

# D&M

PARTNERS

**Report of the common expert on the cross-border merger by absorption of the Greek companies DIATOUR MANAGEMENT AND TOURISM SA, ALCOMET COPPER AND ALUMINIUM SA, ELVAL HOLDINGS SA and the Luxembourg company EUFINA SA by the Belgian company VIOHALCO SA**

*in accordance with Article 772/9 of the Belgian Companies Code, Article 6 of Greek Law 3777/2009 and Article 266 of Luxembourg Law dated 10 August 1915, relating to commercial companies.*

16 December 2015

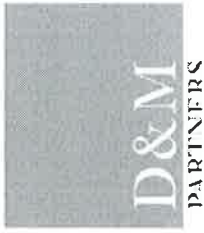
To the  
shareholders of:  
**VIOHALCO SA**  
30 avenue Marnix  
1000 Brussels  
Belgium

To the shareholders  
of:  
**ELVAL HOLDINGS SA**  
2-4 Mesogeion Avenue  
115 27 Athens  
Greece

To the  
shareholders of:  
**ALCOMET SA**  
2-4 Mesogeion  
Avenue  
115 27 Athens  
Greece

To the  
shareholders of:  
**DIATOUR SA**  
2-4 Mesogeion  
Avenue  
115 27 Athens  
Greece

To the  
shareholders of:  
**EUFINA SA**  
4 Rue Adolphe  
L-1116 Luxembourg  
Grand-Duchy of  
Luxembourg



**Report of the common expert on the cross-border merger by absorption of - the Greek companies DIATOUR MANAGEMENT AND TOURISM SA, ALCOMET COPPER AND ALUMINIUM SA, ELVAL HOLDINGS SA and the Luxembourg company EUFINA SA - by the Belgian company VIOHALCO SA**

Dear shareholders,

We enclose our report regarding the cross-border merger by absorption of the Greek companies DIATOUR MANAGEMENT AND TOURISM SA, ALCOMET COPPER AND ALUMINIUM SA, ELVAL HOLDINGS SA and the Luxembourg company EUFINA SA by the Belgian company VIOHALCO SA (hereinafter "Viohalco") in accordance with the terms of the job arrangement letter dated November 23, 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 read 'De Mol', written over a horizontal line.

De Mol, Meuldermans & Partners BVBA  
Represented by Kris Meuldermans  
Registered Auditor  
Vrijheidstraat 91, 2850 Boom, Belgium

# Table of Contents



<b>1</b>	<b>INTRODUCTION</b>	<b>4</b>
<b>2</b>	<b>VALUATION METHODOLOGY AND APPROACH</b>	<b>15</b>
<b>3</b>	<b>VALUATION RESULTS</b>	<b>21</b>
<b>4</b>	<b>EXCHANGE RATIO OF THE SHARES</b>	<b>28</b>
<b>5</b>	<b>CONCLUSION</b>	<b>31</b>
<b>6</b>	<b>ANNEXES</b>	<b>34</b>

# 1

## Introduction



# Introduction



## Description of the engagement

In accordance with Article 772/9 of the Belgian Companies Code, Article 6 of the Greek Law 3777/2009 and Article 266 of the Luxembourg Law dated 10 August 1915, as amended, relating to commercial companies, we have been appointed by the President of the Commercial Court of Brussels at the request of the Boards of Directors of Viohalco SA, Elval Holdings SA, Diatour Management and Tourism SA, Alcomet Copper and Aluminium SA and Eufina SA 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, Article 5 of the Greek Law 3777/2009 and Article 265 of the Luxembourg Law, 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 December 4, 2015, the boards of directors of (i) the Belgian company Viohalco S.A., (ii) Viohalco's affiliated Greek companies Elval Holdings SA, Alcomet S.A. Copper and Aluminium SA, Diatour Management and Tourism SA, and (iii) the Luxembourg company Eufina SA, (Elval, Alcomet, Diatour and Eufina being hereinafter collectively referred to as the "Absorbed Companies"), decided to proceed with a cross-border merger by absorption of Elval, Alcomet, Diatour and Eufina by Viohalco, in accordance with article 772/1 and following of the Belgian Companies Code, the Greek Law 3777/2009 in conjunction with the Greek Codified Law 2190/1920 and articles 261 to 276 of the Luxembourg Law dated 10 August 1915, as amended, relating to commercial companies, each implementing Directive 2005/56/EC of the European Parliament and the Council of 26 October 2005 on cross-border mergers of limited liability companies. Both Viohalco and the Absorbed Companies are companies with no production activity.

According to the Board of Directors of the merging companies, the cross-border merger will result in a simplification and a rationalization of the overall corporate structure of the group of companies controlled, directly or indirectly, by Viohalco. On one hand, it will allow for the cancellation of unnecessary current cross-participations between the merging companies, which resulted from successive intragroup re-organizations that took place in the past. On the other hand, it will allow for the cancellation of intermediate holding companies (Elval, Alcomet and Diatour), thus uplifting an additional part of the holding function (i.e. managing participations held in industrial and commercial companies) to the group's mother company Viohalco. As a result of the merger, the quality and the efficiency of the overall holding function at group level will be substantially improved, and the related monitoring, supervision and management costs will be accordingly reduced. More important, the merger will render the group's overall corporate structure more transparent and intelligible to the global investor community and the international money and capital markets. In addition, the absorption of Eufina will add approximately 10 million euros to Viohalco's current liquidity.



