

## **PRESS RELEASE OF VIOHALCO SA**

**Brussels, 11 May 2015**

*The enclosed information constitutes regulated information as defined in the Law of 2 August 2002 and the Royal Decree of 14 November 2007 on the obligations of issuers of financial instruments admitted to trading on a regulated market.*

The Belgian company Viohalco S.A. (hereinafter ***Viohalco***) announces that, further to the announcement made by Viohalco and Sidenor Holdings S.A. (hereinafter ***Sidenor Holdings***) on 29 April 2015 with respect to the cross-border merger by absorption of Sidenor Holdings by Viohalco, both companies have finalised today the common draft terms of the cross-border merger setting out the conditions of the merger, in accordance with article 772/6 of the Belgian Companies Code and the Greek Law 3777/2009, which implement 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.

The common draft terms of the cross-border merger have been prepared taking into account the financial statements of Viohalco and Sidenor Holdings as at 31 December 2014. According to the common draft terms of the cross-border merger the proposed share exchange ratio is set at 2.28000002656172:1. This means that it will be proposed that the shareholders of Sidenor Holdings exchange 2.28000002656172 Sidenor Holdings shares against 1 new Viohalco share while Viohalco shareholders will keep the same number of shares.

VMB BEDRIJFSREVISOREN CVBA has been appointed as common expert by the President of the Frenchspeaking Commercial court of Brussels upon joint request of Viohalco and Sidenor Holdings, to draw up the report required by article 772/9 of the Belgian Companies Code and article 6 of the Greek Law 3777/2009.

The cross-border merger will be submitted to the approval of the shareholders' meetings of both companies in the course of July 2015.

The common draft terms of the cross-border merger will be available on the website of both companies. They will also be filed with the registry of the Frenchspeaking Commercial Court of Brussels and published in the Belgian State Gazette six weeks before the shareholders' meetings that will decide on the contemplated cross-border merger in accordance with article 772/7 of the Belgian Companies Code. In accordance with article 4 of the Greek Law 3777/2009, the common draft terms of the cross-border merger will be filed with the General Commercial Registry (G.E.M.I.) of the Ministry of Economy, Infrastructure, Marine & Tourism in Greece at least one month before a decision on the proposed cross-border merger can be taken at the shareholders' meeting of Sidenor Holdings and such filing will be published on the website of G.E.M.I. in accordance with Greek law.

## **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)*