OFFERING CIRCULAR dated 7 July 2020

TITAN GLOBAL FINANCE PLC

(*incorporated with limited liability in England and Wales*)

€250,000,000 2.750 per cent. Guaranteed Notes due 2027

unconditionally and irrevocably guaranteed by

TITAN CEMENT INTERNATIONAL S.A.

(*a public limited liability company incorporated in Belgium*)

and, subject as set out herein, by

TITAN CEMENT COMPANY S.A.

(*incorporated with limited liability in the Hellenic Republic*)

Issue price: 100.00 per cent.

The €250,000,000 2.750 per cent. Guaranteed Notes due 2027 (the "**Notes**") are proposed to be issued on 9 July 2020 (the "**Issue Date**") by Titan Global Finance Plc (the "**Issuer**") on the terms and subject to the conditions set out under "*Terms and Conditions of the Notes*" (the "**Conditions**", and references to a numbered "**Condition**" should be read accordingly). The Notes will by unconditionally and irrevocably guaranteed in full by Titan Cement International S.A. ("**TCI**" and a "**Guarantor**") and, subject as provided in Condition 3.4, Titan Cement Company S.A. ("**TCC**" and, for so long as it remains a guarantor in respect of the Notes, a "**Guarantor**" and, together with TCI, the "**Guarantors**").

Unless previously redeemed or purchased and cancelled, the Issuer will redeem the Notes on 9 July 2027 (the "**Maturity Date**") at their principal amount, together with any accrued and unpaid interest up to (but excluding) the Maturity Date. The Issuer may, at its option, redeem all (but not some only) of the Notes (i) on any date falling within the period commencing on (and including) 9 January 2027 to (but excluding) the Maturity Date, or (ii) at any time in the event of certain tax changes as described in Condition 7.2, in each case at their principal amount together with any accrued and unpaid interest to (but excluding) the date of redemption.

Holders of the Notes will have the option to require the Issuer to redeem or purchase the Notes at their principal amount, together with any accrued and unpaid interest up to (but excluding) the date of redemption or purchase, if a Put Event occurs, as further described in Condition 7.4. If, in such circumstances, 80 per cent. or more in nominal amount of the Notes outstanding immediately prior to the Put Date (as defined herein) are redeemed or purchased, the Issuer will be entitled to redeem the remaining Notes at their principal amount, together with any accrued and unpaid interest up to (but excluding) the date of redemption.

This Offering Circular does not constitute a prospectus for the purposes of Regulation (EU) 2017/1129 (as such regulation may be amended or superseded from time to time, the "**Prospectus Regulation"**). The Issuer is not offering the Notes in any jurisdiction in circumstances that would require a prospectus to be prepared pursuant to the Prospectus Regulation. Application has been made to The Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") for the Notes to be admitted to the official list (the "**Official List**") and trading on the Global Exchange Market of Euronext Dublin (the "**Global Exchange Market**). There can be no assurance that any such approval will be granted or, if granted, that such listing and admission to trading will be maintained. Application has been made to Euronext Dublin for the approval of this document as listing particulars.

The Notes are expected to be assigned on issue a rating of "BB" by S&P Global Ratings Europe Limited ("**S&P**"). A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating organisation.

An investment in the Notes involves certain risks. Prospective investors should have regard to the factors described under the heading "Risk Factors" herein.

The Notes and the guarantees of the Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or the laws of any other jurisdiction, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements

of the Securities Act. The offering of Notes is being made only outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. See "*Subscription and Sale*".

The Notes are will be issued registered form in denominations of €100,000 and integral multiples of €1,000 in excess thereof. The Notes will be represented upon issue by a global registered note certificate (the "**Global Note Certificate**") registered in the name of a nominee for, and deposited with, the common safekeeper for Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking S.A. ("**Clearstream, Luxembourg**" and, together with Euroclear, the "**Clearing Systems**"). Individual note certificates ("**Individual Note Certificates**") evidencing holdings of Notes will only be available in certain limited circumstances. See "*Summary of Provisions relating to the Notes in Global Form*".

Joint Global Coordinators and Joint Physical Bookrunners

HSBC **Société Générale**

Joint Global Coordinator and Joint Bookrunner

Citigroup

Joint Bookrunners

ABN AMRO **BNP PARIBAS** **Raiffeisen Bank International**

Co-Managers

Alpha Bank **Eurobank** **National Bank of Greece** **Piraeus Bank**

NOTICE TO INVESTORS

Each of the Issuer and the Guarantors accept responsibility for the information contained in this Offering Circular. To the best of the knowledge of the Issuer and the Guarantors, the information contained in this Offering Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Issuer and the Guarantors, having made all reasonable enquiries, confirm that this Offering Circular contains all material information with respect to the Issuer, the Guarantors and the Notes (including all information which, according to the particular nature of the Issuer, the Guarantors and of the Notes, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Issuer and the Guarantors and of the rights attaching to the Notes), that the information contained or incorporated in this Offering Circular is true and accurate in all material respects and is not misleading, that the opinions and intentions expressed in this Offering Circular are honestly held and that there are no other facts the omission of which would make this Offering Circular or any of such information or the expression of any such opinions or intentions misleading. Each of the Issuer and the Guarantors accept responsibility accordingly.

This Offering Circular contains statements regarding the industry in which TCI and its subsidiaries (together, the "**Group**") operate and the relative competitive position of the Group in the industry that are not based on published statistical data or information obtained from independent third parties, but are based on the Group's experience and its own investigation of market conditions, including its own elaborations of such published statistical or third-party data. Although the Group's estimates are based on information obtained from its customers, sales force, trade and business organisations, market survey agencies and consultants, government authorities and associations in its industry which it believes to be reliable, there is no assurance that any of these assumptions are accurate or correctly reflect the Group's position in the industry. None of the Group's internal surveys or information have been verified by independent sources.

While the Issuer and the Guarantors have compiled, extracted and, to the best of their knowledge, correctly reproduced market or other industry data from external sources, including third parties or industry or general publications, none of them has independently verified such data. Neither the Issuer nor either Guarantor can assure investors of the accuracy and completeness of, and none of them accepts any responsibility for, such data other than the responsibility for the correct and accurate reproduction thereof. The Issuer and the Guarantors confirm that this information has been accurately reproduced, and so far as they are aware and are able to ascertain from information available from such external sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

This Offering Circular is to be read in conjunction with all documents which are deemed to be incorporated herein by reference - see "*Documents Incorporated by Reference*" below. This Offering Circular should be read and construed on the basis that such documents are incorporated in and form part of the Offering Circular.

