



## **PRESS RELEASE OF VIOHALCO SA**

**Brussels, 3 March 2016**

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

### **ANNOUNCEMENT**

#### **LISTING OF NEW SHARES ISSUED IN THE CONTEXT OF THE SHARE CAPITAL INCREASE OF VIOHALCO SA AS A RESULT OF THE CROSS-BORDER MERGER BY ABSORPTION OF ELVAL HOLDINGS SOCIETE ANONYME, ALCOMET COPPER AND ALUMINIUM SOCIETE ANONYME, DIATOUR MANAGEMENT AND TOURISM SOCIETE ANONYME AND EUFINA S.A. BY VIOHALCO SA**

##### **Transaction background**

The Belgian company “Viohalco SA” (referred to hereinafter “**Viohalco**”), primarily listed on Euronext Brussels and secondarily listed on the Athens Stock Exchange, announces that on 17 February 2016, the extraordinary general meeting of its shareholders decided, inter alia, the share capital increase of Viohalco by an amount of EUR 24,227,956.76 (referred to hereinafter as the “**Share Capital Increase**”) through the issuance of 38,250,030 new shares (referred to hereinafter as the “**New Shares**”), in the context of the cross-border merger by absorption by Viohalco of the Greek companies “ELVAL HOLDINGS SOCIETE ANONYME” (referred to hereinafter as “**Elval**”), “DIATOUR MANAGEMENT AND TOURISM SOCIETE ANONYME” (referred to hereinafter as “**Diatour**”), “ALCOMET COPPER AND ALUMINIUM SOCIETE ANONYME” (referred to hereinafter as “**Alcomet**”) and the Luxembourg company “EUFINA S.A.” (hereinafter referred to as “**Eufina**” and together with Elval, Diatour and Alcomet, the “**Absorbed Companies**”) in accordance with the provisions of article 772/1 and following of the Belgian Companies Code, Greek Law 3777/2009, in conjunction with articles 68 §2 and 69 to 77a of Greek Codified Law 2190/1920, and articles 261 to 276 of the Luxembourg law of 10 August 1915, relating to commercial companies, each of them as amended and currently in force (the “**Cross-Border Merger**”). The Cross-Border Merger became effective on 26 February 2016.

## **Admission to listing**

On 1 March 2016, Euronext Brussels has approved the primary admission to listing and trading of the New Shares on the regulated market of Euronext Brussels, and on 3 March 2016 the Managing Committee of the Stock Markets of the Athens Stock Exchange has approved the secondary admission to listing and trading of the New Shares on the Athens Stock Exchange.

The trading of the 38,250,030 New Shares on both Euronext Brussels and the Athens Stock Exchange will commence simultaneously on 7 March 2016.

From that date onwards, a total of 259,189,761 Viohalco shares will be traded on Euronext Brussels and the Athens Stock Exchange.

On the date of commencement of trading of the New Shares, the New Shares will have been credited to the investor's shares and securities accounts of the former shareholders of the Absorbed Companies, with the Dematerialised Securities System (referred to hereinafter as the "D.S.S."). The New Shares for which their beneficiaries have duly elected that they be kept with the foreign depository of titles named "Euroclear", according to the special election form, will have been credited to accounts held with such foreign depository.

In relation to the issuance of the New Shares to the former shareholders of Elval in the context of the Cross-Border Merger, it is noted that the shareholders of Elval that were registered in the records of the D.S.S. on 29 February 2016 are the beneficiaries of the portion of New Shares allocated to the former shareholders of Elval, as per the applicable exchange ratio published in the press releases of Viohalco dated 7 December 2015 and 17 February 2016.

## **Transaction highlights**

As a result of the completion of the Cross-Border Merger on 26 February 2016, Viohalco has acquired a total of 12,224,915 own shares (corresponding to the sum of 1,574,542 of its own shares acquired from Diatour, 1,641,177 of its own shares acquired from Alcomet and 9,009,196 of its own shares acquired from Eufina). In accordance with the resolutions adopted by Viohalco's shareholders at the occasion of the extraordinary meeting of its shareholders held on 17 February 2016, these shares were cancelled and such cancellation has been imputed on the non-distributable reserve of Viohalco amounting to EUR 27,382,429.84 that has been created.

Further to the completion of the Cross-Border Merger on 26 February 2016, the share capital of Viohalco is set at EUR 141,893,811.46 and is divided into 259,189,761 shares without nominal value.

For the purposes of the listing and commencement of trading of the New Shares on Euronext Brussels, Viohalco has published a listing prospectus according to Article 3, §3 of the Directive 2003/71/EC of the European Parliament and of the Council of the European Union (as amended and in force) and article 20 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. This prospectus was approved by the Belgian Financial Services and Markets Authority (referred to hereinafter as the “FSMA”), on 1 March 2016. Following such approval, the prospectus has been duly filed by the FSMA with the Hellenic Capital Markets Commission and has thus been passported to Greece for the purposes of the listing and commencement of trading of the New Shares on the Athens Stock Exchange, pursuant to articles 17 and 18 of Greek law 3401/2005. The prospectus is available in English, with a translation of its summary in French and Dutch. For the purposes of its passporting to Greece pursuant to articles 17 and 18 of Greek law 3401/2005, the Prospectus is also available in its entirety in Greek. The Prospectus is available to investors at no cost from 1 March 2016 at Viohalco’s registered seat and is also available to investors from 1 March 2016 on the website of the Athens Stock Exchange ([www.helex.gr](http://www.helex.gr)) and of Viohalco ([www.viohalco.com](http://www.viohalco.com)).

For further information shareholders may contact Mrs. Sophia Zairi at tel. no.: +30 210 68.61.111 during business days and hours.

Brussels, Belgium, 3 March 2016.

### ***About Viohalco***

*Viohalco 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).*