

**TITAN CEMENT COMPANY S.A.**

**DECISIONS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
Dated 7 June 2019**

The Annual General Meeting of Shareholders, which was held in Athens on 7.6.2019, at the Divani Caravel Hotel, was lawfully attended by shareholders representing 56,480,539 common registered shares out of a total of 77,063,568 common registered shares and therefore a 73.29% quorum was reached, without counting the 4,830,159 common shares owned by the Company. The achieved quorum allowed the General Meeting to discuss and decide on all items of the agenda. The Meeting was also attended by shareholders representing 4,540,048 preferred shares without voting rights out of a total of 7,568,960 preferred shares without voting rights. The General Meeting discussed and took decisions on the following items of the agenda:

**ITEM 1: Submission and approval of the Annual Financial Statements (Standalone and Consolidated) of the Company for the fiscal year 2018, along with the relevant reports of the Board of Directors and the Independent Statutory Auditor.**

The General Meeting approved the Annual Financial Statements (standalone and consolidated) of the Company, the relevant Annual Report of the Board of Directors and the Report of the Independent Auditor for the fiscal year 2018 by 56,253,193 votes, i.e. by a majority of 99.56% of the votes represented in the General Meeting. Shareholders representing 227,346 votes abstained from the vote.

**ITEM 2: Distribution of profits of the fiscal year 2018**

The General Meeting approved the distribution of profits of the fiscal year 2018 by 56,480,539 votes, i.e. by a majority of 100% of the votes represented in the General Meeting, as follows:

For legal reserve	€ 1,628,964.58
For payment of dividend to the shareholders (84,632,528 shares receiving € 0.15 per share)	€ 12,694,879.20
For retained earnings	€ 19,022,615.09
<b>TOTAL</b>	<b>€ 33,346,458.87</b>

The General Meeting also approved the payment of net profits distribution of € 2,750,000 to executives – employees including executive board members, who contributed significantly in the achievement of the Group’s targets during 2018t.

The General Meeting set **Tuesday 11 June 2019** as Cut- off date, **Wednesday 12 June 2019** as Record Date and **Wednesday 19 June 2019** as Payment Date of the dividend distribution (i.e. date on which the distribution of dividend will start).

The General Meeting authorized the Board of Directors to determine all issues regarding the procedure of payment of dividend and the designation of the bank through which the payment of dividend will be made and to make the relevant announcements.

**ITEM 3: Approval of the overall management of the Company according to article 108 of Law 4548/2018, as in force, and release of the Statutory Auditors of the Company from any liability for compensation, for the fiscal year 2018**

The General Meeting approved of the overall management of the Company according to article 108 of Law 4548/2018, as in force, and released the Statutory Auditors of the Company from any liability for compensation, for the fiscal year 2018, by 56,062,170 votes, i.e. by a majority of 99.26% of the votes represented in the General Meeting. Shareholders representing 173,442 votes voted against and shareholders representing 244,927 votes abstained from the vote.

**ITEM 4: Approval of the remuneration and fees paid to the members of the Board of Directors for the fiscal year 2018 for their participation in the Board of Directors and its Committees and pre-approval of payment of their respective remuneration and fees for the fiscal year 2019**

The General Meeting approved the remuneration paid to the members of the Board of Directors during the fiscal year 2018 and pre-approved the respective payment of remuneration for the fiscal year 2019, by 56,456,713 votes, i.e. by a majority of 99.96% of the votes represented in the General Meeting. Shareholders representing 23,826 votes voted against.

**ITEM 5: Election of new members of the Board of Directors due to expiration of their term and designation of the independent members of the Board of Directors**

The General Meeting re-elected by 47,459,422 votes, i.e. by a majority of 84.03% of the votes represented in the General Meeting, the same members of the Board of Directors to serve until the Annual General Meeting of Shareholders of 2020, namely:

1. Mr. Efstratios – Georgios Arapoglou
2. Mrs. Hiro Athanassiou
3. Mr. Nellos Canellopoulos
4. Mr. Takis – Panagiotis Canellopoulos
5. Mr. Michael Colakides
6. Mr. Doros Constantinou
7. Mr. Alexander Macridis
8. Mrs. Domna Mirasyesi – Bernitsa
9. Mrs. Ioanna Papadopoulou

10. Mrs. Alexandra Papalexopoulou - Benopoulou
11. Mr. Dimitrios Papalexopoulos
12. Mr. Petros Sabatacakis
13. Mr. Ploutarchos Sakellaris
14. Mr. Efthymios Vidalis, and
15. Mr. Bill Zarkalis

Likewise, the General Meeting nominated the following independent directors, namely Mrs. Hiro Athanassiou, Mr. Doros Constantinou, Mr. Alexander Makridis, Mrs. Domna Mirasyesi-Bernitsa, Mrs. Ioanna Papadopoulou, Mr. Plutarchos Sakellaris and Mr. Petros Sabatacakis which meet the independence criteria which are set out in Law 3016/2002.

Shareholders representing 6,641,872 votes voted against and Shareholders representing 2,379,245 votes abstained from the vote

**ITEM 6: Election of the members of the Audit Committee pursuant to article 44 of Law 4449/2017**

The General Meeting elected by 56,462,236 votes, i.e. by a majority of 99.97% of the votes represented in the General Meeting, Messrs. Doros Constantinou and Plutarchos Sakellaris and Mrs. Ioanna Papadopoulou, all being independent members of the Board, as members of the Audit Committee and appointed Messrs. Alexander Macridis and Petros Sabatacakis as alternate members of the Audit Committee.

Shareholders representing 18,303 votes voted against

**ITEM 7: Election of certified Auditors for the audit of the financial statements of the Company for the fiscal year 2019 and for the issuance of the annual tax certificate**

The General Meeting elected the audit firm “PricewaterhouseCoopers S.A” (with register number 113 of the Institute of Certified Public Accountants of Greece (SOEL)) for the statutory audit of the Company’s Financial Statements for the fiscal year 2019 and for the issuance of the annual tax certificate and determined its remuneration, by 56,448,666 votes, i.e. a majority of 99.94% of the votes represented in the General Meeting.

Shareholders representing 14,292 votes voted against and shareholders representing 17,581 votes abstained from the vote.

**ITEM 8: Approval of the Company’s Remuneration Policy as per article 110 par. 2 of Law 4548/2018, as in force**

The General Meeting approved the Company’s Remuneration Policy as per article 110 par. 2 of Law 4548/2018, as in force, by 55,494,225 votes, i.e. by a majority of 98.25 % of the votes represented in the General Meeting. Shareholders representing

930,932 votes voted against and shareholders representing 55,382 votes abstained from the vote.

**ITEM 9: Adaptation of the Company's Articles of Association according to the provisions of Law 4548/2018 as in force**

The General Meeting decided the adaptation of the Company's Articles of Association according to the provisions of Law 4548/2018, as in force, by 56,138,551 votes, i.e. by a majority of 99.39 % of the votes represented in the General Meeting. Shareholders representing 217,249 votes voted against and shareholders representing 124,739 votes abstained from the vote.

**ITEM 10: Grant of permission, in accordance with article 98, paragraph 1, of Law 4548/2018, to the members of the Board of Directors and the Company's managers to participate in Boards of Directors or in the management of the Group's subsidiaries and affiliates pursuing the same or similar purposes**

The General Meeting granted permission to the members of the Company's Board of Directors and its managers to participate in the Board of Directors and/or in the management of other companies of the Group pursuing the same or similar objectives as of those pursued by the Company by 56,462,958 votes, i.e. by a majority of 99.97% of the votes represented in the General Meeting. Shareholders representing 17,581 votes voted against.