

PRESS RELEASE OF SIDMA S.A. - STEEL PRODUCTS

Athens - October 14, 2015

Summary of the Draft Merger Agreement between SIDMA S.A. and the subsidiary PANELCO S.A.

On 14.10.2015, the Boards of Directors of the following companies:

A) **"SIDMA S.A. - STEEL PRODUCTS"** with GCR 361801000 and S.A. Register Number 7946/06/B/86/2 (henceforth the "Absorbing Company") and

B) **«PANELCO S.A. - METAL COMPOSITE PANELS & CONSTRUCTION ELEMENTS"** with GCR 4352001000 and S.A. Register Number 47257/01AT/B/00/091(2009) (henceforth the "Absorbed Company")

announce that the afore-mentioned companies will merge through absorption of the latter by the former and disclose the summary of the draft merger agreement dated 14.10.2015.

The merger will take place according to the provisions of articles 68 paragraph 2, 69-77a of Codified Law 2190/1920 and 1-5 of Law 2166/1993, as applicable, and it will take effect through consolidation of the Assets and Liabilities of the merging companies, since the assets of the Absorbed Company, as shown in its Transformation Balance Sheet dated **30.06.2015**, will be transferred as balance sheet items of the Absorbing Company.

The share capital of the Absorbing Company currently amounts to thirteen million five hundred thousand Euros (€ 13,500,000.00), divided into ten million (10,000,000.00) ordinary registered shares with a nominal value of one Euro and thirty-five cents (€ 1.35) each.

The share capital of the Absorbed Company currently amounts to four million two hundred thousand Euros (€ 4,200,000.00) divided into four hundred twenty thousand (420,000) ordinary registered shares with a nominal value of ten Euros (€ 10) each.

The Absorbing Company currently holds three hundred ninety-four thousand eight hundred (394,800) shares of the Absorbed Company, corresponding to a nominal value of three million nine hundred forty-eight thousand Euros (€ 3,948,000.00) of the share capital of the Absorbed Company and these shares can not be exchanged with shares of the Absorbing Company, in accordance with article 75 paragraph 4 of CL 2190/1920.

According to article 2 paragraph 2 of Law 2166/93, in conjunction with article 75 paragraph 4 of CL 2190/1920, the Share Capital of the Absorbing Company will increase in total by the amount of two hundred fifty-two thousand Euros and forty-five cents (€ 252,000.45), as follows: **a)** by the amount of two hundred fifty-two thousand Euros (€ 252,000.00), corresponding to the amount contributed by the above share capital of the Absorbed Company not held by the Absorbing Company and **b)** by the amount of 45 Euro cents (€ 0.45) through capitalization of reserves from the Reserves of the company << **Share Premium** >>, for rounding purposes.

As a result of the above and following the Merger, the Share Capital of the Absorbing Company will amount to the total sum of thirteen million seven hundred fifty-two thousand Euros and forty-five cents (€ 13,752,000.45), divided into ten million one hundred eighty-six thousand six hundred sixty-seven (10,186,667) ordinary registered shares with a nominal value of one Euro and thirty-five cents (€ 1.35) each.

The final decision of the merger will be taken by the Extraordinary General Meetings of the shareholders of the *Merging Companies* in accordance with article 72 of CL 2190/20.

Following the completion of the merger, all shares of the Merged Companies will be cancelled and new shares will be issued for the above total share capital. The new shares will be exchanged with the shares held by the shareholders of the Merging Companies who qualify for shares, in accordance with the numerical relationships below.

According to the provisions of CL 2190/20 and Law 2166/93 and pursuant to the above, the following numerical relationship is found to be a **fair and reasonable exchange ratio** between the Absorbed Company shares and the Absorbing Company shares:

A) For the shareholders of the Absorbed Company "PANELCO S.A. - METAL COMPOSITE PANELS & CONSTRUCTION ELEMENTS": Each shareholder of the Absorbed Company will exchange **0.2280947187966680 old shares** of the Absorbed Company with **one (1.00) new share** of the Absorbing Company, to be issued due to the Merger. Namely, the shareholders of the Absorbed Company will receive a total of one hundred ten thousand four hundred eighty (110,480) new shares of the Absorbing Company with the exchange of twenty-five thousand two hundred (25,200) old shares of the Absorbed Company, i.e. 1.085% of the total post-Merger share capital of the Absorbing Company.

B) For the shareholders of the Absorbing Company "SIDMA S.A. - STEEL PRODUCTS": Each shareholder of the Absorbing Company will exchange each **0.9924389469327960 old share** of the Absorbing Company with **one (1.00) new share** of the Absorbing Company. Namely, the shareholders of the Absorbing Company will receive a total of ten million seventy-six thousand one hundred eighty-seven (10,076,187) new shares of the Absorbing Company with the exchange of a total of ten million (10,000,000) old shares of the Absorbing Company, i.e. 98.915% of the total post-Merger share capital of the Absorbing Company.

The Board of Directors of the Absorbing Company will determine the fate of any fractional shares that may arise from this merger and always in accordance with the applicable provisions of law.

All actions taken by the Absorbed Company after 30/06/2015, the date on which under article 2 paragraph 6 of Law 2166/93 its Transformation Balance Sheet was compiled, are deemed to be conducted on behalf of the Absorbing Company, into the books of which the relevant sums are transferred through a centralised record from and via the registration of the authorisation decision of the Merger in the Registry of Sociétés Anonymes.

Upon completion of the merger, the Absorbing Company is automatically substituted without any further formalities in accordance with Law in all rights, legal relationships and obligations of the Absorbed Company and this transfer shall be treated as universal succession. Any trials of the Absorbed Company will be continued by the Absorbing Company needless of further formalities, considering that there is no forced stay of proceedings following the Merger.

Upon completion of the merger, the Absorbed Company is considered interrupted in accordance with Law, forfeiting its legal personality with no requirement for liquidation, while its shares confer no other right to their holders than the right to exchange them with the new shares of the Absorbing Company.