Other than in relation to the documents which are deemed to be incorporated by reference (see "*Documents Incorporated by Reference*"), the information on the websites to which this Offering Circular refers does not form part of this Offering Circular and has not been scrutinised or approved by the Issuer, the Guarantors, Euronext Dublin or any other person.

Neither the Managers (as described under "*Subscription and Sale*", below) nor the Trustee have independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Managers or the Trustee as to the accuracy or completeness of the information contained or incorporated in this Offering Circular or any other information provided by the Issuer or the Guarantors in connection with the offering of the Notes. None of the Managers or the Trustee accepts any liability in relation to the information contained or incorporated by reference in this Offering Circular or any other information provided by the Issuer or the Guarantors in connection with the offering of the Notes or their distribution.

No person is or has been authorised by the Issuer, the Guarantors or the Trustee to give any information or to make any representation not contained in or not consistent with this Offering Circular or any other information supplied in connection with the offering of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Guarantors, any of the Managers or the Trustee.

Neither this Offering Circular nor any other information supplied in connection with the offering of the Notes (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer, the Guarantors, any of the Managers or the Trustee that any recipient of this Offering Circular or any other information supplied in connection with the offering of the Notes should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and the Guarantors. Neither this Offering Circular nor any other information supplied in connection with the offering of the Notes constitutes an offer or invitation by or on behalf of the Issuer or the Guarantors, any of the Managers or the Trustee to any person to subscribe for or to purchase any Notes.

Neither the delivery of this Offering Circular nor the offering, sale or delivery of the Notes shall in any circumstances imply that the information contained herein concerning the Issuer and/or the Guarantors is correct at any time subsequent to the date hereof or that any other information supplied in connection with the offering of the Notes is correct as of any time subsequent to the date indicated in the document containing the same. The Managers and the Trustee expressly do not undertake to review the financial condition or affairs of the Issuer or the Guarantors during the life of the Notes or to advise any investor in the Notes of any information coming to their attention.

The Notes and the guarantees in respect thereof have not been and will not be registered under the Securities Act. Subject to certain exceptions, neither the Notes nor the guarantees in respect thereof may be offered, sold or delivered within the United States. For a further description of certain restrictions on the offering and sale of the Notes and on distribution of this document - see "*Subscription and Sale*" below.

This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy the Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Offering Circular and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuer, the Guarantors, the Managers and the Trustee do not represent that this Offering Circular may be lawfully distributed, or that the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Guarantors, the Managers or the Trustee which is intended to permit a public offering of the Notes or the distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Offering Circular and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Offering Circular and the offer or sale of Notes in the United States, the European Economic Area, Belgium, Greece and the United Kingdom - see "*Subscription and Sale*" below.

MIFID II product governance - professional investors, ECPs and high net worth retail investors only – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients that are in a financial situation to be able to bear a loss of their entire investment in the Notes, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to such retail clients are appropriate – investment advice, portfolio management, non-advised sales and pure execution services – subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a distributor) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

No key information document ("**KID**") has been or will be prepared under Regulation (EU) No. 1286/2014 on key information documents for packaged and retail and insurance-based investment products ("**PRIIPs**") as the Notes do not fall within the scope of PRIIPs.

STABILISATION

IN CONNECTION WITH THE ISSUE OF THE NOTES, HSBC BANK PLC AS STABILISATION MANAGER (THE "STABILISATION MANAGER") (OR PERSONS ACTING ON BEHALF OF THE STABILISATION MANAGER) MAY OVER ALLOT NOTES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, STABILISATION MAY NOT NECESSARILY OCCUR. ANY STABILISATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE NOTES IS MADE AND, IF BEGUN, MAY CEASE AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE DATE OF THE NOTES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE NOTES. ANY STABILISATION ACTION OR OVER-ALLOTMENT MUST BE CONDUCTED BY THE STABILISATION MANAGER (OR PERSONS ACTING ON BEHALF OF THE STABILISATION MANAGER) IN ACCORDANCE WITH ALL APPLICABLE LAWS AND RULES.

FORWARD-LOOKING STATEMENTS

This Offering Circular includes forward-looking statements. Forward-looking statements can be identified by the use of forward-looking terminology such as the words "expect", "estimate", "project", "anticipate", "believes", "should", "could", "intend", "plan", "probability", "risk", "target", "goal", "objective", "may", "will", "endeavour", "outlook", "optimistic", "prospects" or by the use of similar expressions or variations on such expressions, or by the discussion of strategy or objectives. Forward-looking statements are based on current plans, estimates and projections and are subject to inherent risks, uncertainties and other factors which could cause actual results to differ materially from the future results expressed or implied by such forward-looking statements. Any forward-looking statements made in this Offering Circular speak only as of the date hereof. None of the Issuer, the Guarantors or any of the Guarantors' other subsidiaries and affiliates intends to publicly update or revise these forward-looking statements to reflect events or circumstances after the date of this Offering Circular and does not assume any responsibility to do so.

INTERPRETATION AND ROUNDING

All references in this document to "**euro**", "**EUR**" and "**€**" refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the functioning of the European Union (the "**EU**"), as amended, references to "**ALL**" and "**Albanian lek**" are to the lawful currency of Albania, references to "**BRL**" and "**Brazilian real**" are to the lawful currency of Brazil, references to "**EGP**" and "**Egyptian pounds**" are to the lawful currency of Egypt, references to "**TRY**" and "**Turkish lira**" are to the lawful currency of the Republic of Turkey, references to "**RSD**" and "**Serbian dinar**" are to the lawful currency of the Republic of Serbia, references to "**BGN**" and "**Bulgarian Lev**" are to the lawful currency of Bulgaria, references to "**pounds Sterling**" and "**£**" are to the lawful currency of the United Kingdom of Great Britain and Northern Ireland, references to "**$**" and "**U.S. dollars**" are to the lawful currency of the United States and references to "**MKD**" and "**North Macedonian Denar**" are to the lawful currency of North Macedonia.

All references in this document to the "**Group**" means TCI and its subsidiaries, and to the "**Titan Group**" means TCI, its subsidiaries and its and their affiliates.