# Introduction

## Transaction Rationale (continued)

More specifically on December 4, 2015, the five Boards of Directors decided to:

1. initiate the procedure for the cross-border merger by absorption of the Absorbed Companies by Viohalco;
2. proceed with the drafting and finalization of the common draft terms of the cross-border merger and the relevant reports of the boards of directors on the cross-border merger;
3. acknowledge and approve the following preparatory acts in relation to the cross-border merger: (a) the appointment of RSM Greece S.A. as the merging companies' financial advisor responsible for the valuation of the merging companies; and (b) the appointment by the President of the Commercial Court of Brussels of "Byba De Mol, Meuldemans & Partners- Bedrijfsrevisoren" as the common independent expert responsible for drawing up the report required by article 772/9, §1 of the Belgian Companies Code, article 6 of Greek law 3777/2009 and article 266 of the Luxembourg Law, for each of Viohalco and the Absorbed Companies;
4. use the interim financial statements as at October 31, 2015 as the basis for the cross-border merger (transformation balance sheet);
5. set the proposed share exchange ratios; and
6. order to proceed with all actions and notifications required by law.

On Monday December 7, 2015, the five Boards of Directors decided to:

1. approve the common draft terms of the cross-border merger and designate authorized representatives to execute them; and
2. order to proceed with all actions and notifications required by law.

The share exchange ratios between Viohalco and each of the Absorbed Companies were set as follows in the common draft term of cross-border merger dated on December 7, 2015:

- at 1.29243192046551:1 for Elval, i.e. it is proposed that Elval's shareholders exchange 1.29243192046551 of their shares for one (1) Viohalco share;
- at 0.152485513876182:1 for Alcomet, i.e. it is proposed that Alcomet's shareholders exchange 0.152485513876182 of their shares for one (1) Viohalco share;
- at 0.581797828936709:1 for Diatour, i.e. it is proposed that Diatour's shareholders exchange 0.581797828936709 of their shares for one (1) Viohalco share; and
- at 0.0161861516792586:1 for Eufina, i.e. it is proposed that Eufina's shareholders exchange 0.0161861516792586 of their 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 31<sup>st</sup> 2013, which was published in the annexes of the official Belgian state gazette on June 14<sup>th</sup> 2013.

### 2. Companies to be absorbed

- Elval Holdings Société Anonyme, a limited liability company by shares (*Ανώνυμος Εταιρεία*) 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 000340401000
- Diatour, Management and Tourism Société Anonyme, a limited liability company by shares (*Ανώνυμος Εταιρεία*) 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 001400401000
- Alcomet SA Copper and Aluminium, Société Anonyme, a limited liability company by shares (*Ανώνυμος Εταιρεία*) 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 003577201000
- Eufina SA, a limited liability company (*société anonyme*) incorporated under Luxembourg law, with registered office at Rue Adolphe 4, L-1116 Luxembourg, Grand-Duchy of Luxembourg and registered with the Luxembourg Trade and Companies' Register under number B 68.478

# Introduction



## Identification of the companies involved in the merger (continued)

### 2. Companies to be absorbed (continued)

- Elval, a subsidiary of Viohalco based in Greece, is a holding company and holds shares in companies such as Elval SA, Etem Bulgaria SA, Bridgnorth Aluminium Ltd as well as in a number of other companies being less significant in size.
- Diatour is a subsidiary of Viohalco based in Greece and holds shares in companies such as Elval, Hellenic Cables, Viohalco, Corinth Pipeworks and Halcor.
- Alcomet is a subsidiary of Viohalco, based in Greece and holds shares in companies such as Elval, Hellenic Cables, Viohalco, Corinth Pipeworks, Halcor and Sovel.
- Eufina is based in Luxembourg and holds shares in companies such as Elval, Viohalco and Halcor.

