

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.**  
**12<sup>th</sup> MAY 2017**

**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 (ATHEX): .....

**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. Panagiotis Karathanos son of Constantinos; or Mr. Spyridon Xenos, son of Michail; or Mr. Nikolaos Tasonis, son of Christos;

**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, 12<sup>th</sup> May 2017, at 14.00 (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 to 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	Abstain
1. Submission and approval of the Annual Financial Statements (Standalone and Consolidated) of the Company for the fiscal year 2016, along with the relevant reports of the Board of Directors and the Independent Auditors;			
2. Distribution of profits of the fiscal year 2016;			
3. Release of the members of the Board of Directors and of Independent Auditors from any liability for compensation for the fiscal year 2016;			
4. Reduction of the share capital of the Company by 84,632,528 euros with the purpose of capital return to the shareholders, through reduction of the nominal value of each share by one euro (from four euros to three euros)- Amendment of article 5 of the Articles of Association on share capital;			
5. Amendment of article 29 of the Articles of Association for renaming the "Steering Committee" provided for in paragraph 1 of the article as "Executive Committee";			
6. Approval of the remuneration of the members of the Board of Directors for the fiscal year 2016 pursuant to article 24 paragraph 2, of Codified Law 2190/1920 and pre-approval of their respective remuneration for the fiscal year 2017.			
7. Election of Independent Auditors for the statutory audit of the Financial Statements (Standalone and Consolidated) for the fiscal year 2017 and determination of their remuneration;			
8. Adoption of stock option plan, in accordance with article 13 par. 13 of Codified Law 2190/1920 and granting of authorization to the Board of Directors for defining the beneficiaries, the way of exercise of the options and other relevant terms.			

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 e-mail **no later than 9<sup>th</sup> May 2017 and in case of a A' Repeat General Meeting no later than 23<sup>rd</sup> May 2017.**

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](mailto:kalesin@titan.gr), or via fax at +30 210 258 3030 no later than 9<sup>th</sup> May 2017 and in case of an A' Repeat General Meeting no later than 23<sup>rd</sup> May 2017**