



Finance for
dynamic business
Member of **PKF**

Report of the common expert on the cross-border merger by absorption of the Greek company SIDENOR HOLDINGS SA by the Belgian company VIOHALCO SA
in accordance with article 772/9 of the Belgian Companies Code and article 6 of the Greek law 3777/2009

26 May 2015



To the shareholders of:
VIOHALCO SA
30 avenue Marnix
1000 Brussels

SIDENOR HOLDINGS SA
2-4 avenue Mesogeion
11527 Athens
Greece

Report of the common expert on the cross-border merger by absorption of the Greek company SIDENOR HOLDINGS SA by the Belgian company VIOHALCO SA.

Dear shareholders,

We enclose our report regarding the cross-border merger by absorption of the Greek company SIDENOR HOLDINGS SA (hereinafter "Sidenor") by the Belgian company VIOHALCO SA (hereinafter "Viohalco") in accordance with the terms of the job arrangement letter dated April 30, 2015 (the "Contract").

We accept no responsibility for matters not covered by the report or omitted due to the scope restriction.

Yours faithfully,

A handwritten signature in blue ink, appearing to be 'Alain Bolssens', written over a horizontal line.

VMB Bedrijfsrevisoren CVBA
Represented by Alain Bolssens
Certified Public Auditor

Table of Contents



1	INTRODUCTION	4
2	VALUATION METHODOLOGY AND APPROACH	14
3	VALUATION RESULTS	20
4	EXCHANGE RATIO OF THE SHARES	26
5	CONCLUSION	28
6	ANNEXES	31



1

Introduction

PKF

Introduction



Description of the engagement

In accordance with article 772/9 of the Belgian Companies Code and article 6 of the Greek Law 3777/2009, we have been appointed by the President of the Commercial Court of Brussels at the request of the Boards of Directors of Viohalco and Sidenor in order to establish a common report on the common draft terms of the cross-border merger prepared by the Boards of Directors of the merging companies.

Introduction



Reports of the Boards of Directors

In accordance with article 772/8 of the Belgian Companies Code and Article 5 of the Greek Law 3777/2009, the Boards of Directors of each company will issue a report to its respective shareholders. This report will explain and justify, from a legal and economic point of view, the terms, conditions and consequences of the merger, the methods used for the determination of the exchange ratio of the shares, the relative importance that is given to these methods, the values determined by each method, the difficulties encountered and the proposed exchange ratio.

Introduction



Transaction Rationale

On April 29, 2015 the Boards of Directors of the Belgian company Viohalco and the Greek company Sidenor, both holding companies with no production activity, elected the merger of the two companies as the most appropriate technical solution for strengthening the capital structure of the steel producing companies and plants of Sidenor located in Greece, and for securing ongoing support through better access to the international capital and money markets, that such streamlined corporate structure will help ensure.

More specifically, the two Boards of Directors decided:

- 1) to initiate the procedure for the cross-border merger by absorption of Sidenor by Viohalco;
- 2) to set December 31, 2014 as the transformation balance sheet date;
- 3) to proceed with the joint draft terms of cross-border merger and the relevant reports of the Boards of Directors on the cross border merger, and set the proposed share exchange ratio;
- 4) to jointly apply to the President of the Brussels Commercial Court for the appointment of VMB Bedrijfsrevisoren CVBA represented by Alain Bolissens to draw up the report required by art.6 of Greek law 3777/2009 and art. 772/9 of the Belgian Companies Code and;
- 5) to proceed with all actions and notifications required by law.

The share exchange ratio was set in the Common Draft Terms of the Cross Border Merger at 2,28000002656172:1, i.e. Sidenor shareholders will exchange 2,28000002656172 Sidenor shares for one (1) Viohalco share.

Introduction



Identification of the companies involved in the merger

1. Absorbing company

- Official seat: the registered address of the Belgian limited liability company VIOHALCO SA is 30 Avenue Marnix, 1000 Brussels, Belgium. The company's registered number is BE 0534.941.439.
- History: VIOHALCO SA was incorporated as Erasmus International SA by notarial deed in front of notary Sophie Maquet in Brussels on May 31st 2013, and was published in the annexes of the official Belgian state gazette on June 14th 2013.

2. Company to be absorbed

- Official seat: SIDENOR HOLDINGS SA is a limited liability company by shares (*Ανώνυμος Εταιρία*) incorporated under Greek law, with registered office at 2-4 Mesogeion Ave., Pyrgos Athinon, Building B, 11527 Athens, Greece and registered in the General Commercial Registry (G.E.M.I.) under number 285901000.

Introduction



Group Structure

Viohalco, a publicly traded company (Euronext Brussels and Athens Exchange: VIO) based in Brussels, Belgium is a holding company having participations in:

- Three major industrials groups: Elval, Sidenor and Halcor which operate respectively in the production of aluminum, steel and copper. The group has production facilities in Greece, Bulgaria, Romania, Russia, FYROM and the United Kingdom;
- Noval, a group of companies managing a portfolio of real estate assets;
- Alcomet and Diatour which have holding interests in a number of other companies, including Elval, Sidenor, Halcor, etc;
- A number of less significant companies;
- Other non-operational real estate assets.

Sidenor is a holding company publicly traded on the Athens Stock Exchange. It is based in Greece and has participations in Sidenor Industrial, Corinth Pipeworks, Sovel, Stomana Industry as well as a number of companies being less significant in size.

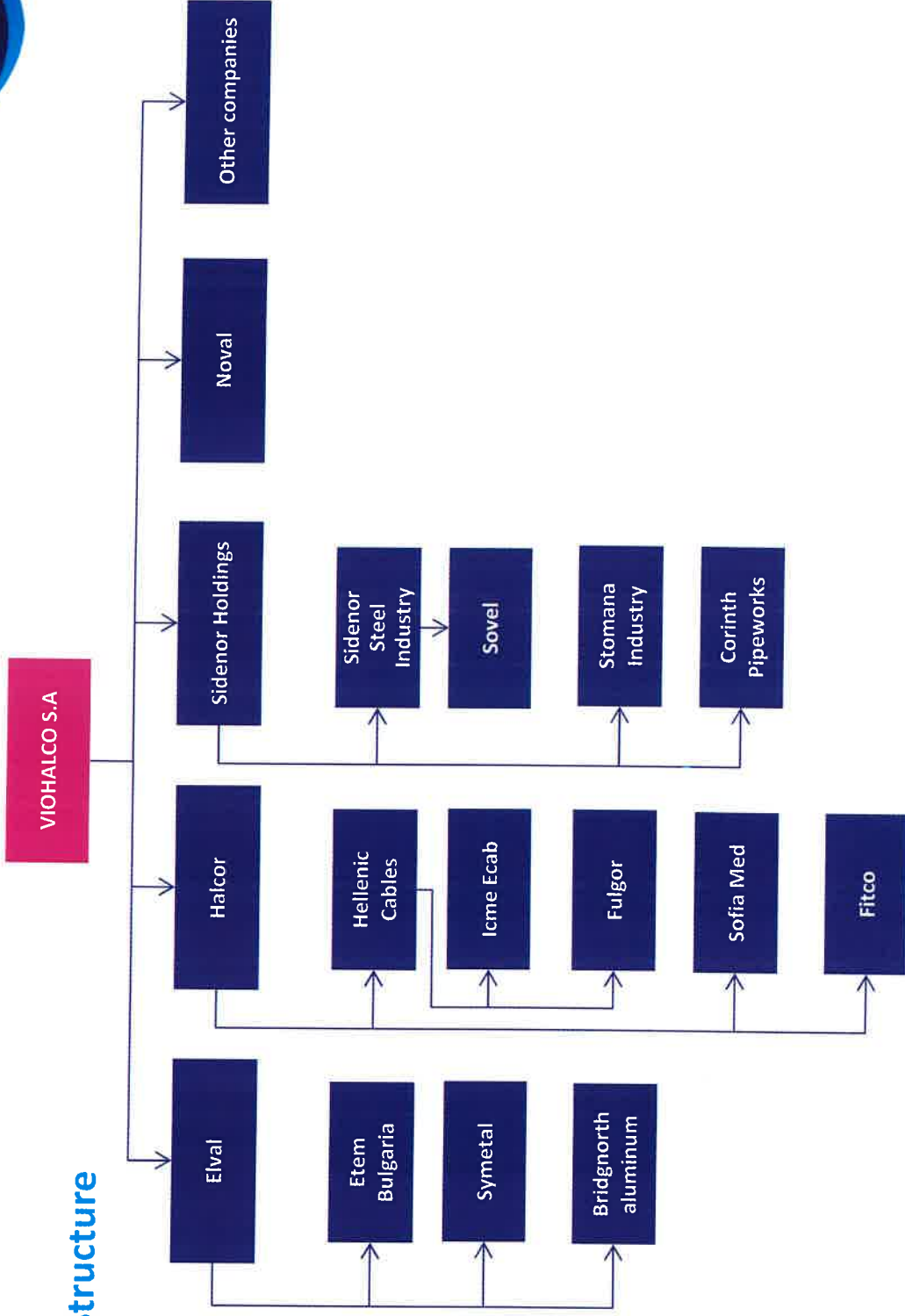
Elval, Halcor, Hellenic Cables, Sidenor and Corinth Pipeworks are listed on the Athens Stock Exchange.