# Introduction



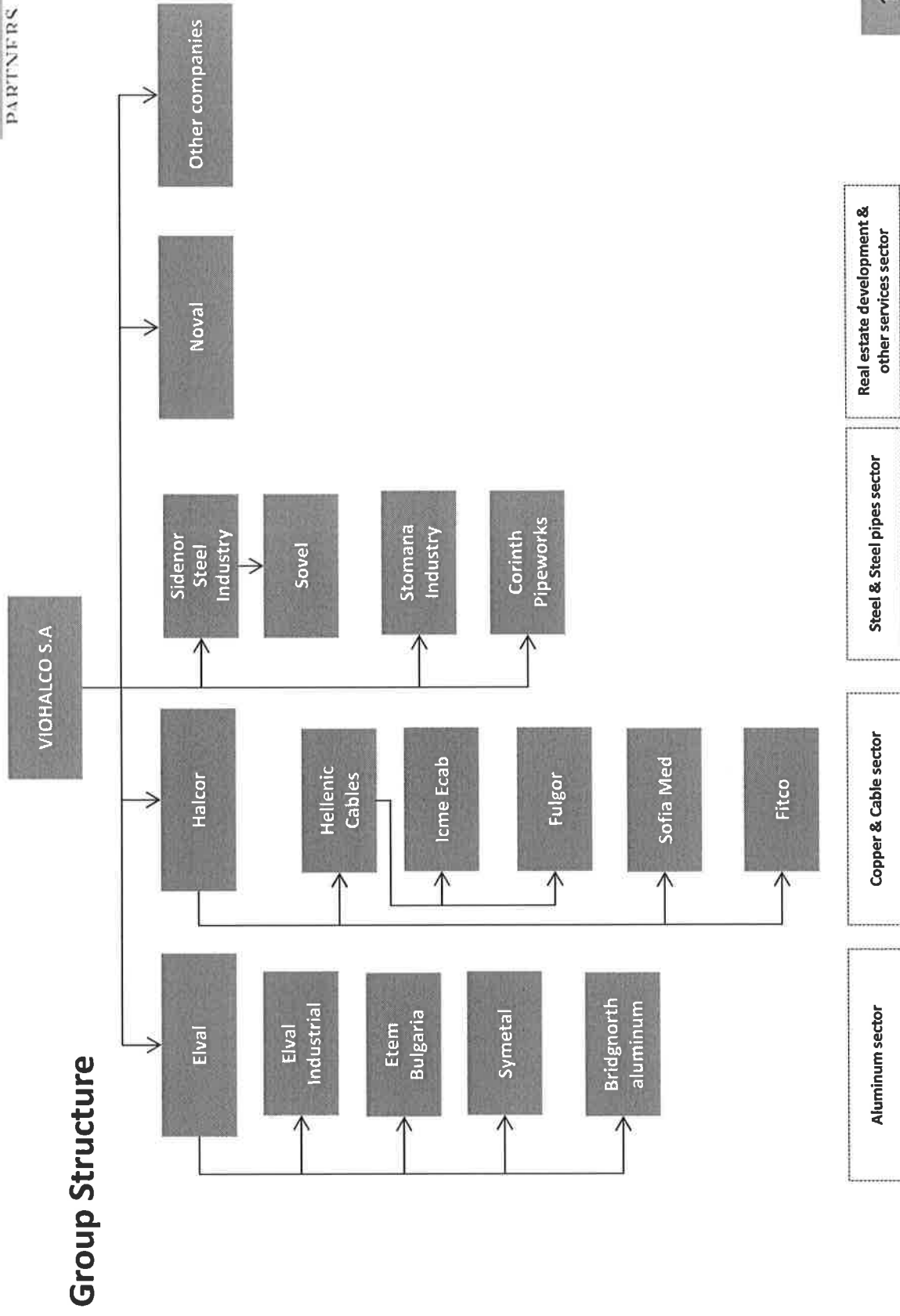
## Group Structure

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 which operate in the production of aluminum (through the Eival group) and steel and copper (through the Halcor group). The group has production facilities in Greece, Bulgaria, Romania, Russia, FYROM and the United Kingdom;
- The Noval group, 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 Eival SA, Viohalco SA and Halcor SA;
- A number of less significant companies in terms of size; and
- Other non-operational real estate assets.

The table on the next page provides an overview of Viohalco's main participations per sector of activity as per October 31, 2015. The direct holding percentages of all group companies are included in the annexes of this report.

# Introduction



# 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 participation (including the absorbed companies) which were provided to De Mol, Meuldermans & Partners BVBA by the management and the advisor of Viohalco.
- Company presentations that were available on their websites.
- Data and information that was collected through discussions with the management of the companies.
- The valuations reports of December 1, 2015 prepared by RSM Greece SA on behalf of Viohalco and the Absorbed Companies.
- 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, which terms have been prepared in accordance with article 772/6 of the Belgian Companies Code, the Greek Law 3777/2009 in conjunction with articles 68, §2 and 69 to 77a of the Greek Codified Law 2190/1920 and articles 261 to 276 of the Luxembourg Law of 10 August 1915, as amended, relating to commercial companies. This report has been prepared in accordance with the article 772/9 of the Belgian Companies Code, the article 6 of the Greek Law 3779/2009 and the article 266 of the Luxembourg Law.

For the purpose of this report, we have examined the common draft terms dated December 7, 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. Also the interim financial statements as at June 30, 2015 of Viohalco were submitted to a limited review by the statutory auditor. No important issues were reported by KPMG Bedrijfsrevisoren.

The consolidated financial statements as at December 31, 2014 of Elval Holdings S.A. (former Elval Hellenic Aluminium Industry S.A.) were audited by the statutory auditor, KPMG Certified Auditors SA, represented by Mr. Nick Vouniseas. KPMG Certified Auditors SA. has issued an unqualified opinion.

The financial statements as at September 30, 2014 of Eufina were audited by the statutory auditor, BDO Audit represented by Mr. Jacques Peffer. BDO Audit has issued an unqualified opinion.

