -                   | 48,711   |
| Karierni Materiali AD                        | Bulgaria                 | Quarries & Aggregates                    | -                   | 48,764   | -                   | 48,764   |
| Vris OOD (5)                                 | Bulgaria                 | Quarries & Aggregates                    | -                   | 48,764   | -                   | -        |
| Transbeton - Domiki S.A.                     | Greece                   | Ready Mix & Aggregates                   | -                   | 49,900   | -                   | 49,900   |

(1) Percentage of investment represents both percentage of shareholding and percentage of control.

(2) On 28.1.2010 the Group acquired the remaining 48.994% of the subsidiary Themis Holdings Ltd. After this acquisition, the Group now owns 100% stake in Themis Holdings Ltd and 100% stake of Balkan Cement Enterprises Ltd, a subsidiary of the latter. Finally, the Group is incorporated in the consolidated financial statements the company Balkan Cement Enterprises Ltd, with the full consolidation method rather than the proportionate consolidation method, which was incorporated until 28.1.2010.

(3) On 2.2.2010, Group's financial statements incorporated the established company Geospan Dooel, with the full consolidation method.

(4) On 01.03.2010, the Group's subsidiary Antea Cement sh.a. acquired the remaining 35% stake in Alba Cemento sh.pk. After this acquisition the Group now owns 60% of the subsidiary Alba Cemento sh.pk

(5) On 1.1.2010 the Group acquired 48,764% of the Vris OOD, which was included in the Group's financial statements with the equity consolidation method.

## **6. Fiscal years unaudited by the tax authorities**

|                                                 |           |                                             |           |
|-------------------------------------------------|-----------|---------------------------------------------|-----------|
| Titan Cement Company S.A.                       | 2008-2009 | Salentijn Properties1 B.V.                  | 2009      |
| Achaiki Maritime Company                        | 2000-2009 | Titan Cement Cyprus Limited                 | 2006-2009 |
| Aeolian Maritime Company                        | 2000-2009 | KOCEM Limited                               | 2007-2009 |
| Albacem S.A.                                    | 2006-2009 | Fintitan SRL                                | (1)       |
| Arktias S.A.                                    | -         | Colombus Properties B.V.                    | 2007-2009 |
| AVES AFOI Polikandrioti S.A.                    | 2007-2009 | Holtitan B.V.                               | 2007-2009 |
| Dodekanesos Quarries S.A.                       | 2007-2009 | Aeas Netherlands B.V.                       | 2009      |
| Ecobeton S.A.                                   | 2007-2009 | Titan Cement U.K. Ltd                       | (1)       |
| Interbeton Construction Materials S.A.          | 2005-2009 | Separation Technologies U.K. Ltd            | (1)       |
| Intercement S.A.                                | 2007-2009 | <sup>(3)</sup> Titan America LLC            | 2008-2009 |
| Intertitan Trading International S.A.           | 2007-2009 | Separation Technologies Canada Ltd          | 2008-2009 |
| Ionia S.A.                                      | 2007-2009 | Stari Silo Copmany DOO                      | 2008-2009 |
| Lakmos S.A.                                     | 2007-2009 | Cementara Kosjeric AD                       | 2005-2009 |
| Leecem S.A.                                     | 2007-2009 | Adocim Cimento Beton Sanayi ve Ticaret A.S. | 2005-2009 |
| Naftitan S.A.                                   | 2007-2009 | TCK Montenegro DOO                          | 2007-2009 |
| Pozolani S.A.                                   | 2007-2009 | Double W & Co OOD                           | 2007-2009 |
| Porfirion S.A.                                  | 2008-2009 | Granitoid AD                                | 2007-2009 |
| Polikos Maritime Company                        | 2000-2009 | Gravel & Sand PIT AD                        | 2002-2009 |
| Vahou Quarries S.A.                             | 2008-2009 | Trojan Cem EOOD                             | -         |
| Quarries of Tanagra S.A.                        | 2007-2009 | Zlatna Panega Beton EOOD                    | 2002-2009 |
| Gournon Quarries S.A.                           | 2007-2009 | Zlatna Panega Cement AD                     | 2005-2009 |
| Quarries of Tagaradon Community S.A.            | 2009      | Cement Plus LTD                             | 2007-2009 |
| Quarries of Tanagra S.A.                        | 2007-2009 | Geospan Doeel                               | -         |
| Vahou Quarries S.A.                             | -         | Rudmark DOOEL                               | 2006-2009 |
| Sigma Beton S.A.                                | 2007-2009 | Usje Cementarnica AD                        | 2009      |
| Titan Atlantic Cement Industrial and Commercial | 2007-2009 | Titan Cement Netherlands BV                 | 2008-2009 |
| Titan Cement International Trading S.A.         | 2007-2009 | Alba Cemento Italia, SHPK                   | 2008-2009 |
| Aemos Cement Ltd                                | 2004-2009 | Antea Cement SHA                            | 2009      |
| <sup>(2)</sup> Alvacim Ltd                      | 2006-2009 | Alexandria Development Co.Ltd               | (1)       |
| <sup>(2)</sup> Balkcem Ltd                      | 2004-2009 | Alexandria Portland Cement Co. S.A.E        | 2005-2009 |
| Iapetos Ltd                                     | 2003-2009 | Balkan Cement Enterprises Ltd               | 2004-2009 |
| Rea Cement Ltd                                  | 2003-2009 | Beni Suef Cement Co.S.A.E.                  | 2006-2009 |
| Themis Holdings Ltd                             | 2004-2009 | East Cement Trade Ltd                       | 2003-2009 |
| <sup>(2)</sup> Tithys Ltd                       | 2003-2009 | Titan Beton & Aggregate Egypt LLC           | 2008-2009 |
| Feronia Holding Ltd                             | 2006-2009 | Titan Egyptian Inv. Ltd                     | (1)       |
| Vesa DOOL                                       | 2007-2009 | Misrieen Titan Trade & Distribution         | 2005-2009 |