The table on the next page provides an overview of Viohalco's main participations per sector of activity as per December 31, 2014. The direct holding percentages of all group companies are included in the annexes of this report.

Introduction



Group Structure



- Aluminum sector
- Copper & Cable sector
- Steel & Steel pipes sector
- Real estate development & other services sector

(*) Elval business units



Introduction



Value of assets and liabilities

In accordance with article 71 of the Greek Law 2190/1920 the value of the assets and liabilities contributed by Sidenor to Viohalco based on the statutory financial statements of Sidenor on December 31, 2014 are as follows:

As received by the management of the Company	31/12/2013	31/12/2014	Balance sheet	31/12/2013	31/12/2014
Total non current assets	176.354.414	177.397.984	Total equity	182.300.927	180.666.507
Land & Buildings	1.193.986	1.181.575	Share capital	39.460.002	39.460.002
Machinery	9.427	7.908	Share premium	120.406.136	120.406.136
Other tangible assets	35.440	32.051	Other reserves	46.354.156	46.354.156
Investments in property	28.238.903	27.850.810	Retained earnings	-23.919.367	-25.553.787
Investments in subsidiaries	143.651.857	145.243.932	Total non current liabilities	2.355.322	2.306.797
Other receivables	3.224.801	3.081.708	Deferred tax liabilities	2.316.335	2.245.585
			Retirement benefit obligations	38.987	61.212
Total current assets	9.671.691	8.466.520	Total current liabilities	1.369.857	2.891.202
Inventories	3.844.579	3.634.557	Trade and other payables	1.368.990	2.890.336
Trade and other receivables	4.575.748	4.412.555	Other current liabilities	867	867
Cash and cash equivalents	1.251.364	419.408			
Total assets	186.026.106	185.864.506	Total equity and liabilities	186.026.106	185.864.506

On the basis of these statutory financial statements as at December 31, 2014 the value of the net total property contributed to the absorbing company is as follows:

Total assets	185.864.506
Total liabilities	5.197.999
Net assets	180.666.507

Introduction



Sources of information

For the preparation of this report, we took into account following documents and information:

- The approved business plans and long term financial projections of the companies in which Viohalco holds participations, including Sidenor and the companies in which it holds participations, which were provided to VMB Bedrijfsrevisoren CVBA by the management of the companies.
- Company presentations of Viohalco and Sidenor that were available on their websites.
- Data and information that was collected through discussions with senior management of the companies.
- The valuations reports of April 29, 2015 prepared by RSM Greece SA on behalf of Viohalco and Sidenor.
- Stock price information.
- Other macroeconomic figures sourced from commonly used databases for valuation purposes.
- Real estate valuation reports.

Introduction



Work performed

This report is given on the common draft terms of the cross-border merger, in accordance with article 772/9 of the Belgian Companies Code and article 6 of Greek Law 3777/2009 in conjunction with article 71 from the Greek Law 2190/1920.

For the purpose of this report, we have examined the common draft terms dated May 11, 2015 issued by the Boards of Directors of the Companies involved in the merger. We ensured that the information provided allows the extraordinary meeting of shareholders of each company to decide in full knowledge of the facts and to determine to which extent the exchange ratios of the shares are relevant and reasonable from the point of view of the respective shareholders.

Our work was conducted in accordance with auditing standards of the Institute of Belgian Auditors for the control of mergers of companies. The administrative and accounting organization of the companies concerned have allowed us to form an opinion on the quality of financial statements used as a basis for the valuation.

The consolidated financial statements as at December 31, 2014 of Viohalco were audited by the statutory auditor, KPMG Bedrijfsrevisoren represented by Mr. Benoit Van Roost. KPMG Bedrijfsrevisoren has issued an unqualified opinion.

The consolidated financial statements as at December 31, 2014 of Sidenor were audited by PWC represented by Mr. Konstantinos Michalatos, certified public accountant in Greece. PWC has issued an unqualified opinion.

We conducted the following work:

- a. we verified independently the valuations made in the Common Draft Terms of the Cross-Border Merger (article 71 § 1 of the Greek Law 2190/1920) and
- b. we verified that the valuation methods used and described in the Common Draft Terms of the Cross-Border Merger are generally accepted, consistently applied and appropriate for the circumstances of the merger (article 71 and 9 of Greek Law 2190/1920) and article 772 of the Belgian Companies Code).

The Boards of Directors of the companies involved have always responded clearly to our requests for explanations and information. We did not encounter any particular difficulties in carrying out our mission.

2

Valuation methodology and approach

Valuation



Methodology and approach

Basis of valuation

The valuation has been prepared on the basis of "Market Value" and values 100% of the shares of the Viohalco Group and Sidenor.

The generally accepted definition of "Market Value" is the price for which a company or business (on a standalone basis) would change hands between a normal willing but not compelled seller and a normal willing but not compelled buyer in an open market.

Valuation methodology

The "Market Value" is generally derived by applying one or more of the following valuation methodologies:

- Discounted Cash Flow (DCF)
- Market Multiples Method
- The Adjusted Net Asset Method
- Stock market analysis

1. Discounted Cash Flow

The discounted cash flow method (DCF) is a valuation method that discounts the projected free cash flows (FCF) generated by the operations, irrespective of the company's financial structure (i.e. remuneration of the shareholders and financial debt providers). The cash flows are projected over a specific period in time (hereinafter the "Forecast Period") taking into account the predictability (risk) of the cash flows over time.

- At the end of the Forecast Period, the perpetual value of the company or business is calculated.

- The free cash flows are discounted using the Weighted Average Cost of Capital (WACC). The WACC is computed using returns by the providers of equity and financial debt (interest bearing). In calculating the WACC, the rate required by the providers of external finance is taken on a net of tax basis. This reflects the fact that the interest paid is tax deductible and compensates for the fact that the tax (on operating income) as deducted from the free cash flow is higher than the actual tax payable by the company on its net taxable income.

- Through the DCF methodology, the Enterprise Value is obtained by summing up the discounted future free cash flows and the perpetual value.

- The free cash flows to be discounted are the future operational free cash flows computed as follows:

$$\begin{array}{r} \text{Earnings before Interest \& Taxes (EBIT)} \\ - \text{ Adjusted Taxes on operating result} \\ + \text{ Depreciation} \\ - \text{ CAPEX} \\ \hline \pm \text{ Change in working capital} \\ \hline \text{Free Cash Flow (FCF)} \end{array}$$

- One basic feature of the DCF method is that it is based on future cash flows that are generally not known as of the date of valuation and therefore need to be estimated. In order to be able to apply this valuation method, a business plan needs to be available in the company.