In this Offering Circular, percentage changes have been calculated based on the rounded figures presented in the tables in which such percentage changes appear.

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RISK FACTORS

Each of the Issuer and the Guarantors believe that the following factors may affect its ability to fulfil its obligations under the Notes. Most of these factors are contingencies which may or may not occur, and neither the Issuer nor the Guarantors are in a position to express a view on the likelihood of any such contingency occurring.

In addition, factors which are material for the purpose of assessing the market risks associated with the Notes are described below.

Each of the Issuer and the Guarantors believe that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the Issuer or the Guarantors to pay interest, principal or other amounts on or in connection with the Notes may occur for other reasons which may not be considered significant risks by the Issuer and the Guarantors based on information currently available to them or which they may not currently be able to anticipate. Prospective investors should also read the detailed information set out elsewhere in this Offering Circular and reach their own views prior to making any investment decision.

FACTORS THAT MAY AFFECT THE ISSUER'S ABILITY TO FULFIL ITS OBLIGATIONS UNDER THE NOTES AND/OR THE GUARANTORS' ABILITY TO FULFIL THEIR RESPECTIVE OBLIGATIONS UNDER THE GUARANTEE

Macroeconomic developments could adversely affect demand for the Group's products and its profitability.

Over the last few years, the Group has experienced, and may continue to experience in the future, the negative impact of periods of economic slowdown or recession and declines in the demand for building materials in the markets in which it operates. During the global economic recession of 2007 to 2009, the economic situation in the markets in which the Group operates was adversely affected by the general weakening in economic conditions and the continuing turmoil in the global financial markets, and the speed and quantum of any recovery has varied across markets. Specifically, although the construction sector in the United States has significantly improved, Greece and Southeastern Europe were particularly negatively impacted by the global recession, with housing construction in particular slowing down dramatically, thereby reducing demand for the Group's products. Negative economic developments have affected and may continue to affect the Group's business in a number of ways, including, among others, the ability of the Group's customers to maintain their current levels of consumption. The Group's results of operations in all of the regions in which the Group operates are primarily affected by demand for residential construction, public spending levels for infrastructure and large-scale projects, inflation, interest and exchange rates fluctuations, domestic growth and political stability. COVID-19 has had and is expected to continue to have an adverse impact on the Group's business, by decreasing private cement consumption, commercial construction spending and public expenditures allocated for infrastructure projects, which could decrease the Group's sales and, consequently, materially adversely affect the Group's business, results of operations and financial condition. For the potential risks related to COVID-19 that the Group faces, please see "*The Group faces risks related to the COVID-19 pandemic, which may have a material adverse effect on the Group's results of operations, business or financial condition*".

Moreover, a challenging macroeconomic environment in certain of the markets in which the Group operates could have knock-on effects on other, typically neighboring markets, where the Group also operates. For example, a deep and prolonged recession in Turkey, resulting in a decline in cement demand in Turkey which would affect the Group's local operations, could prompt Turkish or regional producers to export their cement in other markets such as Southeastern Europe, resulting in increased competitive pressure on the Group's operations in Southeastern Europe. Similarly, when the United Kingdom exits the European Union, there could be significant volatility in global stock markets and currency exchange rate fluctuations, which could also negatively affect the Group's results of operations. Any deterioration in the international economic environment, especially in the markets where the Group operates, including the United States, Greece and Western Europe, Southeastern Europe, Egypt, Turkey and Brazil, could

have a material adverse effect on the construction sector, and consequently, the Group's business, results of operations and financial condition.

United States

In the five-month period ended 31 May 2020, the Group's operations in the United States contributed 61.1 per cent of the Group's revenue (€391.9 million) and 66.5 per cent of the Group's EBITDA (€64.7 million). Following a period of recession from 2007 to 2009, the U.S. economy entered a period of growth. In addition, cement demand increased by 3.6 per cent in 2019 (Source: U.S. Geological Survey), mostly driven by the growth in infrastructure spending and non-residential construction markets compared to 2018, although overall construction spending decreased in 2019. Although such decreased spending did not result in decreased cement consumption, there can be no assurance that such decrease will not occur in the short- to medium-term, negatively impacting demand for the Group's products. Cement consumption throughout the United States, including the regional U.S. markets in which the Group operates, remains below its peak of 2005 and there can be no assurance that the growth trend of the recent years will not be reverted. In addition, although forecasts predict a positive performance of the construction sector in the medium-term, forecasts are subject to uncertainties and the actual growth in cement sales volumes could be affected by factors such as increased competition from other markets or price levels, both of which are outside the Group's control. In the short-term, due to COVID-19, industry sources expect cement consumption to decrease. Moreover, the Group's results of operations are affected by fluctuations in the U.S. dollar-Euro exchange rate, given that the Group's results in the United States are translated into Euro for consolidation purposes. In the year ended 31 December 2017, the Group's results of operations were negatively affected by a weakening of the U.S. dollar against the Euro and may again be affected should the U.S. dollar's value decrease even further compared to the Euro.

Greece and Western Europe

In the five-month period ended 31 May 2020, the Group's operations in Greece and Western Europe contributed 14.4 per cent of the Group's revenue (€92.1 million) and 3.5 per cent of the Group's EBITDA (€3.4 million). Following more than eight years of recession in the period from 2008 to 2016, the economic and business environment in Greece remains challenging. The Group estimates that from 2016 to 2019 the construction sector and cement demand in Greece remained stagnant at close to fifty-year lows. Data from Eurostat confirm the contraction of the Greek construction industry, showing a curtailment of housing investment from 10.8 per cent of GDP in 2007 to 0.7 per cent in 2018. In 2019, building activity in Greece remained at low levels due to the delay in the commencement of major public works and weak private construction activity. In August 2018, Greece officially exited from the adjustment programs it had entered into since 2010, which provided a series of structural reforms and fiscal policy measures. However, there can be no assurance that these measures and reforms will achieve the desired stabilization and growth of the Greek economy, and the necessary increase in disposable income, improvement of employment and availability of bank funding, which are required to absorb the large unsold housing stock and restart delayed infrastructure projects. If the above fail to materialize, and demand for cement in Greece remains at historic lows, it could have a material adverse effect on the macroeconomic environment in the country and, in turn, on construction activity and the Group's business, financial condition and results of operations. Consumer confidence levels increased in 2019 compared to the lows in 2017 (Source: Eurostat Database, Confidence Indicators by Sector, May 2020), and domestic cement demand posted a modest growth, mainly driven by a recovery in the housing market, mostly for renovation projects rather than new buildings. Tourism activity continued to contribute to growth as well with investments in new facilities. The election of the new government in 2019 triggered a positive momentum for construction activity in general. In the first quarter of 2020, peripheral construction projects and private investment were key drivers of demand. Domestic and export sales were hit in April 2020, due to COVID-19 lockdowns, and, although there were signs of recovery in May 2020, there can be no assurance that such recovery will fully occur or that cement consumption will not deteriorate. Further, many major public works that were scheduled for 2019 were delayed for