The financial statements of the Greek Company ALCOMET SA stand alone as at December 31, 2014 were audited by the statutory auditor, ABACUS SA represented by Mr. Theodoros Psaros who has issued an unqualified opinion.

The financial statements of the Greek Company DIATOJOUR SA stand alone as at December 31, 2014 were audited by the statutory auditor, ABACUS SA represented by Mr. Theodoros Psaros who 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, the article 772/9 of the Belgian Companies Code and the article 266 of the Luxembourg Law) 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, article 772/9 of the Belgian Companies Code and article 266 of the Luxembourg Law).

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 Vohalco Group and the Absorbing Companies.

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 (continued)

- 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 etc. 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 (continued)

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.
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 (continued)

### Selected Methodology

For the valuation of Viohalco and the Absorbed Companies 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.

With regard to VIOHALCO SA and ELVAL HOLDINGS SA the value used to determine the exchange ratio is based on the combination of:

- the Discounted Cash Flow Method or the Adjusted Net Asset Value Method, for the valuation of the investment in less significant companies, (60%) and;
- the Stock Market Analysis Method (40%)

With regard to DIATOUR MANAGEMENT AND TOURISM SA, ALCOMET COPPER AND ALUMINIUM SA and EUFINA SA the value used to determine the exchange ratio is based on the Adjusted Net Asset Value Method. The book value of their financial investments was adjusted based on the Discounted Cash Flow Method (60%) and the Stock Market Analysis Method (40%). We should also add that for the less significant participations of Viohalco and Elval, 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 (continued)

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 all companies are, in all material respects, appropriate.

# 3

## Valuation results

## DCF / Adjusted Net Asset Method

**Viohalco** is a holding company therefore its 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.

**Elval Holdings.** Elval is a holding company therefore its Net Asset Value has been adjusted by the differences between the book values of participations and their values estimated following the DCF method for the main group of companies (Elval SA, Bridgnorth, Etem BG etc) and the equity value for the smaller sized companies.

**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 the DCF Method), the value of the participations in companies such as ICME and Fulgor.

**Steel industry (previous Sidenor Group)** The companies which represent the steel sector of Viohalco (Sidenor Steel, Stomana, Corinth Pipeworks etc) are now direct subsidiaries of Viohalco after the absorption of Sidenor holdings by Viohalco. The values of these companies / groups have been estimated following the DCF Method and any differences between their market value and their book value is used in order to adjust directly the Net Asset Value of Viohalco.

**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, Diatour, Eufina.** The companies hold shares in listed companies. The contribution of each company in which they hold shares (i.e. Elval, Viohalco, Halcor, etc.) was estimated by multiplying the number of shares that each of them holds in each group or company by the value, which was estimated for each group or company following the DCF method. The values derived were used in order to adjust the Net Asset Value of each of the companies Alcomet, Diatour and Eufina.

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. We cannot guarantee the outcome of such projections, business plans and estimations. However we can confirm that the forecasts have been drawn up reasonably and do not present material inconsistencies with the information in our possession.**

Following this approach, the values of the companies included in the transaction as at 31/10/2015 are shown in the following table.

Value (€)	Minimum	Maximum
Viohalco	1.384.050.365	1.634.599.841
Elval	652.977.023	736.765.029
Alcomet	62.529.159	74.069.031
Diatour	32.797.281	39.583.793
Eufina	78.092.595	90.908.443

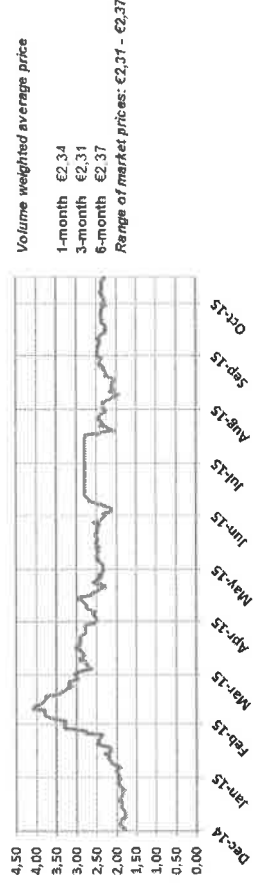
# Stock Market Analysis Method



As both Viohalco and Elval are publicly traded companies, with Viohalco being listed on both the Belgian and the Greek Stock Exchange and Elval 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.

## Viohalco

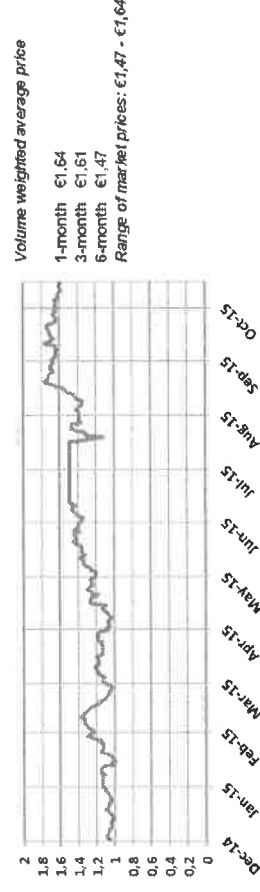
Based on the analysis of the share price evolution over the last six months, a range of applicable market prices for Viohalco is between € 2,31 and € 2,37



Therefore, following the Stock Market Analysis Method, the value of Viohalco ranges between €538.610.332 and €552.600.211

## Elval

Following the same approach for Elval and based on the analysis of the share price evolution over the last six months, a range of applicable market prices is between € 1,47 and € 1,64.