Valuation



Methodology and approach

- The equity value of the company or the value of the total shares also reflect the net financial debt (debt minus cash), as well as the fair value of the investments in affiliates.
- From a theoretical point of view, practitioners consider the DCF valuation method as a real standard.
- 2. Market Multiples Method
 - Under the second method, the value of a company is calculated as a multiple of a selected parameter. The most frequently used parameter is earnings (price/earnings ratio). Other parameters are based on cash flow, turnover, number of people, ... The multiple is derived from market data (listed companies) or from data captured from recent transactions of similar privately held companies.
 - Although regularly applied, the multiple method has two main disadvantages:
 - The multiple may not be available: the company to value may not be fully comparable to the listed peers because of differences in size, operations, cost structure, geographical scope, etc; or no information about recent transactions of similar non listed companies might be available.
 - The method uses historical or prospective data. Therefore, the method should not be applied to a company which has prospects that are different from the other companies that make up the benchmark group from which the multiples are derived.

Valuation



Methodology and approach

3. The Adjusted Net Asset Method

- The adjusted net asset value corresponds to the net equity resulting from the total value of the individual assets less the provisions and liabilities. In this exercise, all these elements have to be assessed at their market value and not at their book value. This calculation results in an adjusted value of the company's equity. The adjusted net asset value is generally considered as a minimum threshold.

- The logic behind these value adjustments is that the valuation rules applied in the annual accounts reflect a static value of the assets. This view is based on the historical values of these assets and consequently does not take into account their actual fair value. Therefore, special attention must be given to assess the market value of real estate assets, inventories, other fixed assets and provisions for example.

- The adjusted net asset value is static methodology that provides a value at the closing date of the financial statements, without taking into account the company's future earning capacity. This means that the adjusted net asset value does not take into account the value of intangible assets which traditionally are not expressed on the balance sheet, such as the customer base, the skills of the employees, the growth potential, ... (the whole usually referred to as goodwill). This methodology is thus little suitable for valuing high growth companies or declining business because it risks to undervalue the first ones and to overvalue the other ones.

4. Stock Market Analysis

- This valuation methodology is applicable to listed companies and considers that the value of a company can be estimated taking into account its listed stock price multiplied by the numbers of shares.

Valuation



Methodology and approach

Selected Methodology

For the valuation of Viohalco and Sidenor it was considered appropriate (i) that more than one method is used to value the companies, as this broadens the valuation process and allows substantial verification of the results obtained and (ii) that the same methods are used for both parties, in order to ensure that the resulting values are homogeneous and comparable.

In our view, the most accurate and relevant valuation methodology is the DCF which values the intrinsic value of a company as the sum of the present value of the future cash flows generated from the business plan projections and the terminal value. The DCF is considered as the most theoretically sound approach and scientific and acceptable method for determining values of companies.

The Stock Market Analysis Method is based on the analysis of the historical trading prices of a company on the respective stock exchange that its shares are traded prior to the valuation date.

For the case of both Viohalco and Sidenor and the estimation of the market value of the participations that they hold, it was considered that both the DCF (weighted at 60%) and the Stock Market Analysis Method (weighted at 40%) are preferable.

We should also add that for the less significant participations of Viohalco and Sidenor, the Adjusted Net Asset Value Method was also used, after making proper adjustments (where necessary).

In addition to the operational assets, Viohalco owns a number of non-operational real estate assets. For these assets, an independent valuation was provided by a qualified real estate appraiser. The valuation of these assets was prepared on the basis of the "fair value".

The Listed Comparable Multiples and the Transactions Multiples methods were not considered as relevant for the purpose of this valuation, mainly due to the following reasons:

- It is quite difficult to construct a representative and adequate benchmark set of comparable peers in terms of size, markets, product range and countries of operations.
- These methods fail to take into consideration the impact of the sovereign crisis and the high cost of equity of the Greek economy.
- The purpose of the valuation is not similar to other cases of other transactions (mergers, acquisitions etc) as in this case, the valuation is implemented for the purpose of a cross border merger of related parties.

Valuation



Methodology and approach

Therefore we conclude that in light of the characteristics of the companies involved in the Merger and their specific circumstances, the methods proposed by the Boards of Directors of both companies are, in all material respects, appropriate.

3

Valuation results

DCF / Adjusted Net Asset Method



Viohalco. Net Asset Value has been adjusted by the difference between the book values of participations and their values estimated following the DCF method for the main group of companies and the equity value for the smaller sized companies.

Eival Group. The value of the Group has been estimated by adding to the value of the parent company (which is estimated based on DCF), the value of the participations in companies such as Symetal, Bridgnorth and Etem BG, which have been also estimated following the DCF method.

Halcor Group. The value of the Group has been estimated by adding to the value of the company (which is estimated based on DCF), the value of the participations in companies or groups such as Hellenic Cables, Sofia Med and Fitco, which have been estimated following the DCF method. The value of the Hellenic Cables Group has been estimated by adding to the value of the parent company (which is estimated based on DCF), the value of the participations in companies such as ICME and Fulgor.

Sidenor. Net Asset Value has been adjusted by the difference between the book values of participations and their values estimated following the DCF method for the main group of companies (Sidenor Steel Industry, Sovel, Stomana and CPW).

Noval. Net Asset Value has been adjusted by the difference between the book values of participations and their values estimated by real estate values (for real estate assets) or the values estimated following the DCF / equity value for other participations.

Alcomet and Diatour. Net Asset Value has been adjusted by the difference between the book values of participations and their values estimated following the DCF / equity value.

The Discounted Cash Flow Method is a widely accepted valuation technique and is suggested for the valuation of companies, the future cash flows of which are expected to change over time and variations in future fixed asset investments are expected.

This method focuses specifically on establishing an explicit understanding of the key determinants of a business value, which are to a large extent interrelated:

- Future level of earnings.
- Investment expenditure (assets and working capital)
- Cost of capital, taking into consideration:
 - The Weighted Average Cost of Capital (WACC).
 - Company's capital structure
 - The risks associated with the business.

DCF / Adjusted Net Asset Method (continued)



The value of a company's shares is estimated based on the discounted value of its future cash flows and by considering the company's WACC value after adjusting for net debt. For each company / group of companies the terminal value of which was also estimated considering a certain perpetuity growth rate. The terminal value captures the value beyond the projection period in the DCF analysis, and is the present value of all subsequent cash flows.

It should be noted that for the estimation of the cash flows of each group / companies, we obtained from the Management of the companies financial projections / business plans which were used for the performance of their valuations.

As mentioned above, the Adjusted Net Asset Value method was considered for the valuation of Viohalco. The Net Asset Value has been adjusted by the difference between the book values of participations and their values estimated following the DCF method for the main group of companies and the equity value of the smaller sized companies.

Based on this method the value of Viohalco ranges between €1.140.606.338 and €1.313.654.184 with a central value of €1.222.097.355.

Furthermore the value of Sidenor ranges between €223.945.024 and €294.699.434 with a central value of €257.219.763.

Stock Market Analysis Method



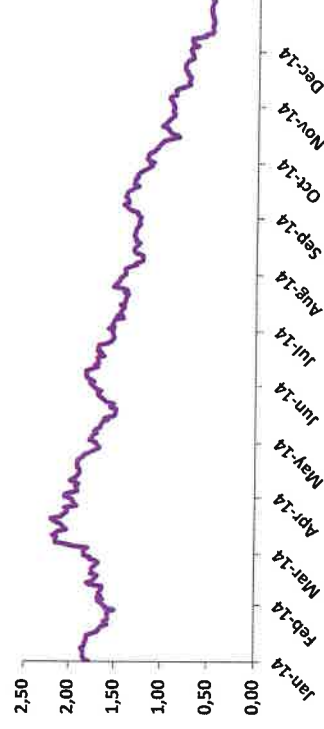
As both Viohalco and Sidenor are publicly traded companies, with Viohalco being listed on both the Belgian and the Greek Stock Exchange and Sidenor being listed on the Greek Stock Exchange, an applicable indication of their values could be their average stock exchange price. The stock market value of the companies is broken down to the volume – weighted averages of the last month, the last 3 months and the last 6 months trading days, in order to determine a range of market values.

Over the last 6 months leading to December 31, 2014 the price of Sidenor's stock reached the minimum value of €0,48 on December 29, 2014 and the maximum value of €1,59 on 2 July 2014.

Based on the analysis of the share price evolution over the last six months, a range of applicable market prices is between €0,61 and €0,99 with a central price of €0,82.

