

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.
7th JUNE 2019

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):

Number of Common Shares:

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, 7th June 2019, 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 2018, along with the relevant reports of the Board of Directors and the Auditors' report;			
2. Distribution of profits of the fiscal year 2018;			
3. Approval of the overall management of the Company according to article 108 of Law 4548/2018, as in force and discharge of the Statutory Auditors of the Company from any liability for compensation for the fiscal year 2018;			
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;			
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;			
6. Election of the members of the Audit Committee pursuant to article 44 of Law 4449/2017;			
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 report;			
8. Approval of the Company's Remuneration Policy as per article 110 par. 2 of Law 4548/2018, as in force;			
9. Adaptation of the Company's Articles of Association according to the provisions of Law 4548/2018 as in force;			
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 the Board of Directors or in the management of the Group's subsidiaries and affiliates pursuing the same or similar purposes.			

11. Update of the voluntary share exchange tender offer submitted by "TITAN Cement International S.A." to the Shareholders of "TITAN Cement Company S.A." to acquire all the ordinary and preference shares issued by "TITAN Cement Company S.A.": in consideration for shares of "TITAN Cement International S.A.".			

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 5th June 2019 at 13:00 hrs and in case of a A' Repeat General Meeting not later than 12th June 2019 at 13:00 hrs .**

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 not later than 5th June 2019 at 13:00 hrs and in case of a A' Repeat General Meeting not later than 12th June 2019 at 13:00 hrs .