(1) Under special tax status.

(2) The fiscal year of 2007 has been audited.

(3) Companies operating in the U.S., are incorporated in Titan America LLC subgroup (note 5).

**7. Pledge of assets**

The assets of the Company have not been pledged. The assets of the Group have been pledged for the amount of € 54 m. The pledge concerns the Group's joint venture Adocim Cimento Beton Sanayi ve Ticaret A.S. in Turkey and is for the purpose of securing debt of € 36 m.

**8. Number of employees**

Number of employees at the end of the reporting period: Group 5,700 (31.3.2009 6,189), Parent Company 1,015 (31.3.2009 1,065).

**9. Capital expenditure and disposals**

Capital expenditure for the first three months of 2010, not including fixed assets acquired through a business combination and intangibles, amounted to: Group € 18.7 m (31.3.2009 € 52.1 m), Parent Company € 1.5 m (31.3.2009 € 2.0 m). Assets with a net book value of € 0.2 m have been disposed of by the Group during the three months ended 31 March 2010 (31.3.2009: € 0.5 m), resulting in a net gain € 0.3 m (31.3.2009: gain € 1.0 m).

**10. Earnings per share**

Earnings per share have been calculated on the total weighted average number of common and preferred shares, excluding the average number of treasury shares.

**11. Treasury shares**

Pursuant to its Board of Directors resolution dated 12.1.2010, the Company proceeded with the sale through the Athens Stock Exchange of 15,597 treasury common shares between 13.1.2010 and 29.1.2010, representing 0.0185% of the Company's paid up Share Capital, at an average sale price equal to €20.65 per share. The sale of these treasury shares was held within the three year statutory period commencing from the date they were acquired by the Company. The total number of its own shares that the Company holds as at 31.3.2010 is 3,159,616 of aggregate value €91,010 thousand and they have been deducted from the Shareholders Equity of the Group and the Company. The above shares represent 3.74% of the Company's total share capital.

**12. Provisions**

Other provisions' balance (short term and long term) as of 31.3.2010 amount to € 21.8 m. for the Group, and €2.4 m for the Company. There are no material provisions recorded for the unaudited by the tax authorities fiscal years, as well as for litigation issues both for the Group and the Company.