Therefore, following the Stock Market Analysis Method, the value of Sidenor ranges between €58.708.784 and €95.281.469 with a central value of €78.920.005.

Sidenor



Spot price 31.12.2014: €0,51
Minimum value: €0,48 29/12/2014
Maximum value: €1,59 27/2014

Volume weighted average price

1-month €0,61
3-month €0,84
6-month €0,99

Range of market prices: €0,61 - €0,99
Central price: €0,82

Stock Market Analysis Method (continued)

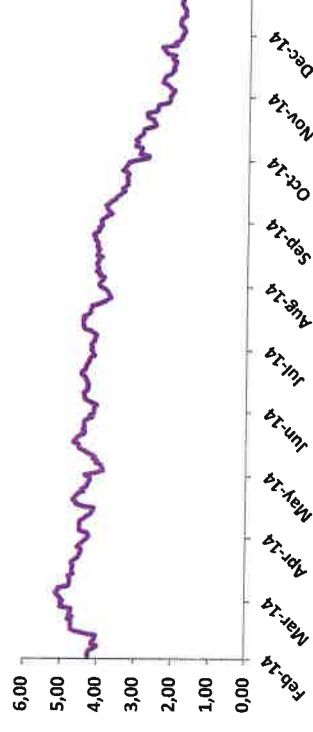


Following the same method for Viohalco, it is estimated that over the last 6 months leading to December 31, 2014 the price of Viohalco's stock reached the minimum value of €1,78 on December 26, 2014 and the maximum value of €4,48 on July 3, 2014.

Based on the analysis of the share price evolution over the last six months, a range of applicable market prices is between €2,02 and €3,16 with a central price of €2,54.

Therefore, following the Stock Market Analysis Method, the value of Viohalco ranges between €443.614.842 and €693.971.733 with a central value of €557.812.722.

Viohalco



Spot price 31.12.2014:	€1,86	
Minimum value:	€1,78	26/12/2014
Maximum value:	€4,48	3/7/2014

Volume weighted average price

1-month	€2,02
3-month	€2,43
6-month	€3,16

Range of market prices:	€2,02 - €3,16
Central price:	€2,54

Weighting of valuation methods

Both Viohalco and Sidenor have been valued following the application of i) the DCF / Adjusted Net Asset Method (where applicable) and ii) the Stock Market Analysis Method in order to estimate the value of the groups / companies in which they hold participating interests.

Weighting the valuation outcomes according to the appropriateness of each method and more specifically by giving a higher weight on the DCF Method (60%) and lower weight on the Stock Market Analysis Method's outcomes for both companies (40%), the following indicative range of values were derived for Viohalco and Sidenor.

- **Viohalco's price ranges between €861.809.740 and €1.065.781.204 with a central value of €956.383.502.**
The share price ranges between €3,92 and €4,85 with a central value of €4,35.
- **Sidenor's price ranges between €157.850.528 and €214.932.248 with a central value of €185.899.860.**
The share price ranges between €1,64 and €2,23 with a central value of €1,93.



Values in €

VALUATION OF VIOHALCO

Valuation Method	Weight	Minimum	Central	Maximum
1. DCF / Adjusted Net Asset Value	60%	1.140.606.338	1.222.097.355	1.313.654.184
2. Market Capitalization	40%	443.614.842	557.812.722	693.971.733
Weighted Average	100%	861.809.740	956.383.502	1.065.781.204

Valuation Method	Weight	Minimum	Central	Maximum
1. DCF / Adjusted Net Asset Value	60%	5,19	5,56	5,98
2. Market Capitalization	40%	2,02	2,54	3,16
Weighted Average	100%	3,92	4,35	4,85

VALUATION OF SIDENOR

Valuation Method	Weight	Minimum	Central	Maximum
1. DCF / Adjusted Net Asset Value	60%	223.945.024	257.219.763	294.699.434
2. Market Capitalization	40%	58.708.784	78.920.005	95.281.469
Weighted Average	100%	157.850.528	185.899.860	214.932.248

Valuation Method	Weight	Minimum	Central	Maximum
1. DCF / Adjusted Net Asset Value	60%	2,33	2,67	3,06
2. Market Capitalization	40%	0,61	0,82	0,99
Weighted Average	100%	1,64	1,93	2,23



4

Exchange ratio of the shares

Exchange ratio of the shares



Viohalco's share capital amounts to € 104.996.194,19 divided into 219.611.308 shares without nominal value. The share capital of Sidenor amounts to € 39.460.002,28 divided into 96.243.908 shares with a nominal value of € 0,41 each.

Based on the range of values of Viohalco and Sidenor and taking into consideration the number of shares of each company, the share exchange ratio ranges between 2,17 and 2,39.

On the basis of the valuation methods used, the respective values of the merging companies as at December 31, 2014 were set for the purpose of the cross border merger by the Boards of Directors of both merging companies at the following levels:

- The value of Viohalco was set at € 956.383.501,73, which corresponds to the central value of the range of Viohalco's values as estimated above.
- The value of Sidenor was set at € 183.829.740,55, which corresponds to the implied value of Sidenor that results to a non fractional of Sidenor's shares given the share exchange ratio and is within the range of values estimated based on the valuation methods applied.

The Boards of Directors of Viohalco and Sidenor have agreed to fix the exchange ratio of the shares on the methods described in this report. It is proposed that the shareholders of Sidenor exchange 2,28000002656172 of their shares in Sidenor for 1 new share in Viohalco.

Viohalco currently holds 67,89% of the shares of Sidenor. In accordance with article 703 §2, 1° of the BCC and article 75, §4 of the Greek Codified Law 2190/1920, in the context of the Cross-Border Merger, no new shares will be issued in Viohalco in its capacity of shareholder of Sidenor. The shares in the absorbed company held by the absorbing company on completion of the Cross-Border Merger will be cancelled pursuant to article 78, §6 of the Royal Decree implementing the Belgian Companies Code and article 12 of the Greek Law 3777/2009.

5

Conclusion

Conclusion



The proposed transaction consists of the cross-border merger between Viohalco, a company established under Belgian Law, and Sidenor, a company established under Greek Law.

We have prepared the underlying report as common expert appointed by the commercial court in the context of the cross-border merger in accordance with Article 772/9 of the Belgian Companies Code and Article 6 of Greek Law 3777/2009. This report is solely for use in connection with these articles.

With regard to Viohalco and Sidenor, the value used to determine the exchange ratio is based on the combination of the Discounted Cash Flow Method and the Stock Market Analysis Method. The Adjusted Net Asset Value Method is used as a substitute of the Discounted Cash Flow Method for investments in less significant companies, while reports of qualified real estate appraisers are used as substitute to determine the value of real estate that is not used for production.

These methods take into account the specificities of the companies involved. Based on these appropriate evaluation methods the proposed exchange ratio was determined as 1 share of Viohalco against 2,28000002656172 shares of Sidenor. For accounting purposes, all transactions of Sidenor will be deemed to be taken for the account of Viohalco as from January 1, 2015.

As conclusion of our work performed in accordance with the standards of the Belgian Institute of Company Auditors and described above in our report, we hereby certify that:

- In our opinion:
 - **The exchange ratio between the shares of the absorbed company and the shares of the absorbing company is fair and reasonable;**
 - **The valuation methods followed and the relative weight given to the different methods are appropriate for the proposed merger;**
 - **No difficulties have arisen with respect to the valuation.**
 - **The valuation of Sidenor amounting to € 183.829.740,55 and the valuation of Viohalco amounting to € 956.383.501,73 are appropriate and correspond to the number and the shares that will be issued**
- The common draft terms contain the information required by law. The information shown in these common draft terms is correct and corresponds to reality.

Conclusion



We are not aware of any event occurring after the date on which the common draft terms were approved, that may have an influence on the exchange ratio.

Wemmel, May 26th 2015

A handwritten signature in blue ink, consisting of several overlapping loops and a long horizontal stroke.