2020 and 2021, decreasing the likelihood that the Group's business in Greece will recover in the short- or medium- term and, similarly, it is likely that the private sector consumption, including tourism and residential construction cement demand, will be negatively affected by COVID-19, which could reduce the Group's cement sales and negatively affect its business, results of operations and financial condition.

In addition, the Group's business, results of operations and financial condition are directly and significantly affected by political developments in Greece. Any political turmoil in the post-program period would decrease the likelihood of Greece's successful return to international sovereign debt markets, which could in turn have a material adverse impact on the economic and financial stability and continued economic growth in Greece. Despite the current stable macroeconomic outlook in Greece and the formation of a single-party government following the Greek elections in July 2019 after several years of coalition governments, there is still uncertainty, including as a result of the potential impact of COVID-19 on the country's economy and prospects, going forward. Moreover, the Group's business, results of operations and financial condition could be affected by broader events, although such events are not directly related to the Group's operations. Lastly, the Group's export sales typically have lower margins compared to sales in Greece, and if the Group's exports of Greek production increase compared to its sales in Greece that could lead to lower profit margins for the Group, which would negatively affect its business, results of operations and financial condition.

Political, economic and budgetary challenges faced by the Greek government in the past led to downgrades between 2010 and 2015 by Standard & Poor's ("**S&P**"), Moody's Investors Services, Inc. ("**Moody's**") and by Fitch Ratings Ltd. ("**Fitch**"), respectively. While rating agencies have upgraded the sovereign rating of Greece, which is currently rated BB- by S&P, B1 by Moody's and BB by Fitch, with a stable outlook for the Greek economy, any future adverse revisions to Greece's credit ratings for domestic or international debt by such or similar international rating agencies may adversely impact the Group's ability to raise additional financing, the interest rates and other commercial terms under such additional financing.

Southeastern Europe

The Southeastern Europe operations consists of the Group's operations in Albania, Bulgaria, North Macedonia, Kosovo, Serbia and Montenegro. In the five-month period ended 31 May 2020, the Group's operations in Southeastern Europe contributed 13.9 per cent of the Group's revenue (€88.9 million) and 28.3 per cent of the Group's EBITDA (€27.5 million). In Southeastern Europe, most markets in which the Group operates were characterized by strong public and private construction activity in 2019, in line with positive GDP growth, political stability and supported by a number of infrastructure projects that were in progress during the year. Despite consistent GDP growth and relative political stability in the markets in which the Group operates, there can be no assurance that such conditions will not deteriorate or that public and private demand will not decrease in the future. Similarly, there can be no assurance that GDP growth will translate into increased private demand for construction materials and increased profits for the construction sector, and, therefore, for the Group. For example, in 2017 energy costs increased due to higher international fuel prices which partially offset improved private sector demand and in turn negatively affected the Group's cost of sales. Furthermore, energy prices could further increase and the Group may be unable to pass such costs to its customers, an outcome that could negatively affect its results of operations, financial condition or business. Moreover, the Group's business is indirectly affected by the funding that international organizations, such as the European Union, the IMF, the European Bank for Reconstruction and Development ("**EBRD**") or the International Finance Corporation ("**IFC**") are providing to the relevant countries in the Southeastern Europe region, given that a certain proportion of such funding is channelled towards infrastructure projects which affect demand for the Group's products. In November 2019, the Group acquired the minority stakes of IFC in the Group's subsidiaries in Southeastern Europe, including Albania, Serbia, North Macedonia and Kosovo, and, therefore, IFC exited its investments in the Group's subsidiaries. There can be no assurance that funding from such international organizations will be maintained in the long-term in the Southeastern

Europe and, should such funding terminate, it could negatively affect the Group's results of operations in the region. In addition, the Group's plants in Southeastern Europe are operating below their optimal capacity, and there can be no assurance that the Group would be able to operate its plants at full capacity, even if customer demand were to increase, due to other macroeconomic factors, including political instability, higher energy prices increasing the Group's cost of sales, or due to other factors such as the introduction of additional supply in the market, either produced locally or through imports, that might negatively impact the Group's sales volumes.

Eastern Mediterranean

In the five-month period ended 31 May 2020, the Group's operations in Eastern Mediterranean contributed 10.7 per cent of the Group's revenue (€68.9 million) and 1.8 per cent of the Group's EBITDA (€1.8 million). The macroeconomic environment in Egypt is primarily affected by fluctuations in the Egyptian Pound's valuation, inflation, GDP growth and energy costs. The Egyptian Pound further weakened against the Euro in 2018 and there can be no assurance that it will not deteriorate again in the future. Similarly, despite GDP growth in the Egyptian economy the last three years (in real GDP terms, i.e. without taking into account any foreign exchange effects), driven by the rise of natural gas production, the recovery of the tourism sector, as well as the continued improvement of the confidence of the global business community in Egypt's economy as a result of the implemented economic reforms, such growth has failed and may continue to fail to translate into increased demand for building materials. In fact, cement consumption decreased by 4.0 per cent in 2019 compared to the same period in 2018 to 48.5 million MT. In addition, in 2019, the Egyptian government removed subsidies on energy costs and imposed additional levies on clay sales, increasing the Group's cost of sales. Lastly, the completion of a government-owned cement plant with a capacity of 12 million MT per year in Beni Suef in 2018 has put and is expected to further put the Group's margins in Egypt under pressure as a result of increased supply in this market. In terms of security challenges, terrorist attacks in Egypt have had and may continue to have a significant adverse effect on investment and tourism. Prolonged periods of high interest rates have resulted in an increase in credit risk, which is expected to adversely affect credit expansion and growth, whereas further devaluation of the Egyptian Pound has had and may continue to have in the future a material negative effect on the Group's production costs. Moreover, the insufficient price increases due to overcapacity, additional levies and higher energy costs impose further challenges to the Group's operations. In the short-term, the Group expects its operating results to face challenges due to limited pricing power, despite the Group's initiatives on containing costs in connection with its raw materials and energy costs. Any of the above could have a material adverse effect on the Group's results of operations, business or financial condition in Egypt.

