

**THE AUDITOR'S REPORT HAS BEEN TRANSLATED FROM THE GREEK  
ORIGINAL VERSION ISSUED ON THE GREEK FULL SET OF THE  
COMPANY'S FINANCIAL STATEMENTS**

**INDEPENDENT AUDITOR'S REPORT**

**To the Shareholders of TITAN CEMENT ATLANTIC INDUSTRIAL AND  
COMMERCIAL S.A.**

**Report on the Financial Statements**

We have audited the accompanying financial statements of TITAN CEMENT ATLANTIC INDUSTRIAL AND COMMERCIAL S.A. (the "Company"), which comprise the balance sheet as at 31 December 2008, and the income statement, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

**Management's Responsibility for the Financial Statements**

Company's management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards that have been adopted by the European Union. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Greek Auditing Standards, which are based on International Standards of Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the aforementioned financial statements present fairly, in all material respects, the financial position of TITAN CEMENT ATLANTIC INDUSTRIAL AND COMMERCIAL S.A. as of 31 December 2008, and of its financial performance

and its cash flows for the year then ended in accordance with International Financial Reporting Standards that have been adopted by the European Union.

**Report on Other Legal and Regulatory Requirements**

We confirm that the information given in the Directors' Report is consistent with the accompanying financial statements and complete in the context of the requirements of articles 43a and 37 of Codified Law 2190/1920.

**Athens, 10 April 2009**  
**THE CERTIFIED AUDITOR ACCOUNTANT**

**SOFIA KALOMENIDES**  
**S.O.E.L. R.N. 13301**  
**ERNST & YOUNG (HELLAS)**  
**CERTIFIED AUDITORS ACCOUNTANTS S.A.**

**TITAN CEMENT ATLANTIC S.A.**  
**BALANCE SHEET AS OF 31 DECEMBER 2008**  
**(AMOUNTS IN EURO)**

	Notes	2008	2007
<b><u>ASSETS</u></b>			
Investments in subsidiaries	5	563.342.908	249.601.830
<b>Total non- current assets</b>		<b>563.342.908</b>	<b>249.601.830</b>
Receivables and prepayments	12	11.123	769.479
Cash and cash equivalents	6	131.759	11.590
<b>Total current assets</b>		<b>142.882</b>	<b>781.069</b>
<b>TOTAL ASSETS</b>		<b>563.485.790</b>	<b>250.382.899</b>
<b><u>EQUITY AND LIABILITIES</u></b>			
Share capital (2008:1,189,480 shares at € 73.40) (523,700 shares of € 73.40)	7	87.307.832	38.439.580
Share premium	7	471.884.145	206.504.238
Other Reserves	8	2.414.610	2.312.583
Retained earnings/(losses)		1.872.363	-66.149
<b>Total Equity (a)</b>		<b>563.478.950</b>	<b>247.190.252</b>
Trade and other payables	9	6.840	45.000
Dividends Payable		-	3.147.647
<b>Short-term liabilities</b>		<b>6.840</b>	<b>3.192.647</b>
<b>Total Liabilities (b)</b>		<b>6.840</b>	<b>3.192.647</b>
<b>TOTAL EQUITY AND LIABILITIES (a+b)</b>		<b>563.485.790</b>	<b>250.382.899</b>

**TITAN CEMENT ATLANTIC S.A.**  
**INCOME STATEMENT**  
**FOR THE YEAR ENDED 31 DECEMBER 2008**  
**(AMOUNTS IN EURO)**

		<b>2008</b>	<b>2007</b>
	<b>Note</b>		
Income from operating activities		2.511.915	-
Administrative expenses		-546.413	-26.586
Other operating expenses		-15.841	-54.318
		<hr/>	<hr/>
<b>Profit/(losses) before taxes and financial results</b>		<b>1.949.661</b>	<b>-80.904</b>
Finance expenses	3	-86	-59
Finance income	3	90.964	513
		<hr/>	<hr/>
<b>Profit/(losses) before taxes</b>		<b>2.040.539</b>	<b>-80.450</b>
Less: Corporate income tax expense	4	-	-
		<hr/>	<hr/>
<b>Profit/(losses) after taxes</b>		<b>2.040.539</b>	<b>-80.450</b>
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**TITAN CEMENT ATLANTIC S.A.**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2008**  
**(AMOUNTS IN EURO)**

	<b>Ordinary shares</b>	<b>Share Premium</b>	<b>Reserves</b>	<b>Retained earnings</b>	<b>Total</b>
<b>Year ended 31 December 2007</b>					
<b>Balance as of 1 January 2007</b>	38.439.580	206.504.238	2.312.583	14.301	247.270.702
Net loss of the year	-	-	-	-80.450	-80.450
<b>Balance as of 31 December 2007</b>	<b>38.439.580</b>	<b>206.504.238</b>	<b>2.312.583</b>	<b>-66.149</b>	<b>247.190.252</b>
<b>Year ended 31 December 2008</b>					
<b>Balance as of 1 January 2008</b>	38.439.580	206.504.238	2.312.583	-66.149	247.190.252
Net profit of the year	-	-	-	2.040.539	2.040.539
Share capital increase	48.868.252	-	-	-	48.868.252
Share premium increase	-	265.379.907	-	-	265.379.907
Transfer to reserve from retained earnings	-	-	102.027	-102.027	-
<b>Balance as of 31 December 2008</b>	<b>87.307.832</b>	<b>471.884.145</b>	<b>2.414.610</b>	<b>1.872.363</b>	<b>563.478.950</b>

**TITAN CEMENT ATLANTIC S.A.**  
**CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED 31 DECEMBER 2008**  
**(AMOUNTS IN EURO)**

	<b>2008</b>	<b>2007</b>
	<b>Note</b>	
<b>Cash flows from operating activities</b>		
Profit/ (losses) before taxes	2.040.539	-80.450
<i>Adjustments for:</i>		
Dividends income	-2.511.915	-
Net income from interest	-90.878	-454
<i>Changes in working capital:</i>		
Decrease in trade and other receivables	758.356	8.410
(Decrease)/ increase in other short-term liabilities (except borrowings)	-38.160	45.000
Cash generated from operations	11 <u>157.942</u>	<u>-27.494</u>
<b>Net cash flow from operating activities</b>	<b><u>157.942</u></b>	<b><u>-27.494</u></b>
<b>Cash flow from investing activities</b>		
Interest received	3 <u>90.964</u>	<u>513</u>
<b>Net Cash flow from investing activities</b>	<b><u>90.964</u></b>	<b><u>513</u></b>
<b>Cash flow from financing activities</b>		
Bank expenses	3 -86	-59
Share capital increase	7 314.248.159	-
Dividends paid	<u>-3.147.647</u>	<u>-</u>
<b>Net cash flow from financing activities</b>	<b><u>311.100.426</u></b>	<b><u>-59</u></b>
Net Increase/ (Decrease) in cash and cash equivalents	120.169	-27.040
Cash and cash equivalents at the beginning of the year	<u>11.590</u>	<u>38.630</u>
<b>Cash and cash equivalents at the end of the year</b>	6 <b><u>131.759</u></b>	<b><u>11.590</u></b>