Therefore, following the Stock Market Analysis Method, the value of Elval ranges between €184.576.525 and €205.922.110



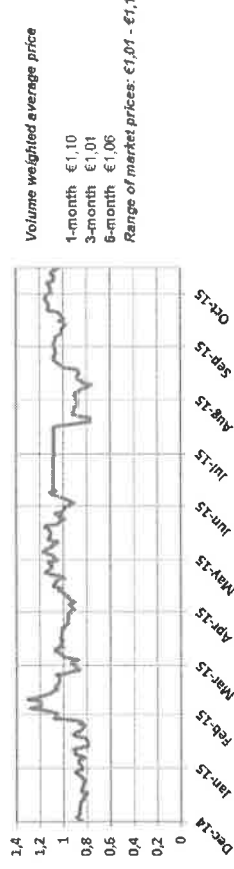
# Stock Market Analysis Method



## Corinth Pipeworks

Based on the analysis of the share price evolution over the last six months, a range of applicable market prices for Corinth Pipeworks is between € 1,01 and € 1,10

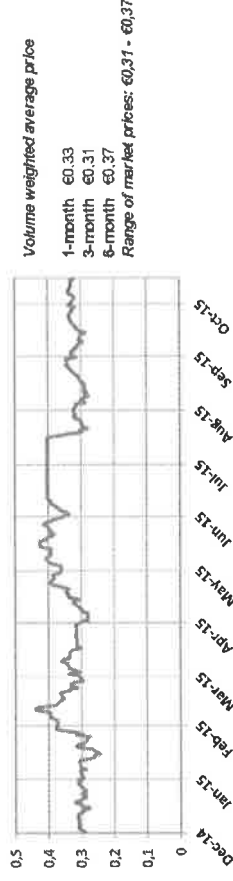
Therefore, following the Stock Market Analysis Method, the value of Corinth Pipeworks ranges between €125.411.903 and €136.587.221



## Halcor

Based on the analysis of the share price evolution over the last six months, a range of applicable market prices for Halcor is between € 0,31 and € 0,37

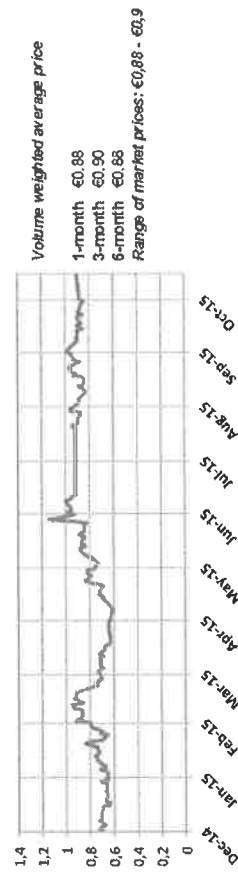
Therefore, following the Stock Market Analysis Method, the value of Halcor ranges between €31.396.684 and €37.473.462



## Hellenic Cables

Based on the analysis of the share price evolution over the last six months, a range of applicable market prices for Hellenic Cables is between € 0,88 and € 0,90

Therefore, following the Stock Market Analysis Method, the value of Hellenic Cables ranges between €26.000.797 and €26.591.724



# Weighting of valuation methods



The merged companies have been valued following the application of (a) the DCF / Adjusted Net Asset Method (where applicable) and (b) 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 each of the merged companies.

- **Viohalco's price ranges between €1.045.874.352 and €1.201.799.989.** The share price ranges between €4,49 and €5,15.
- **Elval Holdings' price ranges between €465.616.824 and €524.4287.861.** The share price ranges between €3,71 and €4,18.
- **Diatour's price ranges between €24.892.633 and €29.237.373.** The share price ranges between €7,95 and €9,34.

## VALUATION OF VIOHALCO

Valuation Method	Weight	Minimum	Maximum
1. DCF / Adjusted Net Asset Value	60%	1.384.050.365	1.634.589.841
2. Market Capitalization	40%	538.610.332	552.600.211
<b>Weighted Average</b>	<b>100%</b>	<b>1.045.874.352</b>	<b>1.201.799.989</b>

## VALUATION OF ELVAL

Valuation Method	Weight	Minimum	Maximum
1. DCF / Adjusted Net Asset Value	60%	5,94	7,01
2. Market Capitalization	40%	2,31	2,37
<b>Weighted Average</b>	<b>100%</b>	<b>4,49</b>	<b>5,15</b>

## VALUATION OF ELVAL

Valuation Method	Weight	Minimum	Maximum
1. DCF / Adjusted Net Asset Value	60%	652.977.023	736.765.029
2. Market Capitalization	40%	184.576.525	205.922.110
<b>Weighted Average</b>	<b>100%</b>	<b>465.616.824</b>	<b>524.427.861</b>