In Turkey, the domestic and regional geopolitical environment continues to present risks, in particular relating to tensions on the Syrian border and diplomatic relations with the United States and Russia, as well as internal tensions in the southeastern region of the country. In August 2018, the United States imposed sanctions on Turkey and significant tariffs on certain Turkish products, following a breakdown of diplomatic relations between the two countries, which triggered economic turmoil in Turkey. International confidence has weakened and may weaken even further, affecting capital inflow and decreasing tourism revenues, an outcome that increased exchange rate volatility and pushed inflation (CPI) to 20.4 per cent in January 2020. Similarly, the Turkish Lira experienced a significant devaluation in the summer of 2018, with cumulative losses reaching 50.0 per cent against the U.S. dollar year-on-year and has further declined since then. Moreover, macroeconomic indicators in Turkey are unfavorable to the Group's results. High inflation, interest rates and the significant Turkish Lira depreciation, coupled with pressures on the banking system, have led to a negative effect on the construction sector, reversing the positive environment in 2017 when domestic cement consumption had increased by 8.0 per cent year-on-year due to GDP growth, additional public works and public-private partnership projects. There is a significant slowdown in the number of new projects, impacted by the current political and economic uncertainties. Although the economy grew weakly in 2018 and 2019 by 2.8 per cent and 0.9 per cent (in real GDP terms, i.e. not accounting for any foreign exchange effects), respectively, and showed prospects

of recovery, there can be no assurance that such recovery will materialize. Such unfavorable macroeconomic conditions have resulted in a significant decrease in demand for building materials in the short-term and cement consumption decreased in 2019 by an estimated 30 per cent compared to 2018 to approximately 45 million MT, negatively affecting the Group's results of operations, business or financial condition. Should such condition remain unchanged, or should they further deteriorate, the Group's results of operations, business or financial condition will be further negatively impacted.

Brazil

In Brazil, GDP rose by 1.1 per cent in 2017, 1.2 per cent in 2018 and 1.0 per cent in 2019, and inflation declined to 3.4 per cent in 2017 and rose to 3.8 per cent in 2018, while interest rates declined from 14.3 per cent in 2016 to 4.5 per cent in 2019. However, there can be no certainty as to whether these macroeconomic factors will remain stable or improve in the short- to medium-term, in particular in light of the new administration following the elections in October 2018, which could affect consumer confidence and spending levels. Also, cement consumption in Brazil has decreased over the last years, reaching 52.9 million MT in 2018 from 71.7 million MT in 2014. Although cement production increased by 3.5 per cent in 2019 compared to 2018 to 54.5 million MT, it is still below its peak in 2014. For the period from January to May 2020, total cement consumption was approximately at the same levels with the same period of 2019, posting a 0.3 per cent decline, with sales falling sharply in March and recovering to pre-COVID-19 levels in May 2020 but there can be no assurance that such consumption will not decrease in the future, negatively affecting Cimedo Apodi's, the Group's joint venture in Brazil, results of operations, business and financial condition.

The Group faces risks related to the COVID-19 pandemic, which may have a material adverse effect on the Group's results of operations, business or financial condition.

Beginning in December 2019, a new strain of the coronavirus ("**COVID-19**") has spread rapidly throughout the world, including in the United States, Europe and Southeastern Mediterranean, affecting the jurisdictions in which the Group operates. This pandemic and associated governmental responses have adversely affected workforces, consumer sentiment, economies and financial markets, and, along with decreased consumer spending, have led to an economic downturn in many of the markets in which the Group operates.

The COVID-19 pandemic and actions taken by governments across the world to reduce the spread of the virus have created significant uncertainty in the markets in which the Group operates. The pandemic and such actions have had, and are likely to continue to have, negative impacts on the Group's business, such as causing significant declines in demand for its products, disruptions in the Group's production and supply chain operations, lower capacity utilization and/or unscheduled downtime or shutdowns at some or all of the Group's facilities, disruptions to its capital expenditure initiatives, limitations on its employees' ability to work and travel, significant changes in the economic or political conditions in markets in which the Group operates and related currency and commodity volatility, restrictions on its access to sources of liquidity, reductions or withdrawals of credit insurance coverage, and unfavorable working capital movements.

For example, the halt in operations in the hotel industry could result in lower construction activity and lower demand for cement products, which would affect the Group's sales. Similarly, the residential construction activity could decrease due to lower household disposable income driven by increased uncertainty and higher unemployment rates due to COVID-19. Lastly, infrastructure projects could be delayed due to the economic effects of COVID-19, which would also result in lower demand for the Group's products and lower capacity utilization rates. In fact, for the month of April 2020, the Group estimates that overall cement sales decreased in all of the markets in which it operates following the outbreak of COVID-19, ranging from a moderate decline in Greece, a more substantial decrease in Florida and the Mid-Atlantic, as well as Turkey, and substantially declined in more severely affected markets like Southeast Europe and New York. Although the Group already observes increases in market

consumption as lockdown measures are gradually lifted, there is no certainty that such decrease in cement sales will be fully restored in the future or deteriorate further. As shutdowns spread across different countries and industries, supply of key raw materials may become affected and the Group may face shortages. In addition, the Group's customers, service providers or suppliers may experience financial distress, file for bankruptcy protection or insolvency, go out of business, or suffer disruptions in their businesses due to the outbreak of COVID-19, and the Group's bad debt provisions are likely to increase, which in each case could have an adverse effect on the Group's business, results of operations or financial condition.

Further, certain of the Group's non-essential capital expenditure projects have been suspended due to COVID-19, and, although the duration of such suspension is uncertain, such suspension is likely to result in delays to the realization of expected benefits from such projects, and may result in increased costs to complete such projects.

Given the dynamic nature of this outbreak (including its impact on the global economy and the applicable governmental responses), the extent to which COVID-19 impacts the Group's business, results of operations or financial condition will depend on future developments, which remain highly uncertain and cannot be accurately predicted at this time.