VMB Bedrijfsrevisoren CVBA
Represented by Alain Bolssens
Certified Public Auditor

6

Annexes

6.1. Viohalco group: detailed shareholding overview

Viohalco	Direct holding	Elval	Direct holding	Halcor	Direct holding	Hellenic Cables	Direct holding
SOVEL	26,41%	SYMETAL SA	99,99%	HELLENIC CABLES	72,53%	FULGOR SA	100,00%
ELVAL	68,39%	ETEM BG	100,00%	SOFIA MED	100,00%	ICME ECAB S.A.	98,59%
HELLENIC CABLES	0,68%	BRIDGNORTH ALUMINIUMLtd	75,00%	FITCO SA	100,00%	LESCO O.O.D.	99,15%
SIDENOR	67,89%	VIEXAL SA	73,33%	STEELMET GREECE SA	29,56%	LESCO ROMANIA	65,00%
CPW	1,20%	VIOMAL SA	50,00%	METAL AGENCIES LTD	35,00%	DAILAIRE	100,00%
HALCOR	58,42%	STEELMET ROMANIA S.A.	60,00%	COPPERPROM LTD	40,00%	EDE SA	99,15%
ALCOMET	98,72%	BLYTHE Ltd	100,00%	TECHOR SA	68,97%	STEELMET GREECE SA	29,56%
DIATOUR	97,48%	ATHENS ART CENTRE SA	100,00%	BELANTEL HOLDING LTD	100,00%	METAL AGENCIES LTD	20,00%
NOVAL	100,00%	ETEM COMMERCIAL SA	100,00%	DIAPEM TRADING SA	33,33%	COPPERPROM LTD	40,00%
KIFISSOS MALL	54,43%	CCS SA	99,44%	STEELMET ROMANIA SA	40,00%	GENECOS SA	15,14%
TEPROMETAL	100,00%	ANOXXAL SA	100,00%	TEPRO METALL AG	27,01%	METAL GLOBE LTD	30,00%
SANITAS	82,14%	ALURAME SPA	70,00%	VIEXAL SA	26,67%		
ANAMET	56,67%	AL - AMAR SA	90,00%	GENECOS SA	24,78%		
ANTIMET	93,82%	ALU BUILD SRL	100,00%	AKRO SA	96,59%		
VIEM	99,90%	MOPPETS LTD	100,00%	METAL GLOBE DOO	30,00%		
TECHOR	31,03%	GENECOS SA	38,43%	HALCOR R&D	70,00%		
TEKA SYSTEMS	50,01%	ANAMET SA	26,67%	HAMPAKIS LTD	100,00%		
VITRUVIT	100,00%	STEELMET SA	35,22%	FIN. ASSETS AV. FOR SALE	100,00%		
ATTIKI	50,00%	DIAPEM COMMERCIAL SA	33,32%				
VIENER	100,00%	VEPEM SA	50,00%				
EBIKE	99,95%	ELKEME SA	67,50%				
Ελληνική Χαλυβδευματουργική	11,84%	TEPRO METAL AG	46,46%				
ERLIKON	0,82%	AFSEL SA	50,00%				
ETIL LTD	100,00%	METAL AGENCIES LTD	45,00%				
SIDMA	0,29%	FIN. ASSETS AV. FOR SALE	100,00%				
SYMMIEP	100,00%	REAL ESTATE INVESTMENTS	100,00%				
TEKA LTD	20,00%						
CLUJ	100,00%						
FLOKOS	83,78%						
OTHER REAL ESTATE ASSETS	100,00%						



6.1. Viohalco group: detailed shareholding overview

Sidenor Steel Industry	Direct holding	Hellenic Cables	Direct holding	Alcomet	Direct holding	Sovel	Direct holding
ERLIKON WIRE PROCESSING S.A.	98,45%	FULGOR SA	100,00%	ELVAL	3,45%	ERLIKON WIRE PROCESSING S.A.	0,64%
AEIFOROS S.A.	90,00%	ICME ECAB S.A.	98,59%	HELLENIC CABLES	0,01%	VET S.A.	100,00%
PROSAL S.A.	100,00%	LESCO O.O.D.	99,15%	SIDENOR	3,89%	VEAT S.A.	65,00%
VEMET S.A.	100,00%	LESCO ROMANIA	65,00%	CPW	4,19%	SIDMA SA	28,21%
ETIL S.A.	69,98%	DAILAIRE	100,00%	HALCOR	4,86%	BODIESEL SA	25,00%
DOJLAN STEEL LLCOP	100,00%	EDE SA	99,15%	SOVEL	1,92%	FIN. ASSETS AV. FOR SALE	100,00%
PRAKSYS S.A.	61,00%	STEELMET GREECE SA	29,56%	DIATOUR	0,94%		
SIDERAL SHPK	100,00%	METAL AGENCIES LTD	20,00%				
SIDEROM STEEL SIR	100,00%	COPPERPROM LTD	40,00%				
SIDMA SA	6,53%	GENECOS SA	15,14%				
DIAPEM SA	33,35%	METAL GLOBE LTD	30,00%				
VEPEM SA	50,00%						
METALOURGIA ATTIKIS SA	50,00%						
DOMOPLEX LTD	45,00%						
AWM SPA	34,00%						
FIN. ASSETS AV. FOR SALE	100,00%						

Diatour	Direct holding	Noval	Direct holding
ELVAL	0,82%	ALCOMET	0,64%
HELLENIC CABLES	0,99%	DIATOUR	0,40%
SIDENOR	3,73%	SANITAS	17,86%
CPW	1,93%	ATTIKI	25,00%
HALCOR	3,13%	REAL ESTATE ASSETS	100,00%

Annexes



6.2. ELVAL: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014	Profit and Loss statement	31/12/2012	31/12/2013	31/12/2014
Total non current assets	475.699	485.922	498.578	Revenue	697.173	653.614	724.861
Plant, Property & Equipment	290.765	299.936	340.600	Cost of sales	-666.873	-623.796	-687.707
Investments (participations, real estate, etc)	181.325	183.052	154.930	Gross profit	30.300	29.817	37.154
Other Non Current Assets/ Intangibles	2.177	1.543	1.567	% of revenue	4,3%	4,6%	5,1%
Deferred tax asset	0	0	0	Selling and distribution expenses	-4.768	-4.421	-6.741
Other long term receivables	1.430	1.391	1.480	Administrative expenses	-10.552	-11.239	-14.198
Total current assets	281.364	282.092	356.226	Other operating income / (expenses) -net	4.416	5.344	5.851
Inventories	158.039	167.823	189.690	Operating results	19.396	19.501	22.065
Trade receivables	113.642	97.409	160.546	% of revenue	2,8%	3,0%	3,0%
Other current assets	1.547	580	3.213	Impairment of fixed assets at fair value			
Cash & equivalents	8.136	16.280	2.777	Financial expenses – net	-3.383	-5.255	-5.172
Assets	757.063	768.013	854.804	Income from dividends	373	1.381	378
Equity	513.993	520.014	502.412	Share of profit / (loss) from associates	0	0	0
Liabilities	51.374	61.100	63.765	Profits before taxes	16.385	15.627	17.271
Deferred tax liabilities	30.823	38.679	38.404	% of revenue	2,4%	2,4%	2,4%
Long term liabilities	20.551	22.420	25.360	Income tax	-135	-11.371	181
Total debts	191.696	186.899	288.627	Profit of the period from continuing operations	16.251	4.256	17.451
Long term debt	32.600	100.034	136.659				
Short term debt	88.416	20.309	60.303				
Trade payables	67.151	61.002	89.521				
Other current liabilities	3.529	5.555	3.144				
Liabilities	757.063	768.013	854.804				