**13. Related party transactions**

Intercompany transactions for the first three months of 2010 and intercompany balances as of 31 March 2010, according to I.A.S. 24 are as follows:

**Company**

Amounts in € thousands

|                                        | Sales of goods & services | Purchases of goods & services | Receivables   | Liabilities    |
|----------------------------------------|---------------------------|-------------------------------|---------------|----------------|
| Achaiki Maritime Co.                   | 3                         | 1.102                         | -             | 6.508          |
| Aeolian Maritime Company               | -                         | 603                           | -             | 1.796          |
| Interbeton Construction Materials S.A. | 12.039                    | 1.724                         | 17.263        | -              |
| Intertitan Trading International S.A.  | 1.666                     | -                             | 416           | -              |
| Ionia S.A.                             | 38                        | 1                             | 93            | -              |
| Ecobeton S.A.                          | 362                       | -                             | 88            | -              |
| Finititan S.r.l.                       | 1.413                     | -                             | 4.176         | -              |
| T.C.U.K. Ltd                           | 516                       | -                             | 1.073         | -              |
| Usje Cementarnica AD                   | 2.547                     | -                             | 2.538         | -              |
| Essex Cement Co. LLC                   | 1.827                     | -                             | 1.302         | -              |
| Antea Cement SHA                       | 4.284                     | -                             | 5.273         | -              |
| Alexandria Portland Cement Co. S.A.E   | 3.727                     | -                             | 986           | -              |
| Titan Global Finance PLC               | -                         | 4.434                         | -             | 629.334        |
| Other affiliates                       | 412                       | 147                           | 1.470         | 820            |
| Other interrelated parties             | -                         | 692                           | -             | 480            |
| Executives and members of the Board    | -                         | -                             | 14            | 475            |
|                                        | <b>28.834</b>             | <b>8.703</b>                  | <b>34.692</b> | <b>639.413</b> |

**Group**

Amounts in € thousands

|                                     | Sales of goods & services | Purchases of goods & services | Receivables | Liabilities |
|-------------------------------------|---------------------------|-------------------------------|-------------|-------------|
| Other interrelated parties          | -                         | 692                           | -           | 480         |
| Executives and members of the Board | -                         | 1.125                         | 14          | 475         |
|                                     | -                         | <b>1.817</b>                  | <b>14</b>   | <b>955</b>  |

#### **14. Significant movements in consolidated balance sheet and profit and loss items**

##### **Group**

The following are significant movements between the periods presented in these consolidated financial statements:

- Group's property, plant and equipment increased by € 76.5 m due to exchange differences arising from the conversion of the Group's tangible assets in foreign currency, because of the devaluation the Euro against other foreign currencies.
- Group's intangible assets increased by € 12.8 m because of the appreciation of the dollar against the Euro.
- The increase in the Group's inventories of € 13.5 million, on the one hand is due to the operation of the Group's new factory in Albania and the operation of the second production line of the factory in Beni Suef, Egypt, and on the other hand in the devaluation of the Euro against the dollar and the Egyptian pound.
- The increase in trade receivables of € 8.7 m reflects the market conditions in the countries that the Group operates.
- The increase in other receivables and prepayments of € 7.7 m is mainly due to an increase of € 3.7 m in fuel advances and an increase of € 1.9 m from the refund of VAT, which arose as a result of the construction period in Albania.
- The total borrowings (long & short term) of the Group increased by € 47.4 m of which € 16 m are related with the depreciation of the Euro against the dollar.
- Group's deferred tax liabilities increased by € 3.0 m because of the appreciation of the dollar against the Euro.
- The decrease in turnover by € 21.9 m is due to the lower sales in geographic segments of North America and Southeast Europe because of the continued recession that affects the construction industry (note 3).
- The increase in other operating income is mainly due to the disposal of Group's assets.

##### **Company**

- The decrease in the inventories by € 5.6 m is mainly due to the reduction in clinker by € 4.3 m, and the decrease of the finished goods inventory amounting to € 1.0 m.
  - The long-term borrowings decreased by € 6.4 m and the short-term borrowing increased by € 14.5 m in addition with an increase in the cash and cash equivalents by € 19.8 m.
  - The gross profit before depreciation increased by € 1.2 m, or 4,7% as a consequence of the increase in the turnover by € 0.6 m or by 0.6% along with the lower cost of sales by € 0.6 m or by 0.9%, despite that the production of clinker was also increased by 185 thousand tones (+25.4%).
  - The increase in the turnover is primarily due to the larger cement-clinker sales volume by 252 thousand tones, or by 23.7%.
- The decrease in finance expenses by € 5.7 m is mainly due to the reduction of the long-term loans' interest.

#### **15. Share based payment**

In 2009, in accordance to the three-year Stock Option Programme (2007 Programme), the Company granted 86,880 share options.