Fluctuations in energy, fuel prices and transportation costs could have an adverse effect on the Group's costs of sales.

A significant proportion of the Group's cost of sales are incurred in connection with the consumption of thermal and electric energy necessary for the production of the Group's products, and in connection to transportation costs incurred for the distribution of the Group's products. Cement production consumes a large quantity of energy, especially for the kilning and grinding processes. Energy is also required for the transportation, both within the Group's facilities and externally, of the Group's products through its trucks in addition to the operation of the Group's equipment. The principal elements of these energy costs are fuel expenses and electricity expenses (which include, inter alia, costs for coal, petroleum coke ("**pet coke**"), natural gas and alternative fuels such as biomass). The results of operations of the Group are therefore expected to be significantly affected by movements in energy prices.

Increases or significant fluctuations in energy and fuel costs, freight rates or other transportation costs could adversely affect the Group's results of operations, business and financial condition, especially if it is unable to pass along higher input costs to its customers. Energy prices may vary significantly in the future, largely due to market forces and other factors beyond the Group's control, including, changes in the relevant regulatory regime or governmental policy applicable to energy prices. For example, in July 2018, the government of Egypt decreased subsidies on electrical energy, which led to a 43.0 per cent increase in electricity costs for the industrial sector and contributed to higher cost of sales for the Group's operations in Egypt. Moreover, in certain emerging markets, there is a risk that the Group may see increases in electricity prices due to a lack of generation capacity and the effects of privatization. Risks related to fluctuations in energy and fuel costs are increased due to the fact that for most energy sources there are no available long-term hedging instruments. In certain of the markets in which the Group operates, electricity prices are also influenced by governmental policy.

Legal requirements, as well as a heightened awareness of environmental sustainability, have placed increased pressure on energy-intensive industries such as the cement industry to increase their energy efficiency and to transition to more environmentally friendly sources of energy, such as renewables, which could further increase the Group's cost of sales. Additionally, the Group's investment in the use of alternative raw materials in order to gradually lessen its dependence on natural raw materials may be more costly than expected or not successfully implemented. Changes in the availability of energy sources to meet these demands could adversely impact the Group's ability to operate, and changes in energy prices as a result could significantly increase the Group's operating costs.

Decreases in the availability, or increases in the cost, of raw materials could have an adverse effect on the Group's business.

Availability of natural resources at a reasonable cost, in particular limestone and clay, which are used in the manufacture of the Group's products, is one of the factors that significantly affect the operations and profitability of the Group. The Group actively manages the quarries and production plants that it operates, and the related permits, licenses, rights and titles, in order to secure its operations in the long term. It also usually owns, or gains access to long-term lease agreements, the long-term land and mining rights on the quarries of limestone, gypsum, clay and other raw materials essential to its operations, but there can be no assurance that it will, in all instances, be able to maintain or renew these land and mining rights.

The Group's access to natural resources could be adversely affected by the closure of one or more of its quarries (due to unforeseen circumstances), interruptions and disruptions to the transportation and delivery of natural resources to the Group's plants or the cancellation or non-renewal of permits to extract natural resources upon the termination of any lease or license. Moreover, the Group in some cases depends on the supply of secondary raw materials, such as gypsum from third parties. If any of the Group's suppliers ceases to operate, or if the Group reduces or eliminates the raw materials that the Group uses in its production, the Group would need to incur additional costs to obtain such materials from other sources or would be required to obtain substitute raw materials, which might not be of the same quality compared to the Group's existing raw materials. While the Group has a policy of seeking to ensure the adequate supply of raw materials for each of its products, any limitations on the Group's ability to obtain the various natural resources used could have a material adverse effect on the results of operations of the Group.

A failure of the Group to obtain the various raw materials it needs at an acceptable cost, due to any of the risks set out above, could materially impair production in the affected markets and have an adverse effect on the Group's business, results of operations or financial condition.

A large proportion of the Group's business, operations and assets is concentrated in the United States.

A large proportion of the Group's business, operations and assets is concentrated in the United States, in particular Virginia, Florida, North and South Carolina, and New Jersey, and the Group's results of operations are heavily dependent on the Group's performance in the United States. The proportion of the Group's EBITDA and revenue derived from its operations in the United States in the year ended 31 December 2019, was 67.1 per cent and 59.1 per cent, respectively, indicating the importance of the U.S. region to the Group's operations and profitability.

Currently, approximately half of the Group's operations in the United State are concentrated in Florida. Despite positive trends and forecasts for the construction segment's growth in Florida, there can be no assurance that it will not experience a downturn that will significantly affect the Group's results of operations. For example, the state could experience a decrease in GDP growth, an increase in unemployment or a decrease in consumer confidence, increased property taxes or successive periods of adverse weather conditions, any of which could have a negative effect on the Group's results of operations in Florida. For example, the Group's operations in Florida were heavily impacted by the effects of Hurricane Irma in 2017, which led to a period of electricity and power cuts, resulting in a loss of production and revenue. Should positive market trends continue, foreign or national competitors could enter the Florida market to benefit from the increased prices, which could result in a lower market share for the Group, which currently ranks second in the Florida market. The Group is also active in Virginia, where it currently ranks first in terms of market share. However, according to the U.S. Geological Survey, in 2018 cement consumption decreased by 2.9 per cent in Virginia to 1.9 million MT as compared to 2017, there can be no assurance that such trajectory will be reversed in the future. The Virginia market generally lags behind the national average both in residential and non-residential construction market performance, and the continuation of such market underperformance could negatively affect the Group's results of operations. The Group also derives a portion of its revenue from its exports from the Greek

market to the New Jersey and New York markets, and there can be no assurance that the Group will be able to continue to access these export markets in the future. For example, a Canadian competitor operating an import terminal entered the market in 2017, which led to additional pressure on the sales volumes and cement prices in the region. Despite an increase in cement consumption in 2018 of 0.8 per cent to 1.8 million MT in the New York Metropolitan area which remained steady in 2019, there can be no assurance that cement consumption will continue to recover in the short- or long-term. Lastly, there can be no certainty that the positive trends in the U.S. market will continue in the medium to long-term, in particular given that the U.S. market has been steadily growing since 2011, increasing the risk of a market downturn. Should the U.S. market experience a downturn, demand for the Group's products would decrease and imports from the Group's operations in Greece to the U.S. would be substantially reduced.

