

**TITAN CEMENT COMPANY S.A.**  
**INVITATION TO A SEPARATE GENERAL MEETING OF**  
**PREFERRED SHAREHOLDERS**  
**(General Commercial Registry Number: 224301000)**

Pursuant to article 4 paragraph 5 of Codified Law 2190/1920 and the Articles of Association and by virtue of resolution dated 22.3.2017 of the Board of Directors, the Shareholders of TITAN CEMENT COMPANY S.A ( the Company), holders of preferred shares ( Preferred Shareholders), are hereby invited to a Separate General Meeting to be held on **Friday, May 12, 2017 at 15:30** hours, at the **DIVANI CARAVEL HOTEL** ( 2 Vas. Alexandrou Street), Athens.

In case the quorum required by the law and the Articles of Association for the adoption of decision on the item of the Agenda is not achieved, the Preferred Shareholders are hereby invited (without publication of new invitation) to a First Repeat Separate General Meeting to be held **on Friday, May 26, 2017, at 14:00** hours in the headquarters of the Company, at 22a Halkidos Street, 11143 Athens.

**AGENDA**

Approval of reduction of the share capital of the Company by the amount of 84,632,528 euros, with the purpose of capital return to the shareholders, through reduction of the nominal value of each share by one ( 1) euro , namely from nominal value of four (4) euros to nominal value of three (3) euros – Approval of the consequent amendment of Article 5 of the Articles of Association of the Company on Share Capital

**Right to attend the General Meeting**

All Preferred Shareholders are entitled to participate in the Separate General Meeting of Preferred Shareholders, provided they are registered as preferred shareholders of the Company in the electronic registry of the Hellenic Exchange – Athens Stock Exchange S.A. (“ATHEX”) on **May 7, 2017**, i.e. at the beginning of the fifth day prior to the date of the Separate General Meeting (“Record Date”),

Similarly, in the case of a First Repeat Separate General Meeting, all Preferred Shareholders, will be entitled to participate, provided they are registered as preferred shareholders in the electronic registry of ATHEX on **May 22, 2017**, i.e. at the beginning of the fourth day prior to the date of the First Repeat Separate General Meeting (“Record Date of the First Repeat Separate General Meeting”).

The shareholder status both on the Record Date and on the Record Date of the First Repeat Separate General Meeting will be verified through the direct electronic linkup of the Company with the records of ATHEX.

Please note that the participation in the Separate General Meeting and the First Repeat Separate General Meeting of Preferred Shareholders does not require the blocking of shares or any other procedure restricting the selling or transferring of shares during the period

between the Record Date or the Record Date of the First Repeat Separate General Meeting and the date of the relevant Separate General Meeting.

### **Procedure for the exercise of voting rights through proxies**

Preferred Shareholders who are entitled to participate in the Separate General Meeting may vote either in person or by proxy. Each Preferred Shareholder may appoint up to three (3) proxies. Legal entities may participate in the Separate General Meeting by appointing up to three (3) natural persons as their proxies.

Forms for appointment of proxies are available on the Company's website [www.titan-cement.com](http://www.titan-cement.com) and in the Company's Head offices, at 22A Halkidos Street, Athens (Shareholders' Services Department). These forms, completed and signed, must be submitted to the Company's Head offices, 22A Halkidos Street, Athens (Shareholders' Services Department) at least three (3) days prior to the date of the Separate General Meeting, i.e. until Tuesday, **May 9, 2017** and in case of a First Repeat Separate General Meeting until **May 23, 2017** at the latest. Moreover, Preferred Shareholders may within the aforesaid deadlines submit their forms for the appointment of proxies to the Shareholders' Services Department by email at the address: [kalesin@titan.gr](mailto:kalesin@titan.gr) or by fax to the number: 0030 210 2583030.

A proxy who acts for more than one shareholder may vote differently for each shareholder. If a shareholder holds preferred shares, which appear in more than one securities' account, the shareholder may appoint different proxies for the shares which appear in each securities' account.

Preferred Shareholders may appoint a proxy for one or for more separate general meetings that will take place within a certain period of time.