According to the provisions of that Programme, the options granted each year have a maturity period of three years and can be exercised after the completion of the three year maturity period. Each option must be exercised within twelve months from its respective vesting period. If the deadline is exceeded then those particular options will be irrevocably cancelled.

All granted options are conditional on the employee's continued employment throughout the vesting period. The number of shares to be granted each year will be determined as follows:

- 1) One-third of options granted vest based on the financial results of the Company, relative to the yield of the three year Greek Government Bonds.
- 2) One-third of options granted vest based on the Titan Cement's ordinary share performance relative to SMI index during the three year period.
- 3) One-third of options granted vest based on the Titan Cement's ordinary share performance relative to the average performance of the stock of twelve predefined international cement producing companies (Peer Index) during the three year period.

The options granted under the new Programme have been accounted for in terms of the requirements of IFRS 2 "Share based payments".

The fair value of the options granted in 2009 under the Programme of 2007, determined using the 2-dimensional Black-Scholes valuation model, was €8.41 per option. The significant inputs used in the application of the valuation model were share price at the grant date of €20.60, the standard deviation of the share price of 36.71%, the dividend yield of 2.07% and the average annual yield of the three-year Greek Government Bonds of 3.649%.

**16. Contingencies and Commitments****Contingent liabilities***(all amounts in Euro thousands)*

Guarantees to third parties on behalf of subsidiaries  
 Bank guarantee letters  
 Other

|  | Group         |               | Company        |                |
|--|---------------|---------------|----------------|----------------|
|  | 31/3/2010     | 31/12/2009    | 31/3/2010      | 31/12/2009     |
|  | -             | -             | 892.237        | 832.038        |
|  | 70.547        | 68.515        | 25.255         | 25.103         |
|  | 21.001        | 14.718        | 3.136          | 3.020          |
|  | <b>91.548</b> | <b>83.233</b> | <b>920.628</b> | <b>860.161</b> |

*Lake Belt*

The U.S. Army Corps of Engineers (ACE) published on February 1, 2010 a Record of Decision (ROD) that paved the way for new mining permits in the Lake Belt area of Miami-Dade, Florida.

The ROD pertained to nine ACE permit applications held by several companies, including Group's subsidiary, Tarmac America.

The ROD marked the conclusion of a 3-year process, following a Federal-Court-mandated Supplemental Environmental Impact Study (SEIS), which was issued for public comment in May 2009 and addresses the issues raised by the District and subsequent Appellate Court decisions (note 17).

*Florida class action litigation*

A number of ready-mix concrete and construction companies filed class action lawsuits in the United States District Court for the Southern District of Florida (the "District Court") alleging certain antitrust violations made by cement and ready mix concrete companies in the State of Florida.

These lawsuits were consolidated in two complaints which were filed with the District Court naming as defendants eight building materials companies in Florida, including the Company's subsidiary, Tarmac America LLC.

Tarmac America LLC refuses the plaintiffs' allegations, and intends to defend the case vigorously.

There are no other litigation matters which may have a material impact on the financial position of the Company and the Group.

*Business combinations*

On 23.3.2010, the Group announced the signing of agreements between the Group and the International Finance Corporation (IFC) providing for an € 80 million equity investment by IFC in Titan's subsidiary in Egypt "Alexandria Portland Cement Company S.A.E." (APCC), which will acquire first the control of the company "Beni Suf Cement Co.SAE" (BSCC), at an enterprise value of € 650 million.

The IFC will hold a minority stake of approximately 16% Titan's Egyptian total operations.

On 8.1.2010 and 28.1.2010 the Group signed agreements to acquire the control of Terret Enterprises Ltd and Sharr Beteiligungs GmbH respectively. The companies will be incorporate in the consolidated financial statements of the Group in the second quarter of 2010.

*CO2 emissions*

Given the reduced demand resulting from the underlying economic crisis, it is estimated that the Group's production levels will not be constrained by the allocation of carbon dioxide emissions allowances for the period 2008-2012.

*Put option in Antea*

The Group has granted to non controlling interest shareholders, European Bank for Reconstruction and Development (EBRD) and International Finance Corporation (IFC) the option to have the Group to purchase their shares in ANTEA Cement SHA at predetermined conditions. On 31.3.2010 the put option's fair value recognized as liability is € 20 million.