In addition, the Group's financial performance in the U.S. markets is heavily affected by fluctuations in the U.S. dollar-Euro exchange rate, with a decrease of the dollar against the Euro having a significant negative effect on the Group's results of operations in a consolidated level, see "*—Market risks—Fluctuations in foreign exchange rates may have an adverse effect on the Group's business*" below. Any decrease in cement consumption, building activity or decreased public spending on infrastructure in any of the U.S. markets in which the Group operates, or a combination of the above, or any decrease of the U.S. dollar against the Euro could have a material adverse effect on the Group's operating performance, business and profitability.

The Group faces risks related to its operations and interests in emerging markets.

The Group's presence in emerging markets such as Southeastern Europe, Egypt, Turkey and Brazil, increases its exposure to macroeconomic risks, including but not limited to, exchange rate and interest rate fluctuations, declines in gross domestic product and inflation, which may in turn negatively affect the level of construction activity in the market and the Group's profitability. Instability in an emerging market can lead to lower levels of construction activity, as well as restrictions on currency movements in the form of capital controls, which may adversely affect the Group's operating subsidiaries' in such emerging markets ability to pay dividends to the Company.

Other potential risks presented by emerging markets include:

- disruption of the Group's operations, or the activities of its customers, due to civil disturbances and other actual and threatened conflicts and acts of terrorism;
- differences between and unexpected changes in regulatory environments, including environmental, health and safety, local planning, zoning and labour laws, rules and regulations;
- significant fluctuations in electricity prices, including as a result of market factors or due to prices being set by the national government or companies under governmental control, or to electricity subsidies being reduced of terminated;
- unfavorable tax regimes, including with respect to the imposition of withholding taxes on remittances and other payments by subsidiaries and joint ventures; and
- fluctuations in currency exchange rates and restrictions on the repatriation of capital.

Emerging markets often face political challenges which could affect the rule of law and how it is imposed. For example, the Group's subsidiaries in Egypt, Beni Suef and Alexandria Portland, are involved in certain legal proceedings, which, as at the date of this Offering Circular, have not been finally resolved. The respective plaintiffs challenge, among others, the legality of the privatizations of Beni Suef and Alexandria Portland that took place in 1999, before the Group acquired either entity. Although the Group believes that such actions lack any legal or factual basis, there can be no assurance that the Egyptian

courts will finally reject the actions against the privatizations of Beni Suef and Alexandria Portland, which could result in the cancellation of these privatizations. For further information on the Group's legal proceedings, see "*Description of the Group – Legal Proceedings*". Other potential risks include civil unrest, social uncertainties and turmoil, nationalization and expropriation of private assets, the imposition of additional taxes or other payments by foreign governments and agencies and other adverse actions or restrictions, including restrictions on prices imposed by foreign governments, any of which could damage or disrupt the Group's operations in a given market. Any such events may adversely affect the Group's operating performance and profitability.

The Group is subject to extensive laws and regulations relating to the protection of the environment.

The Group's operations are subject to extensive environmental and safety laws and regulations in the United States, the EU and elsewhere, as interpreted by the relevant authorized agencies and the courts. Such regulations may impose increasingly stringent obligations and restrictions regarding, among other things, land use, remediation, air emissions, waste and water and occupational and community health and safety. The costs of complying with these laws and regulations are likely to increase over time and a failure to comply with these laws and regulations may result in the assessment of sanctions, including administrative, civil or criminal penalties, natural resource damages, the imposition of investigatory or remedial obligations, and the issuance of orders limiting or prohibiting some or all of the Group's operations.

The nature of certain of the Group's business activities exposes the Group to risks of environmental costs and liabilities arising from the manufacture, use, storage, disposal and maritime and inland transport and sale of products, raw materials and fuels that may be considered to be contaminants when released into the environment. New environmental initiatives could result in significant additional expenditures (including investment in new plant facilities or improvements to existing plants) or reduction or termination of certain operations, which may, in turn, have a material adverse effect on the Group's financial condition and results of operations. Liability may also arise through the acquisition or ownership or operation of properties and businesses. Noncompliance with environmental and safety laws and regulations could subject the Group's operations to regulatory enforcement, including the imposition of civil and/or criminal penalties, and even the partial or total shutdown of operations. For a description of the principal environmental and health and safety laws and regulations applicable to the Group, see "*Description of the Group–Health, Safety and Environment*".

Compliance with changes in laws, regulations and obligations relating to climate change and emissions trading could result in additional capital expenditure and reduced profitability resulting from increases in operating costs, or even to a closure of certain of the Group's production facilities. For example, the Group's operations in Greece and Western Europe, and in Bulgaria, are required to comply with an EU-wide cap and trade emissions scheme, namely the European Trading Scheme ("**ETS**"), under which industrial installations must control and report their CO2 emissions on an annual basis. The ETS requires regulated installations to surrender to regulatory agencies a number of allowances corresponding to their verified CO2 emissions for the previous year. CO2 emissions which exceed an installation's allowances will have to be paid for by the Group, or covered by the purchase of allowances on the market. Pursuant to the revised ETS Directive (Directive (EU) 2018/410) introducing ETS Phase IV, which will apply for the period 2021-2030, and which entered into force on April 8, 2018, auctioned allowances for cement producers will be reduced, and therefore, the price for each allowance may increase, which may negatively impact the Group's production costs. Similarly, should the utilization capacity of the Group's plants in Greece or Bulgaria increase, the Group may be required to purchase additional CO2 emission rights, thus, increasing its production costs. Further, because of the increased operations costs that the ETS imposes and may impose in the future to the Group, the Group may face increased competition from cement producers operating outside the EU, which do not have to incur ETS compliance costs and may be able to offer better prices to their customers. Furthermore, increased prices for cement because of

increased CO_2 compliance costs could prompt customers to substitute other products for cement, which could further negatively affect demand for the Group's product.