The proxy votes in accordance with the shareholder's instructions, if any, and is required to retain his voting instructions for at least one (1) year after the submission of the minutes of the Separate General Meeting to the competent authority or, in case of decision that requires publication, after its registration with the General Commercial Registry ( G.E.MI.).

Before the commencement of the Separate General Meeting, the proxy is obliged to disclose to the Company any specific fact, which might be useful to the shareholders, in their assessment of the risk of the proxy serving interests other than their own. Conflict of interest may arise in particular in cases where the proxy: a) is a controlling shareholder of the Company or is a legal person or entity controlled by such shareholder; b) is a member of the Board of Directors or in general of the management of the Company or of a controlling shareholder, or of another legal person or entity controlled by such shareholder; c) is an employee or an auditor of the Company or of a controlling shareholder, or of another legal person or entity controlled by a controlling shareholder; d) is a spouse or a first degree relative of a natural person referred to in cases a to c above.

### **Minority Rights**

According to article 26, paragraph 2b, of Codified Law 2190/1920, all shareholders are hereby informed that, inter alia, they have the following rights provided for in article 39 paragraphs 2, 2a, 4 and 5, of Codified Law 2190/20:

a. At the request of shareholders representing 1/20 of the paid-up preferred share capital, the Board of Directors is obliged to include additional items in the agenda of the Separate General Meeting, provided that the relevant request is received by the Board of Directors at least 15 days prior to the date of the Separate General Meeting, i.e. until April 27, 2017. The request to have additional items included in the agenda must be accompanied by a justification or by a draft decision to be adopted by the Separate General Meeting. The revised agenda must be published in the same manner as the previous agenda, 13 days before the date of the Separate General Meeting, i.e. until April 29, 2017 and at the same time must be also made available to shareholders on the Company's website, along with the justification or the draft decision submitted by the shareholders.

b. At the request of shareholders representing 1/20 of the paid-up preferred share capital, at least 6 days before the date of the Separate General Meeting, i.e. until May 6, 2017, the Board of Directors is obliged to provide to shareholders drafts of decisions on the items, which have been included in the initial or revised agenda, provided that a request to that effect is received by the Board of Directors at least 7 days before the date of the Separate General Meeting, i.e. until May 5, 2017.

c. Following a request submitted by any shareholder to the Company at least 5 full days prior to the Separate General Meeting, i.e. until May 6, 2017, the Board of Directors is obliged to provide to the Separate General Meeting the requested specific information on the Company's affairs, to the extent that this may be useful for the assessment of the items on the agenda. The Board of Directors may provide a single response to shareholders' requests with the same content. The obligation to provide information does not apply in the event that the information requested is already available on the Company's website, especially in the form of questions and answers.

d. At the request of shareholders representing 1/20 of the paid-up preferred share capital, submitted at least 5 full days prior to the Separate General Meeting, i.e. until May 6, 2017, the Board of Directors is obliged to announce to the Separate General Meeting the amounts that have been paid during the last two years to each member of the Board of Directors or to the Company's managers, as well as any benefits that were granted to them for any reason or on the basis of their contract with the Company.

e. At the request of shareholders representing 1/5 of the paid-up preferred share capital, submitted to the Company at least 5 full days prior to the Separate General Meeting, i.e. until May 6, 2017, the Board of Directors is obliged to provide to the Separate General Meeting information on the course of the corporate affairs and the state of the Company's assets.

Respective deadlines also apply in the event of a Repeat Separate General Meeting in relation to the exercise of the rights of minority shareholders.

In all above cases, the requesting Preferred Shareholders must demonstrate their status as preferred shareholders, as well as the number of shares they hold, at the time of exercise of their right. The shareholder's status is certified through online connection with ATHEX.

#### **Available documents and information**



The present invitation, any documents to be submitted to the Separate General Meeting, the draft resolutions for the items of the agenda, the proxy forms and any other information as stipulated in Article 27, paragraph 3, of Law 2190/1920, are available at the Company's website [www.titan-cement.com](http://www.titan-cement.com). Furthermore, shareholders may receive hard copies of the aforementioned documents by the Shareholders' Services Department (22A Halkidos Street, Athens, tel. 0030 210 2591257).

Athens, 22<sup>nd</sup> March 2017  
THE BOARD OF DIRECTORS