## VALUATION OF ELVAL

Valuation Method	Weight	Minimum	Maximum
1. DCF / Adjusted Net Asset Value	60%	5,20	5,87
2. Market Capitalization	40%	1,47	1,84
<b>Weighted Average</b>	<b>100%</b>	<b>3,71</b>	<b>4,18</b>

## VALUATION OF DIATOUR

Valuation Method	Weight	Minimum	Maximum
1. DCF / Adjusted Net Asset Value	60%	32.797.281	39.583.793
2. Stock Market Analysis	40%	13.035.663	13.717.743
<b>Weighted Average</b>	<b>100%</b>	<b>24.892.633</b>	<b>29.237.373</b>

## VALUATION OF DIATOUR

Valuation Method	Weight	Minimum	Maximum
1. DCF / Adjusted Net Asset Value	60%	10,48	12,65
2. Stock Market Analysis	40%	4,16	4,38
<b>Weighted Average</b>	<b>100%</b>	<b>7,95</b>	<b>9,34</b>

# Weighting of valuation methods

The merged companies have been valued following the application of (a) the DCF / Adjusted Net Asset Method (where applicable) and (b) 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 each of the merged companies.

- **Alcomet's price ranges between €48.113.214 and €55.676.796.** The share price ranges between €30,79 and €35,63.
- **Eufina's price ranges between €60.593.815 and €68.686.104.** The share price ranges between €284,28 and €322,24.



## VALUATION OF ALCOMET

Valuation Method	Weight	Minimum	Maximum
1. DCF / Adjusted Net Asset Value	60%	62.529.159	74.069.031
2. Stock Market Analysis	40%	26.489.296	28.088.444
<b>Weighted Average</b>	<b>100%</b>	<b>48.113.214</b>	<b>55.676.796</b>

## VALUATION OF EUFINA

Valuation Method	Weight	Minimum	Maximum
1. DCF / Adjusted Net Asset Value	60%	40,01	47,40
2. Stock Market Analysis	40%	16,95	17,97
<b>Weighted Average</b>	<b>100%</b>	<b>30,79</b>	<b>35,63</b>

## VALUATION OF EUFINA

Valuation Method	Weight	Minimum	Maximum
1. DCF / Adjusted Net Asset Value	60%	78.092.595	90.908.443
2. Stock Market Analysis	40%	34.343.644	35.352.596
<b>Weighted Average</b>	<b>100%</b>	<b>60.593.815</b>	<b>68.686.104</b>

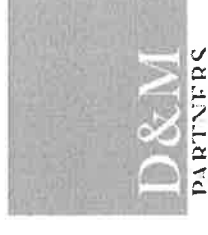
## VALUATION OF EUFINA

Valuation Method	Weight	Minimum	Maximum
1. DCF / Adjusted Net Asset Value	60%	366,37	426,50
2. Stock Market Analysis	40%	161,13	165,86
<b>Weighted Average</b>	<b>100%</b>	<b>284,28</b>	<b>322,24</b>

# 4

## Exchange ratio of the shares

## Exchange ratio of the shares



Viohalco's share capital amounts to € 117.665.854,70 divided into 233.164.646 shares without nominal value. The share capital of Elval is set at € 40.179.923,84 divided into 125.562.262 shares with a nominal value of € 0,32 each. The share capital of Diatour is set at € 18.937.710 and is dividend into 3.130.200 shares with a nominal value of € 6,05 each. Alcomet's share capital amounts to € 4.594.485 and is dividend into 1.562.750 shares with a nominal value of € 2,94 each. Eufina's share capital amounts to € 13.641.728 and is divided into 213.152 shares without nominal value.

Based on the range of values of Viohalco, Elval, Diatour, Alcomet and Eufina and taking into consideration the number of shares of each company, the range of share exchange ratios are as follows:

- a. In relation to Elval, the proposed share exchange ratio ranges between 1,07 and 1,39, i.e. it is proposed that the shareholders of Elval exchange between 1,07 and 1,39 of their shares in Elval for one new share in Viohalco;
- b. In relation to Diatour, the proposed share exchange ratio ranges between 0,48 and 0,65, i.e. it is proposed that the shareholders of Diatour exchange between 0,48 and 0,65 of their shares in Diatour for one new share in Viohalco;
- c. In relation to Alcomet, the proposed share exchange ratio ranges between 0,13 and 0,17, i.e. it is proposed that the shareholders of Alcomet exchange between 0,13 and 0,17 of their shares in Alcomet for one new share in Viohalco;
- d. In relation to Eufina, the proposed share exchange ratio ranges between 0,014 and 0,018, i.e. it is proposed that the shareholders of Eufina exchange between 0,014 and 0,018 of their shares in Eufina for one new share in Viohalco;

## Exchange ratio of the shares



The Boards of Directors of Viohalco and the Absorbed Companies have agreed to fix the exchange ratio of the shares on the methods described in this report. The proposed share exchange ratios are set by the Boards of Directors of Viohalco and the Absorbed Companies:

- at 1.29243192046551:1 for Elval, i.e. it is proposed that Elval's shareholders exchange 1.29243192046551 of their shares for one (1) Viohalco share;
- at 0.152485513876182:1 for Alcomet, i.e. it is proposed that Alcomet's shareholders exchange 0.152485513876182 of their shares for one (1) Viohalco share;
- at 0.581797828936709:1 for Diatour, i.e. it is proposed that Diatour's shareholders exchange 0.581797828936709 of their shares for one (1) Viohalco share; and
- at 0.0161861516792586:1 for Eufina, i.e. it is proposed that Eufina's shareholders exchange 0.0161861516792586 of their shares for one (1) Viohalco share.

