

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.**  
**1<sup>st</sup> JUNE 2018**

**SHAREHOLDER INFORMATION**

Surname/Company Name: .....

Name: ..... Father's Name: .....

Address/ Registered Address: .....

Street Name: ..... No: ..... Postal Code: .....

Telephone Number: .....

DSS (Dematerialized Securities System) No (ATHEX): .....

<b>Number of Common Shares:</b>
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I, being a holder of common shares 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/proxies 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, 1<sup>st</sup> June 2018, 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 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 2017, along with the relevant reports of the Board of Directors and the Independent Auditors;			
2. Distribution of profits of the fiscal year 2017;			
3. Release of the members of the Board of Directors and of the Independent Auditors from any liability for compensation for the fiscal year 2017;			
4. Approval of the remuneration of the members of the Board of Directors for the fiscal year 2017 and pre-approval of their remuneration and fees for the fiscal year 2018.			
5. Election of Independent Auditors for the statutory audit of the Financial Statements of the Company (Standalone and Consolidated) for the fiscal year 2018 and determination of their remuneration;			
6. Reduction of the share capital of the Company by €42,316,264 with the purpose of capital return to the shareholders, through reduction of the nominal value of each share by €0.50, namely from €3 to €2.50- Amendment of article 5 of the Articles of Association regarding share Company Capital.			
7. Increase of the share capital of the Company by € 80,400,901.60 through capitalisation of reserves (reserves of article 12 of Law 1892/1990, reserve of article 5 of Law 2601/1998, reserve of article 4 of Law 3299/2004, reserves of Law 1078/1971, reserves from profits of maritime companies of Law 27/1975, reserves of article 8 of Law 2579/1998 and reserves of Law 3220/2004) and increase of the nominal value of each share, common and preferred, by €0.95, namely from €2.50 to € 3.45 -Amendment of article 5 of the Articles of Association regarding Company Capital.			
8. Grant of approval for the share buy-back of the Company's own common and preferred shares in accordance with article 16 of Law 2190/20.			
9. Grant of permission, 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 board or in the management of other companies of the Group pursuing the same or similar purposes.			

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 **not later than 29<sup>th</sup> May 2018 and in case of a A' Repeat General Meeting not later than 12<sup>th</sup> June 2018.**

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 not later than on 29<sup>th</sup> May 2018 and in case of an A' Repeat General Meeting not later than on 12<sup>th</sup> June 2018**