*Contingent tax liability*

The financial years, referred to in note 6, have not been audited by the tax authorities and therefore the tax obligations of the Company and its subsidiaries for those years have not yet been finalized.

Other than the items referred to in the preceding paragraph, it is not anticipated that any material contingent liabilities will arise.

**Contingent assets***(all amounts in Euro thousands)*

Bank guarantee letters

|  | Group     |            | Company   |            |
|--|-----------|------------|-----------|------------|
|  | 31/3/2010 | 31/12/2009 | 31/3/2010 | 31/12/2009 |
|  | 15.881    | 14.808     | 15.881    | 14.808     |

**Commitments***Capital commitments*

On July 25, 2007 Antea Cement Sh.A., a Titan Group subsidiary in Albania, entered into a commitment to construct a new cement plant in Kruje, Albania. The total project cost is estimated at € 170 m. The amount of € 163 m has been invested as of 31.03.2010.

Capital commitments contracted for at the balance sheet date but not recognized in the financial statements is as follows:

*(all amounts in Euro thousands)*

Property, plant and equipment

|  | Group     |            | Company   |            |
|--|-----------|------------|-----------|------------|
|  | 31/3/2010 | 31/12/2009 | 31/3/2010 | 31/12/2009 |
|  | 25.601    | 37.663     | 12.190    | 12.872     |

**17. Events after the Balance Sheet date**

Based on the Record of Decision (ROD) published on February 1, 2010, the U.S. Army Corps of Engineers (ACE) issued to Tarmac America in April 2010 a new permit with a tenure of 20 years, which provides specific requirements for operating the mine in the Lake Belt area.

The new permit removes a source of uncertainty and allows the Group a long term focus on operating excellence and environmental stewardship.

Pursuant to its Board of Directors resolution dated 26.4.2010, the company intends to sell, between 27.4.2010 and 30.7.2010, 22,000 treasury common shares, representing 0.026% of the Company's paid up Share Capital, at a minimum sale price equal to the nominal value of each Company share, i.e. 4 Euro per share. The above treasury stock sales will be effected, in view of the completion of the three year period from the date of their respective purchases. Between 6.5.2010 and 17.4.2010 of the Company sold 10,700 treasury common shares, at an average sale price equal to € 19.12 per share. The total number of its own shares that the Company holds as at 17.5.2010 is 3,148,916 of aggregate value € 90,577 thousand and they have been deducted from the Shareholders Equity of the Group and the Company. The above shares represent 3.72% of the Company's total share capital.

According to the Law 3845/2010 (that was issued on 6.5.2010), a social responsibility tax was imposed on Greek companies that had profit above € 100 thousand for the fiscal year of 2009. The total charge amounted to €7.9 m for the Group and the Company.

**18. Reclassifications**

The income statement account "finance income" decreased by the amount of € 2,138 thousand for the Group and the Company, which was reclassified to "other income" in the Income Statement for the period 31 March 2009.

**19. Principal exchange rates**

| <b>Balance sheet</b> | <b>31/03/2010</b> | <b>31/12/2009</b> | <b>31/3/2010 vs 31/12/2009</b> |
|----------------------|-------------------|-------------------|--------------------------------|
| €1 = USD             | 1,35              | 1,44              | -6,4%                          |
| €1 = EGP             | 7,42              | 7,90              | -6,1%                          |
| €1 = TRY             | 2,05              | 2,15              | -4,8%                          |
| 1USD=EGP             | 5,51              | 5,44              | 1,2%                           |
| €1 = RSD             | 99,76             | 95,89             | 4,0%                           |
| 1USD = JPY           | 93,43             | 92,43             | 1,1%                           |

  

| <b>Profit and loss</b> | <b>Ave 3M 2010</b> | <b>Ave 3M 2009</b> | <b>Ave 3M 2010 vs 3M 2009</b> |
|------------------------|--------------------|--------------------|-------------------------------|
| €1 = USD               | 1,36               | 1,29               | 5,0%                          |
| €1 = EGP               | 7,44               | 7,23               | 3,0%                          |
| €1 = TRY               | 2,08               | 2,16               | -3,8%                         |
| 1USD=EGP               | 5,49               | 5,59               | -1,9%                         |
| €1 = RSD               | 99,71              | 94,23              | 5,8%                          |
| 1USD = JPY             | 90,96              | 95,25              | -4,5%                         |