# 5

## Conclusion

# Conclusion



The proposed transaction consists of the cross-border merger whereby it is contemplated that Viohalco SA, a company established under Belgian Law (“**Viohalco**”), will absorb the following companies:

Diatour Management and Tourism SA, a company established under Greek Law (“**Diatour**”);  
Alcomet Copper and Aluminium SA, a company established under Greek Law (“**Alcomet**”);  
Elval Holdings SA, a company established under Greek Law (“**Elval**”); and  
Eufina SA, a company established under Luxembourg Law (“**Eufina**”).

We have prepared the underlying report as common expert appointed by the President of the Commercial Court of Brussels in the context of the cross-border merger, in accordance with article 772/9 of the Belgian Companies Code, article 6 of Greek Law 3777/2009 and article 266 of the Luxembourg Law of 10 August 1915 relating to commercial companies, as amended (the “**Luxembourg Law**”). This report is solely for use in connection with these articles.

With regard to Viohalco and Elval, the value used to determine the exchange ratio is based on the combination of the Discounted Cash Flow Method (weighted by 60%) and the Stock Market Analysis Method (weighted by 40%) which were considered in order to adjust the Net Asset Value of both Viohalco and Elval by taking into consideration the market value of their participations. The Adjusted Net Asset Value Method is used as a substitute of the Discounted Cash Flow Method for investments in less significant in size 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.

For the valuation of Diatour, Alcomet and Eufina and the determination of the respective share exchange ratios it was considered that they mainly hold participations in listed companies. The market value of these participations, which were used in order to adjust the Net Asset Value of Diatour, Alcomet and Eufina respectively, were estimated by applying the Discounted Cash Flow Method (weighted by 60%) and the Stock Market Analysis Method (weighted by 40%).

The Discounted Cash Flow Method is, by nature, based on projections, business plans and estimations. We cannot guarantee the outcome of such projections, business plans and estimations. However we can confirm that the forecasts have been drawn up reasonably and do not present material inconsistencies with the information in our possession.



## Conclusion

These methods take into account the specificities of the companies involved in the cross-border merger. Based on these valuation methods, the proposed exchange ratios were determined as follows:

- 1 share of Viohalco against 1.29243192046551 shares of Elval;
- 1 share of Viohalco against 0.581797828936709 shares of Diatour;
- 1 share of Viohalco against 0.152485513876182 shares of Alcomet; and
- 1 share of Viohalco against 0.0161861516792586 shares of Eufina.

For accounting purposes, all transactions of Diatour, Alcomet, Elval, and Eufina will be deemed to be taken for the account of Viohalco as from November 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 ratios between the shares of the absorbed companies and the shares of the absorbing company are fair and reasonable;
- The valuation methods used and the relative weight given to the different methods are appropriate for the proposed merger and consistent with previous mergers in the group;
- No difficulties have arisen with respect to the valuations;
- The valuation of Viohalco amounts to € 1,185,928,378.32, the valuation of Elval amounts to € 494,136,820.340927, the valuation of Diatour amounts to € 27,365,018.8678341, the valuation of Alcomet amounts to € 52,126,273.8141442, and the valuation of Eufina amounts to € 66,979,448.493576.
- The common draft terms of cross-border merger dated 7 December 2015 contain the information required by law.

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 ratios.

Boom, December 16, 2015



**BVBA De Mol, Meuldermans & Partners Bedrijfsrevisoren**

Represented by

Kris Meuldermans

Registered auditor



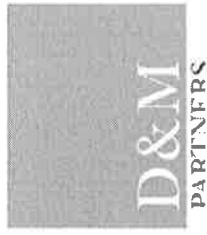
# 6

## Annexes





# Annexes



## 6.2 Financial statement of VIOHALCO as at 31/10/2015

### VIOHALCO SA

#### IFRS STATEMENT OF FINANCIAL POSITION AS AT 31 OCTOBER 2015

Amounts in EUR

<b>ASSETS</b>	
Non-current assets	
Property, plant and equipment	1.697.816
Intangible assets and goodwill	4.885
Investment property	127.238.607
Investments in subsidiary companies	697.551.731
Other investments	54.436.259
Trade and other receivables	2.235.349
	<b>883.164.647</b>
Current assets	
Trade and other receivables	39.655.766
Other investments	50.193
Income tax receivables	610.807
Cash and cash equivalents	3.436.650
	<b>43.753.416</b>
<b>Total assets</b>	<b>926.918.063</b>

