

To:
TITAN CEMENT COMPANY S.A.
(Shareholder Services Department)
22A HALKIDOS STR.
111 43, ATHENS
GREECE

FORM OF PROXY
ANNUAL GENERAL MEETING - TITAN CEMENT COMPANY S.A.
20th JUNE 2014

SHAREHOLDER INFORMATION

Surname/Company Name:

First Name: Father's Name:

Address/ Registered Address:

Street Name: No: Postal Code:

Telephone Number:

DSS (Dematerialized Securities System) No (HELEX):

Number of Common Shares:

I being a holder of common shares with a nominal value of four (4) Euros each in the Company hereby appoint:

OPTION A:

Mr. Spyridon Xenos, son of Michail; or Mr. Nikolaos Tasonis, son of Christos; or Mr. Panikos Trakkidis, son of Telemachus.

or

OPTION B:

(please indicate your choice here; please note that you can appoint up to three proxies of your preference)

1. Mr./Mrs. (father's name), resident of,
Street No, holder of ID/Passport Number issued on by
..... (number of shares proxy appointed over:___)*

2. Mr./Mrs. (father's name)....., resident of,
street No, holder of ID/Passport Number issued on by
..... (number of shares proxy appointed over:___)*

3. Mr./Mrs. (father's name)....., resident of, street No, holder of ID/Passport Number issued on by (number of shares proxy appointed over:___)*

* Please note that if this section is left blank, your proxy will be deemed to be authorized in respect of your full voting entitlement.

as my proxy to represent me, acting jointly or severally, at the **Annual General Meeting of Shareholders of TITAN CEMENT COMPANY S.A to be held in Athens at the DIVANI CARAVEL HOTEL (2 Vas. Alexandrou Avenue, 16121, Athens, Greece) on Friday, 20th June 2014, at 13.00 (EET) and at any Repeat General Meeting thereof**, in respect of all aforementioned shares, which I hold or have the right to exercise the voting rights attached to them (in my capacity, for example, as pledgee or fiduciary) on the Record Date as stated in the AGM Invitation and vote on my behalf **at their absolute discretion or in accordance with the following instructions** in relation to the items of the agenda listed below *(please mark 'X' to indicate how you wish to vote)*:

RESOLUTIONS	For	Against	Vote Withheld
1. Submission for approval of the Annual Financial Statements (parent company's and consolidated accounts) for the year 2013, along with the related reports of the Board of Directors and the Auditors.			
2. Distribution of extraordinary reserves of a total amount of 8,463,252.80 euros. More specifically: a. of the extraordinary reserve of the amount of 5,393,807.78 euros, in accordance with article 23a of Law 1892/90 granting incentives for investments, as such article was inserted to Law 1892/90 by article 2 of Law 2234/1994; b. of the extraordinary reserve of the amount of 1.236.096,85 euros, in accordance with article 23b of Law 1892/90 granting incentives for investments, as such article was inserted to Law 1892/90 by article 2 of Law 2234/1994; c. of the extraordinary reserve of the amount of 1,720,322.82, in accordance with article 5, paragraph 1, of Law 1892/90 granting incentives for investments in decline areas; and d. of part of the extraordinary reserves from the profits of previous financial years of the amount of 113,025.35 euros.			
3. Discharge of the members of the Board of Directors and the Auditors from any liability for damages arising out or in the course of their duties for the financial year 2013.			
4. Approval of the remuneration of the members of the Board of Directors for the year 2013 in accordance with article 24, paragraph 2, of Law 2190/1920 and pre-approval of their remuneration for the year 2014.			
5. Election of regular and substitute Chartered Auditors for the year 2014 and approval of their remuneration.			
6. Grant of approval for the share buy- back of Company's own common and preferred shares in accordance with article 16, paragraph 1, of Law 2190/1920.			
7. Grant of authorization, in accordance with article 23, paragraph 1, of Law 2190/1920, to the members of the Board of Directors and the Company's managers to participate in the Boards of Directors or in the management of other companies of the Titan Group that pursue the same or similar purposes.			

8. Adoption of a new Stock Option Plan providing options to the executive members of the Board of Directors and the employees of the Company and its affiliated companies in accordance with article 13, paragraph 13, of Law 2190/1920 and grant of authorization to the Board of Directors to identify the beneficiaries and determine the manner of exercise of the options and other terms of the plan.			
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I acknowledge that the authority conferred herein covers all actions taken by my aforementioned proxy/proxies pursuant hereto and such actions will be deemed to be lawful, valid and as if they were taken by me.

The authorization provided herein will be automatically terminated in case I attend in person the General Meeting. It can also be revoked by notifying the Company in writing or via email **no later than 17th June 2014 and in case of an A' Repeat General Meeting no later than 1st July 2014.**

I further authorize the aforementioned proxy/proxies to appoint other proxy/proxies within the aforesaid deadlines in case they are unable to attend the AGM.

Date:

The Shareholder

Signature:.....

A completed Form of Proxy, duly signed by the shareholder should be submitted to the Shareholder Services Department at the Head Offices of the Company, 22A Halkidos Str., 111 43 Athens, Greece, or via email at kalesin@titan.gr, or via fax at +30 210 258 3030 no later than 17th June 2014 and in case of an A' Repeat General Meeting no later than 1st July 2014.