Annexes



6.3. ETEM BG: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014	Profit and Loss statement			
Total non current assets	44.330	46.437	57.014	Revenue	60.053	60.659	65.294
Plant, Property & Equipment	33.531	33.727	43.598	Cost of sales	-54.181	-55.452	-60.915
Investments (participations, real estate, etc)	10.254	11.878	12.652	Gross profit	5.872	5.207	4.378
Other Non Current Assets/ Intangibles	545	832	764	% of revenue	9,8%	8,6%	6,7%
Deferred tax asset	0	0	0	Selling and distribution expenses	-6.637	-5.139	-4.796
Other long term receivables	0	0	0	Administrative expenses	-2.233	-2.463	-2.885
Total current assets	36.606	30.599	34.517	Other operating income / (expenses) -net	604	614	1.071
Inventories	15.778	15.992	14.853	Operating results	-2.394	-1.781	-2.231
Trade receivables	19.653	13.563	19.022	% of revenue	-4,0%	-2,9%	-3,4%
Other current assets	4	0	0	Impairment of fixed assets at fair value			
Cash & equivalents	1.170	1.044	642	Financial expenses – net	-1.687	-1.500	-1.506
Assets	80.936	77.037	91.530	Income from dividends	0	0	0
Equity	28.712	25.777	21.974	Share of profit / (loss) from associates	0	0	0
Liabilities	3.929	3.634	3.414	Profits before taxes	-4.080	-3.282	-3.736
Deferred tax liabilities	704	890	956	% of revenue	-6,8%	-5,4%	-5,7%
Long term liabilities	3.225	2.744	2.458	Income tax	-61	-185	-67
Total debts	48.294	47.626	66.142	Profit of the period from continuing operations	-4.142	-3.467	-3.803
Long term debt	0	0	2.720				
Short term debt	29.106	30.944	29.455				
Trade payables	19.063	16.491	33.839				
Other current liabilities	125	191	129				
Liabilities	80.936	77.037	91.530				



6.4. SYMETAL: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014	Profit and Loss statement		
	31/12/2012	31/12/2013	31/12/2014	31/12/2012	31/12/2013	31/12/2014
Total non current assets	55.186	52.429	52.449	164.707	173.303	181.338
Plant, Property & Equipment	54.015	51.434	51.613	-154.453	-160.724	-170.598
Investments (<i>participations, real estate, etc</i>)	0	0	0	10.254	12.578	10.739
Other Non Current Assets/ Intangibles	1.150	972	822	6,2%	7,3%	5,9%
Deferred tax asset	0	0	0			
Other long term receivables	21	24	14	-2.439	-2.604	-2.825
				-2.001	-2.328	-2.549
Total current assets	70.053	74.332	83.812	838	744	1.560
Inventories	33.899	33.610	39.713	6.652	8.390	6.926
Trade receivables	33.339	35.632	38.608	4,0%	4,8%	3,8%
Other current assets	88	53	215			
Cash & equivalents	2.727	5.037	5.276			
				-1.598	-1.393	-1.392
Assets	125.239	126.761	136.261	0	0	0
Equity	74.828	78.732	82.670	0	0	0
Deferred tax liabilities	10.439	15.062	14.978	5.055	6.997	5.534
Long term liabilities	4.052	5.513	5.424	3,1%	4,0%	3,1%
	6.387	9.549	9.553			
Total debts	39.971	32.968	38.613	-1.136	-3.375	-1.561
Long term debt	14.071	18.084	16.370	3.918	3.622	3.973
Short term debt	6.246	1.716	1.720			
Trade payables	18.427	10.451	19.017			
Other current liabilities	1.227	2.717	1.506			
Liabilities	125.239	126.761	136.261			

Annexes



6.5. BRIDGNORTH: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014	Profit and Loss statement		
Total non current assets	20.697	37.764	56.087	205.569	212.153	218.009
Plant, Property & Equipment	20.369	37.469	55.347	-185.967	-189.613	-193.609
Investments (participations, real estate, etc)	0	0	0	19.602	22.540	24.399
Other Non Current Assets/ Intangibles	328	295	739	9,5%	10,6%	11,2%
Deferred tax asset	0	0	0			
Other long term receivables	0	0	0	-4.877	-5.588	-4.651
				-2.769	-2.774	-3.119
				-273	-277	-235
Total current assets	89.933	72.706	90.439	11.682	13.901	16.394
Inventories	41.997	34.766	47.419	5,7%	6,6%	7,5%
Trade receivables	28.229	27.974	32.151			
Other current assets	2.829	993	4.225			
Cash & equivalents	16.879	8.972	6.645			
				-247	-385	-769
				0	0	0
				0	0	0
				11.435	13.515	15.626
				5,6%	6,4%	7,2%
Assets	110.630	110.470	146.526			
Equity	79.653	86.080	107.137			
Liabilities	1.865	1.632	3.528			
Deferred tax liabilities	284	267	2.235			
Long term liabilities	1.581	1.365	1.293			
				-1.337	-2.934	-3.607
Total debts	29.112	22.757	35.861	10.098	10.581	12.019
Long term debt	9.871	8.330	21.826			
Short term debt	1.361	1.333	0			
Trade payables	15.880	11.344	12.227			
Other current liabilities	1.990	1.750	1.808			
Liabilities	110.630	110.470	146.526			

Annexes



6.6. HALCOR: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014	Profit and Loss statement		
Total non current assets	251.607	276.106	321.298	545.522	446.045	396.015
Plant, Property & Equipment	96.290	92.236	136.565	-527.270	-436.480	-377.116
Investments (participations, real estate, etc)	150.138	179.165	179.668	18.252	9.566	18.899
Other Non Current Assets/ Intangibles	4.337	3.893	4.139	3,3%	2,1%	4,8%
Deferred tax asset	0	0	0			
Other long term receivables	842	812	925	-5.638	-4.518	-4.834
				-9.606	-9.591	-8.645
Total current assets	142.690	123.763	119.655	2.871	1.297	1.457
Inventories	56.896	54.244	58.758	5.879	-3.247	6.877
Trade receivables	78.815	66.386	53.479	1,1%	-0,7%	1,7%
Other current assets	1.054	80	592			
Cash & equivalents	5.925	3.053	6.827			
				0	0	-10797,23
Assets	394.297	399.868	440.953	-16.231	-17.138	-17.568
				217	75	98
Equity	123.157	94.769	119.666	0	0	0
Liabilities	11.010	18.514	27.684	-10.134	-20.309	-21.390
Deferred tax liabilities	7.357	15.378	24.365	-1,9%	-4,6%	-5,4%
Long term liabilities	3.653	3.136	3.319			
				-890	-8.178	5.278
Total debts	260.131	286.585	293.603	-11.024	-28.487	-16.112
Long term debt	91.889	178.929	179.239			
Short term debt	136.895	76.091	81.573			
Trade payables	29.592	30.774	31.975			
Other current liabilities	1.755	791	816			
Liabilities	394.297	399.868	440.953			



6.7. SOFIA MED: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014	Profit and Loss statement		
	100.844	99.910	145.632	31/12/2012	31/12/2013	31/12/2014
Total non current assets	100.844	99.910	145.632	341.276	346.842	320.268
Plant, Property & Equipment	93.968	93.120	142.605	-334.988	-347.885	-318.373
Investments (participations, real estate, etc)	0	0	0	6.287	-1.044	1.895
Other Non Current Assets/ Intangibles	811	717	1.371	1,8%	-0,3%	0,6%
Deferred tax asset	6.065	6.074	1.656			
Other long term receivables	0	0	0	-1.764	-1.380	-1.926
				-2.797	-3.058	-2.751
				-200	-238	-124
Total current assets	81.363	84.168	71.332	1.526	-5.720	-2.907
Inventories	57.043	43.017	50.878	0,4%	-1,6%	-0,9%
Trade receivables	23.394	16.152	15.502			
Other current assets	458	258	544			
Cash & equivalents	468	24.740	4.407			
Assets	182.207	184.078	216.964	-7.158	-6.985	-8.145
				0	0	0
				0	0	0
Equity	36.843	53.853	87.728	-5.631	-12.706	-11.052
				-1,7%	-3,7%	-3,5%
Liabilities	186	199	180			
Deferred tax liabilities	0	0	0			
Long term liabilities	186	199	180	566	-20	516
Total debts	145.179	130.026	129.057	-5.066	-12.726	-10.536
Long term debt	5.000	98.482	89.868			
Short term debt	93.853	716	9.117			
Trade payables	46.141	30.469	29.793			
Other current liabilities	184	359	278			
Liabilities	182.207	184.078	216.964			