<b>EQUITY</b>	
Equity	
Share capital	117.665.854
Share premium	453.821.717
Other reserves	25.760.621
Retained earnings	316.309.993
<b>Total equity</b>	<b>913.558.186</b>
<b>LIABILITIES</b>	
Non-current liabilities	
Employee benefits	102.381
Deferred tax liabilities	8.636.141
	<b>8.738.522</b>
Current liabilities	
Trade and other payables	4.483.329
Current tax liabilities	138.026
	<b>4.621.354</b>
<b>Total liabilities</b>	<b>13.359.876</b>
<b>Total equity and liabilities</b>	<b>926.918.063</b>

# Annexes



## 6.3 Financial statement of ELVAL as at 31/10/2015

### ELVAL HOLDINGS S.A. IFRS STATEMENT OF FINANCIAL POSITION AS AT 31 OCTOBER 2015

<i>Amounts in EUR</i>	
<b>ASSETS</b>	
Non-current assets	
Property, plant and equipment	20.580
Intangible assets and goodwill	125.381
Investment property	14.612.596
Investments in subsidiary companies	469.106.234
Other investments	87.580
Trade and other receivables	93.225
Deferred tax assets	2.322.904
	<b>486.368.500</b>
Current assets	
Inventories	5.594.112
Trade and other receivables	34.567.317
Income & other tax receivables	4.285.922
Cash and cash equivalents	1.305.404
	45.752.756
<b>Total assets</b>	<b>532.121.256</b>
<b>EQUITY</b>	
Equity	40.179.924
Share capital	168.212.806
Share premium	36.053.561
Other reserves	263.354.340
Retained earnings	507.800.630
<b>Total equity</b>	<b>507.800.630</b>
<b>LIABILITIES</b>	
Non-current liabilities	
Employee benefits	834.069
Provisions	870.000
	1.704.069
Current liabilities	
Trade and other payables	11.843.557
Current tax liabilities	10.773.000
	22.616.557
<b>Total liabilities</b>	<b>24.320.626</b>
<b>Total equity and liabilities</b>	<b>532.121.256</b>

# Annexes



## 6.4 Financial statement of DIATOUR as at 31/10/2015

**DIATOUR S.A**  
**IFRS STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 OCTOBER 2015**

*Amounts in EUR*

<b>ASSETS</b>	<b>EQUITY</b>
Non-current assets	Share capital 18.937.710
Property, plant and equipment 371.504	Share premium 4.780.483
Deferred tax assets 3.383.020	Other reserves -989.600
<b>3.754.523</b>	Retained earnings -9.491.196
<b>Current assets</b>	<b>Total equity 13.237.397</b>
Other investments 9.022.499	
Income tax receivables 774	
Cash and cash equivalents 461.976	
<b>9.485.249</b>	
<b>Total assets 13.239.772</b>	
	<b>LIABILITIES</b>
	Current liabilities
	Trade and other payables 2.375
	<b>2.375</b>
	<b>Total liabilities 2.375</b>
	<b>Total equity and liabilities 13.239.772</b>

# Annexes



## 6.5 Financial statement of ALCOMET as at 31/10/2015

### ALCOMET SA IFRS STATEMENT OF FINANCIAL POSITION AS AT 31 OCTOBER 2015

<i>Amounts in EUR</i>	
<b>ASSETS</b>	
Non-current assets	7.859.735
Deferred tax assets	<u>7.859.735</u>
<b>Current assets</b>	
Trade and other receivables	357
Other investments	19.929.377
Cash and cash equivalents	<u>117.976</u>
<b>Total assets</b>	<u>20.047.710</u>
	<u>27.907.445</u>
<b>EQUITY</b>	
Equity	4.594.485
Share capital	42.260.049
Share premium	-8.122.258
Other reserves	-10.827.045
Retained earnings	<u>27.905.231</u>
<b>Total equity</b>	
<b>LIABILITIES</b>	
<b>Current liabilities</b>	
Trade and other payables	2.214
	<u>2.214</u>
<b>Total liabilities</b>	<u>2.214</u>
<b>Total equity and liabilities</b>	<u>27.907.445</u>



# Annexes



## 6.6 Financial statement of EUFINA as at 31/10/2015

EUFINA S.A.

### LUX GAAP STATEMENT OF FINANCIAL POSITION AS AT 31 OCTOBER 2015

Amount in EUR

#### ASSETS

C. Fixed assets	
III. Financial fixed assets	23,923,816.31
D. Current assets	
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	10,011,526.88
E. Prepayments	4,574.17
<b>TOTAL (ASSETS)</b>	<b>33,939,917.36</b>

#### LIABILITIES

A. Capital and reserves	
I. Subscribed capital	13,641,728.00
II. Share premium and similar premiums	13,578,534.13
IV. Reserves	364,179.20
V. Profit or loss brought forward	5,786,124.15
VI. Profit or loss for the financial year	450,210.77
	<u>33,820,776.25</u>
D. Non subordinated debts	
a) becoming due and payable within one year	119,141.11
	<u>119,141.11</u>
<b>TOTAL (LIABILITIES)</b>	<b>33,939,917.36</b>