



**PRESS RELEASE OF VIOHALCO SA**

**Brussels, 29 July 2015**

*The enclosed information constitutes regulated information as defined in the Law of 2 August 2002 and the Belgian Royal Decree of 14 November 2007 regarding the duties of issuers of financial instruments which have been admitted for trading on a regulated market.*

**ANNOUNCEMENT**

**ADMISSION TO TRADING OF NEW SHARES RESULTING FROM VIOHALCO S.A.' s SHARE CAPITAL INCREASE DUE TO THE CROSS-BORDER MERGER BY ABSORPTION OF SIDENOR HOLDINGS S.A. BY VIOHALCO S.A.**

The Belgian company “Viohalco S.A.” (hereinafter Viohalco), primarily listed on Euronext Brussels and secondarily listed on the Athens Stock Exchange, announces to the public that on July 10<sup>th</sup>, 2015, the extraordinary general meeting of the shareholders of Viohalco decided, inter alia, the share capital increase of Viohalco with an amount of 12,669,660.51 euros, due to the cross-border merger by absorption by Viohalco of the Greek company “Sidenor Holdings S.A.” (hereinafter Sidenor), in accordance with the provisions of article 772/1 and following of the Belgian Companies Code and the Greek Law 3777/2009, which implemented the Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liabilities companies.

As a result of the cross-border merger by absorption of Sidenor by Viohalco, concluded on July 22, 2015, by way of execution of the notarial deed, dated July 22, 2015, of the notary public of Brussels Belgium, Sophie Maquet, and Viohalco’s share capital increase, the share capital of Viohalco is set today at 117,665,854.70 euros and divided into 233,164,646 shares without nominal value.

On July 29<sup>th</sup>, 2015 the Athens Stock Exchange approved the secondary admission to trading of the 13,553,338 new shares of Viohalco, resulting from Viohalco's share capital increase due to the cross-border merger. It is noted that, on July 29<sup>th</sup>, 2015, Euronext - Brussels approved the primary admission to trading of the above 13,553,338 new shares of Viohalco.

On July 30<sup>th</sup>, 2015 the trading of the 13,553,338 new shares of Viohalco, resulting from Viohalco's share capital increase due to the cross-border merger of Sidenor by Viohalco, will simultaneously commence on both Euronext Brussels and Athens Stock Exchange.

In view of the suspension of the market operation of the Athens Stock Exchange, if the said suspension is extended beyond July 30, 2015, the commencement of trading of the 13,553,338 new shares of Viohalco on the Athens Stock Exchange will be effected on the first day of the market operation of the Athens Stock Exchange.

It is noted that the shareholders, registered in the records of the Dematerialised Securities System (D.S.S.) on July 24<sup>th</sup>, 2015 for the listed company Sidenor, will be the beneficiaries of the new shares of Viohalco due to the cross-border merger.

The new shares of Viohalco are credited, based on the approved exchange ratio, on the securities tranches and accounts of the shareholders with the D.S.S..

It is reminded that the approved exchange ratio for the shareholders of the merging companies is set as follows: Each shareholder of Sidenor will exchange 2.28000002656172 shares of Sidenor for 1 new share of Viohalco, without nominal value, while Viohalco's shareholders will keep the same number of shares.

It is further announced that, for the secondary listing on the Athens Stock Exchange of the 13,553,338 new shares of Viohalco, due to the cross-border merger by absorption of Sidenor by Viohalco, Viohalco is not obligated to publish a Prospectus or any other equivalent document, in accordance with the provisions of article 4, par. 2(a) of the Greek Law 3401/2005, because the

number of the new shares of Viohalco (i.e. 13,553,338 shares) represent, over a period of twelve (12) months, less than ten per cent (10%) of the number of shares of the same class of Viohalco (i.e. 219,611,308), already admitted to trading on the regulated market of the Athex, that is 6,171511896%. Also, it is noted that Viohalco has notified the Hellenic Capital Market Commission (HCMC) that Viohalco didn't invoke or make use, over the past twelve(12) months, of the exemption from the obligation to publish a Prospectus or any other equivalent document, provided for in article 4, par. 2(a) of the Greek Law 3401/2005. Further, Viohalco notified the HCMC that, following the issue and admission to trading of the 13,553,338 new shares of Viohalco, due to the cross-border merger by absorption of Sidenor by Viohalco, Viohalco would not invoke, over the next twelve (12) months, the exemption from the obligation to publish a Prospectus or any other equivalent document, provided for in article 4, par. 2(a) of the Greek Law 3401/2005.

Finally, it is noted that no publication of a Prospectus or any other equivalent document is required for the primary listing on the regulated market of Euronext Brussels of the 13,553,338 new shares of Viohalco, due to the cross-border merger by absorption of Sidenor by Viohalco, in accordance with the provisions of article 18, par. 2(a) of the Belgian Law of 16 June 2006 on the public offering of securities and the admission of securities to trading on a regulated market.

For more information shareholders may contact Mr. Prodromos Kopsiaftis or Mrs. Evelyne Carasso at tel. no.: +30 210 68.61.111 during business days and hours.

Brussels Belgium, 29 July 2015.

#### **About Viohalco**

*Viohalco SA is the holding company of various metal processing companies in Europe, based in Belgium. With production facilities in Greece, Bulgaria, Romania, Russia, FYROM and the United Kingdom, Viohalco's subsidiaries specialise in the manufacture of aluminium, copper and cables, and steel and steel pipes products, generating an annual revenue of EUR 2.9 billion. In addition, Viohalco and its companies own substantial real estate properties in Greece and have redeveloped some of its properties as real estate development projects. For more information about our company, please visit our website at [www.viohalco.com](http://www.viohalco.com)*