6.8. FITCO: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014
Total non current assets	18.421	17.473	28.684
Plant, Property & Equipment	18.271	17.339	26.873
Investments (<i>participations, real estate, etc</i>)	0	0	1.680
Other Non Current Assets/ Intangibles	105	93	91
Deferred tax asset	0	0	0
Other long term receivables	45	40	40
Total current assets	21.804	24.857	25.166
Inventories	13.348	16.111	15.964
Trade receivables	6.730	7.578	8.466
Other current assets	12	65	171
Cash & equivalents	1.715	1.103	565
Assets	40.225	42.330	53.851
Equity	18.149	15.742	21.748
Liabilities	3.439	3.608	6.340
Deferred tax liabilities	2.484	2.596	5.308
Long term liabilities	955	1.012	1.031
Total debts	18.637	22.980	25.763
Long term debt	1.212	13.322	12.940
Short term debt	15.099	3.313	4.291
Trade payables	2.114	6.280	8.408
Other current liabilities	212	65	124
Liabilities	40.225	42.330	53.851

Profit and Loss statement	31/12/2012	31/12/2013	31/12/2014
Revenue	53.427	50.647	59.410
Cost of sales	-52.727	-50.178	-58.692
Gross profit	701	468	718
% of revenue	1,3%	0,9%	1,2%
Selling and distribution expenses	-664	-639	-637
Administrative expenses	-735	-775	-800
Other operating income / (expenses) -net	203	-345	-1.442
Operating results	-496	-1.290	-2.161
% of revenue	-0,9%	-2,5%	-3,6%
Impairment of fixed assets at fair value			
Financial expenses – net	-1.156	-1.109	-1.166
Income from dividends	0	0	0
Share of profit / (loss) from associates	0	0	0
Profits before taxes	-1.652	-2.399	-3.327
% of revenue	-3,1%	-4,7%	-5,6%
Income tax	323	-84	419
Profit of the period from continuing operations	-1.328	-2.483	-2.908

Annexes



6.9. HELLENIC CABLE: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014	Profit and Loss statement	31/12/2012	31/12/2013	31/12/2014
Total non current assets	124.338	121.874	141.628	Revenue	363.522	259.172	248.809
Plant, Property & Equipment	70.810	60.419	75.228	Cost of sales	-356.098	-258.162	-247.245
Investments (participations, real estate, etc)	50.271	55.599	59.291	Gross profit	7.424	1.010	1.565
Other Non Current Assets/ Intangibles	2.302	4.965	5.964	% of revenue	2,0%	0,4%	0,6%
Deferred tax asset	0	0	0	Selling and distribution expenses	-3.574	-3.596	-3.360
Other long term receivables	955	891	1.146	Administrative expenses	-4.401	-4.379	-2.526
Total current assets	133.130	142.796	133.165	Other operating income / (expenses) -net	601	1.980	-6.409
Inventories	45.396	32.512	41.643	Operating results	50	-4.985	-10.730
Trade receivables	72.687	96.626	88.234	% of revenue	0,0%	-1,9%	-4,3%
Other current assets	248	274	0	Impairment of fixed assets at fair value			
Cash & equivalents	14.799	13.384	3.289	Financial expenses – net	-9.154	-7.467	-9.674
Assets	257.468	264.670	274.793	Income from dividends	217	75	12.724
Equity	87.477	77.177	86.837	Share of profit / (loss) from associates	0	0	0
Liabilities	6.913	6.916	9.400	Profits before taxes	-8.887	-12.376	-7.680
Deferred tax liabilities	1.812	142	2.578	% of revenue	-2,4%	-4,8%	-3,1%
Long term liabilities	5.101	6.774	6.822	Income tax	1.970	1.725	2.706
Total debts	163.078	180.577	178.556	Profit of the period from continuing operations	-6.917	-10.651	-4.974
Long term debt	30.693	77.449	76.510				
Short term debt	71.094	33.176	49.976				
Trade payables	61.272	69.858	51.172				
Other current liabilities	19	94	898				
Liabilities	257.468	264.670	274.793				

Annexes



6.10. FULGOR: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014
Total non current assets	60.838	105.716	120.451
Plant, Property & Equipment	60.300	105.162	118.306
Investments (participations, real estate, etc)	0	0	332
Other Non Current Assets/ Intangibles	337	354	1.347
Deferred tax asset	0	0	0
Other long term receivables	201	201	465
Total current assets	21.712	38.247	51.907
Inventories	15.209	21.402	30.587
Trade receivables	5.084	14.050	20.415
Other current assets	36	70	350
Cash & equivalents	1.383	2.725	556
Assets	82.550	143.963	172.358
Equity	18.076	14.260	6.790
Liabilities	4.542	17.381	21.675
Deferred tax liabilities	3.507	6.006	958
Long term liabilities	1.035	11.375	20.717
Total debts	59.932	112.322	143.893
Long term debt	28.753	36.448	36.656
Short term debt	582	12.657	30.696
Trade payables	30.571	63.217	76.541
Other current liabilities	26	0	0
Liabilities	82.550	143.963	172.358

Profit and Loss statement	31/12/2012	31/12/2013	31/12/2014
Revenue	146.914	117.850	111.056
Cost of sales	-146.999	-118.375	-112.667
Gross profit	-85	-525	-1.611
% of revenue	-0,1%	-0,4%	-1,5%
Selling and distribution expenses	-910	-832	-1.485
Administrative expenses	-1.602	-1.387	-2.985
Other operating income / (expenses) -net	373	-263	-5.977
Operating results	-2.224	-3.006	-12.058
% of revenue	-1,5%	-2,6%	-10,9%
Impairment of fixed assets at fair value	-3.213	-4.009	-6.152
Financial expenses – net	0	0	0
Income from dividends	0	0	0
Share of profit / (loss) from associates	0	0	0
Profits before taxes	-5.437	-7.015	-18.210
% of revenue	-3,7%	-6,0%	-16,4%
Income tax	452	-2.408	5.459
Profit of the period from continuing operations	-4.985	-9.423	-12.752

Annexes



6.11. ICME: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014
Total non current assets	55.186	19.289	47.270
Plant, Property & Equipment	54.015	18.881	46.988
Investments (participations, real estate, etc)	0	0	0
Other Non Current Assets/ Intangibles	1.150	245	238
Deferred tax asset	0	136	0
Other long term receivables	21	28	44
Total current assets	70.053	66.354	45.495
Inventories	33.899	23.596	26.126
Trade receivables	33.339	41.386	18.592
Other current assets	88	30	0
Cash & equivalents	2.727	1.342	777
Assets	125.239	85.643	92.765
Equity	74.828	37.124	42.851
Liabilities	10.439	0	4.057
Deferred tax liabilities	4.052	0	3.793
Long term liabilities	6.387	0	264
Total debts	39.971	48.519	45.858
Long term debt	14.071	0	0
Short term debt	6.246	37.166	28.117
Trade payables	18.427	11.353	17.699
Other current liabilities	1.227	1	42
Liabilities	125.239	85.643	92.766

Profit and Loss statement	31/12/2012	31/12/2013	31/12/2014
Revenue	164.707	106.471	117.548
Cost of sales	-154.453	-103.079	-114.370
Gross profit	10.254	3.392	3.178
% of revenue	6,2%	3,2%	2,7%
Selling and distribution expenses	-2.439	-2.005	-2.009
Administrative expenses	-2.001	-1.559	-1.620
Other operating income / (expenses) -net	838	591	552
Operating results	6.652	418	102
% of revenue	4,0%	0,4%	0,1%
Impairment of fixed assets at fair value			
Financial expenses – net	-1.598	-1.170	-2.000
Income from dividends	0	0	0
Share of profit / (loss) from associates	0	0	0
Profits before taxes	5.055	-751	-1.897
% of revenue	3,1%	-0,7%	-1,6%
Income tax	-1.136	-90	-61
Profit of the period from continuing operations	3.918	-841	-1.958



6.12. SIDENOR STEEL INDUSTRY – SOVEL: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014
Total non current assets	505.218	488.870	485.821
Plant, Property & Equipment	312.791	292.995	290.263
Investments (<i>participations, real estate, etc</i>)	184.651	188.219	187.661
Other Non Current Assets/ Intangibles	1.562	1.586	1.964
Deferred tax asset	0	0	0
Other long term receivables	6.214	6.070	5.934
Total current assets	257.101	208.583	240.933
Inventories	116.155	88.199	93.780
Trade receivables	134.032	113.265	139.665
Other current assets	0	0	0
Cash & equivalents	6.914	7.118	7.488
Assets	762.319	697.453	726.754
Equity	289.600	239.458	204.521
Liabilities	46.040	46.090	57.310
Deferred tax liabilities	29.598	36.904	37.173
Long term liabilities	16.443	9.186	20.136
Total debts	426.679	411.904	464.924
Long term debt	68.327	249.304	248.897
Short term debt	274.956	86.123	105.612
Trade payables	80.323	76.477	110.238
Other current liabilities	3.074	0	178
Liabilities	762.319	697.453	726.754

Profit and Loss statement	31/12/2012	31/12/2013	31/12/2014
Revenue	480.477	382.180	353.534
Cost of sales	-489.034	-383.798	-344.945
Gross profit	-8.557	-1.618	8.589
% of revenue	-1,8%	-0,4%	2,4%
Selling and distribution expenses	-8.647	-6.528	-5.704
Administrative expenses	-13.939	-11.408	-11.548
Other operating income / (expenses) -net	-2.401	-1.378	-1.711
Operating results	-33.544	-20.931	-10.374
% of revenue	-7,0%	-5,5%	-2,9%
Impairment of fixed assets at fair value	-21.492	-21.641	-21.472
Financial expenses – net	0	0	0
Income from dividends	-538	283	392
Share of profit / (loss) from associates	-55.574	-42.289	-31.454
Profits before taxes	-111,6%	-11,1%	-8,9%
% of revenue			
Income tax	618	-7.379	-495
Profit of the period from continuing operations	-54.956	-49.667	-31.949

Annexes



6.13. SOVEL: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014	Profit and Loss statement	31/12/2012	31/12/2013	31/12/2014
Total non current assets	207.560	196.473	198.041	Revenue	480.477	257.583	242.118
Plant, Property & Equipment	193.063	182.456	184.977	Cost of sales	-489.034	-248.895	-224.461
Investments (participations, real estate, etc)	12.802	12.302	11.353	Gross profit	-8.557	8.688	17.657
Other Non Current Assets/ Intangibles	0	0	0	% of revenue	-1,8%	3,4%	7,3%
Deferred tax asset	0	0	0	Selling and distribution expenses	-8.647	-21.682	-20.571
Other long term receivables	1.695	1.715	1.711	Administrative expenses	-13.939	-2.930	-2.730
Total current assets	87.104	84.712	90.914	Other operating income / (expenses) -net	-2.401	-844	-337
Inventories	68.172	52.538	59.055	Operating results	-33.544	-16.769	-5.981
Trade receivables	18.601	31.817	31.716	% of revenue	-7,0%	-6,5%	-2,5%
Other current assets	0	0	0	Impairment of fixed assets at fair value	0	0	0
Cash & equivalents	331	357	143	Financial expenses – net	-21.492	-5.674	-6.558
Assets	294.665	281.185	288.955	Income from dividends	0	14	247
Equity	131.697	104.389	91.475	Share of profit / (loss) from associates	-538	-500	-4
Liabilities	25.720	29.343	36.349	Profits before taxes	-55.574	-22.928	-12.296
Deferred tax liabilities	17.447	22.198	22.480	% of revenue	-11,6%	-8,9%	-5,1%
Long term liabilities	8.273	7.144	13.870	Income tax	618	-4.654	-369
Total debts	137.248	147.453	161.130	Profit of the period from continuing operations	-54.956	-27.583	-12.665
Long term debt	11.500	71.199	70.778				
Short term debt	83.586	28.405	33.159				
Trade payables	42.161	47.849	57.194				
Other current liabilities	0	0	0				
Liabilities	294.665	281.185	288.955				

Annexes



6.14. STOMANA: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014	Profit and Loss statement	31/12/2012	31/12/2013	31/12/2014
Total non current assets	201.891	198.153	196.556	Revenue	370.583	283.196	330.869
Plant, Property & Equipment	199.135	195.387	193.797	Cost of sales	-352.487	-267.611	-305.890
Investments (participations, real estate, etc)	2.743	2.743	2.743	Gross profit	18.096	15.585	24.979
Other Non Current Assets/ Intangibles	12	23	16	% of revenue	4,9%	5,5%	7,5%
Deferred tax asset	0	0	0	Selling and distribution expenses	-23.100	-19.224	-23.515
Other long term receivables	0	0	0	Administrative expenses	-4.725	-3.803	-3.694
Total current assets	137.391	122.912	138.328	Other operating income / (expenses) -net	-2.274	-1.201	-1.648
Inventories	94.957	81.505	82.163	Operating results	-12.004	-8.643	-3.879
Trade receivables	39.326	38.287	51.019	% of revenue	-3,2%	-3,1%	-1,2%
Other current assets	0	0	0	Impairment of fixed assets at fair value			
Cash & equivalents	3.108	3.119	5.146	Financial expenses – net	-10.901	-9.485	-10.068
				Income from dividends	0	0	0
Assets	339.281	321.065	334.884	Share of profit / (loss) from associates	0	0	0
Equity	128.830	111.697	99.035	Profits before taxes	-22.905	-18.128	-13.947
Liabilities	9.674	8.620	7.264	% of revenue	-6,2%	-6,4%	-4,2%
Deferred tax liabilities	7.995	7.005	5.786	Income tax	1.895	991	1.225
Long term liabilities	1.679	1.615	1.478	Profit of the period from continuing operations	-21.010	-17.138	-12.722
Total debits	200.778	200.747	228.585				
Long term debt	72.986	54.586	44.520				
Short term debt	89.542	107.950	123.270				
Trade payables	38.187	38.144	60.672				
Other current liabilities	62	66	124				
Liabilities	339.281	321.065	334.884				

Annexes



6.15. CORINTH PIPEWORKS: historical financial information

As received by the management of the Company.

Balance Sheet	31/12/2012	31/12/2013	31/12/2014	Profit and Loss statement	31/12/2012	31/12/2013	31/12/2014
Total non current assets	127.896	140.362	172.641	Revenue	234.666	165.365	188.190
Plant, Property & Equipment	103.774	116.143	155.058	Cost of sales	-190.530	-142.978	-168.980
Investments (participations, real estate, etc)	18.779	19.059	12.772	Gross profit	44.136	22.386	19.211
Other Non Current Assets/ Intangibles	0	0	0	% of revenue	18,8%	13,5%	10,2%
Deferred tax asset	73	186	11	Selling and distribution expenses	-24.980	-16.838	-20.517
Other long term receivables	5.269	4.975	4.800	Administrative expenses	-7.236	-7.690	-7.473
Total current assets	130.656	150.837	189.736	Other operating income / (expenses) -net	-2.289	-2.966	4.753
Inventories	47.443	50.402	83.726	Operating results	9.632	-5.107	-4.026
Trade receivables	55.565	59.352	96.281	% of revenue	4,1%	-3,1%	-2,1%
Other current assets	142	14	154	Impairment of fixed assets at fair value			
Cash & equivalents	27.506	41.070	9.575	Financial expenses – net	-3.139	-3.080	-3.019
Assets	258.552	291.199	362.376	Income from dividends	0	0	0
Equity	164.728	156.301	139.818	Share of profit / (loss) from associates	5.310	4.767	2.137
Liabilities	13.756	16.142	14.467	Profits before taxes	11.802	-3.420	-4.909
Deferred tax liabilities	11.701	14.327	13.094	% of revenue	5,0%	-2,1%	-2,6%
Long term liabilities	2.055	1.815	1.373	Income tax	-2.128	-2.718	-647
Total debts	80.067	118.757	208.091	Profit of the period from continuing operations	9.675	-6.138	-5.566
Long term debt	12.000	52.549	76.797				
Short term debt	37.911	21.047	40.500				
Trade payables	27.492	45.071	83.956				
Other current liabilities	2.664	90	6.839				
Liabilities	258.552	291.199	362.376				