Moreover, there can be no assurance that a similar scheme will not be introduced in other markets in which the Group operates, or that member states of the EU will not impose rules that are even more stringent than what the ETS provides, potentially significantly increasing the Group's compliance costs in these jurisdictions. Further, in certain jurisdictions there is increasing political support for the implementation of even more stringent environmental rules that would increase the Group's production costs. Compliance with changes in laws, regulations or emissions trading schemes could result in higher capital expenditures requirements and reduced profitability for the Group due to increased production costs, and may also have an impact on the Group's ability to grow its business, pursue strategic growth opportunities and remain competitive. If the Group is unable to find solutions that reduce its CO_2 emissions for new and existing projects or products, future international agreements, government regulation or challenges from society could lead to additional costs as well as compliance and operational risks.

Similarly, the Group may also become subject to potential environmental legislation in the United States regulating quantities of cement kiln dust ("**CKD**"), an emission of the Group's cement production operations. The U.S. Environmental Protection Agency (the "**EPA**") has been evaluating the regulatory status of CKD under the U.S. Resource Conservation and Recovery Act ("**RCRA**") and certain environmental groups have recently asked the EPA to move more quickly to regulate CKD as a hazardous waste. Similarly, the greenhouse gas ("**GHG**") regulations for electric utilities under the Clean Air Act ("**CAA**") were finalized in 2014 but have not been implemented as they have been stayed by court orders pending the resolution of on-going legal actions challenging the legality of those regulations. The ultimate disposition of the GHG regulations for the electric utilities will set precedent for what may come for other industries (including cement) in subsequent regulatory action. Although legislation related to CKD or GHG for electrical utilities has not yet been implemented, any obligation to manage CKD as a hazardous waste under the RCRA or the imposition of GHG regulations for electrical utilities on the cement industry would negatively affect the Group's operations in the United States and could result in higher capital expenditures requirements to comply with such regulations, any of which would adversely affect the Group's operating performance and profitability. Similarly, although the EPA recently concluded a technological review of Portland cement under the National Emission Standards for Hazardous Air Pollutants ("**NESHAP**"), and concluded that no new requirements or changes to emission limits were warranted at this time, there can be no assurance that such regulations will not be applied to the Group's business in the future, which could increase the Group's compliance costs and adversely affect its operating performance and profitability.

The Group depends on maintaining good relations with interest groups and various stakeholders in the local communities in which the Group operates.

Acquisition or renewal of government permits, licenses and approvals required for the performance of the Group's business activity, beyond the relevant regulatory requirements, depends on the level of social acceptance of the Group's operations by local communities and interest groups, including local and national civil, political, labour, and consumer organizations. Such a "social license to operate," which requires the Group to analyze the context of the relevant community and map its stakeholders' needs, could be increasingly difficult to maintain and it could also influence the Group's ability to obtain permits, comply with increasing stricter regulations and access capital. Moreover, these groups' views and perception of cement production could change and become more hostile towards the use of cement and related products, making it increasingly more difficult for the Group to maintain good relationships with them. Should the interests of any of these stakeholders run contrary to the Group's business interests, and the Group's attempts to maintain good relationships with them prove unsuccessful, the Group could be affected by litigation, loss of license to operate for parts of the Group's business, adverse publicity or

reputational damage, or increased cost of operations. Any of these potential effects could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group relies on its brand and reputation.

The Group's brand and reputation within the construction sector in all areas and markets of operation are important intangible assets, and could be affected by errors and/or omissions concerning product quality, adherence to health and safety standards and environmental performance. Such risk is amplified due to the strict standardization building materials are subject to and a failure to meet the prescribed quality standards or the specific quality requirements of the Group's customers could negatively affect the Group's reputation. Moreover, given the international presence of the Group, damage to the Group's brand in one of the markets in which it operates could negatively affect its reputation in the other markets in which it is present. Also, the Group's brand and reputation are closely associated with its performance in relation to its health, safety and environmental obligations, and any failure to uphold environmental and safety standards could significantly damage the Group's reputation. Further, the Group's reputation may also be affected by damage to the reputation of one of its competitors or the construction sector in general, none of which is within the Group's control or responsibility. Lastly, as a publicly listed company, the Group undertakes regular communications with its stakeholders and a failure to deliver in line with guidance or targets, or to achieve performance indicators or non-financial commitments previously communicated to the Group's variety of stakeholders could also adversely affect the Group's reputation. Any damage to the Group's brand or reputation may have a material adverse effect on the Group's financial condition and results of operations.

The Group faces risks related to minority interests, minority participations and joint ventures.

In its joint ventures, or other participations or certain of its operations, the Group has a significant, but not always controlling, interest. Under the governing documents for certain of these partnerships, certain key matters such as the approval of business plans and decisions as to the timing and amount of cash distributions or recapitalizations may require the consent of the Group's partners, and such limitations could constrain the Group's ability to pursue its strategy in the future.

The Group also conducts its business through subsidiaries it has established in various markets. In some cases, third-party shareholders hold non-controlling interests in these subsidiaries. Various disadvantages may potentially result from the participation of minority shareholders, whose interests may not always coincide with those of the Group. The presence of non-controlling interests may, among other things, impede the ability of the Group to implement organizational efficiencies and transfer cash and assets from one subsidiary to another in order to allocate assets most effectively, or create impediments to the Group's exit from certain investments in a successful and timely manner. The Group has entered into joint ventures in the past and may enter into such arrangements in the future, and there can be no assurance that such joint ventures will be successful or fail due to disagreements between the Group and its partners.

The Group is subject to fluctuations and various risks of business interruption, including as a result of natural disasters.

Due to the high fixed cost nature of the building materials industry, interruptions in production capabilities at any facility may cause the productivity and profitability of the Group to decline significantly during the affected period. The manufacturing processes of producers of building materials are dependent upon critical pieces of equipment, such as cement kilns, crushers, grinders and other equipment. This equipment may, on occasion, be out of service as a result of strikes, unanticipated failures, accidents or other force majeure events. In addition, there is a risk that equipment or production facilities may be damaged or destroyed by such events. For example, the Group has experienced in the past disruptions due to equipment failures, including the collapse of plant roofs, and due to labour interruptions in the form of employee strikes, which forced the Group to incur additional costs and led

to delays in its production process. Any extended period of suspended production at any of the Group's plants could have a material adverse effect on the Group's business, financial condition, profitability or prospects.

The Group's presence in various markets, including the United States, Greece, Southeastern Europe, Egypt and Turkey, increases its exposure to a number of meteorological and geological risks, such as natural disasters, climate hazards or earthquakes, which could damage its property or result in business interruptions and could have a material adverse effect on its operations. For example, in the second half of 2017, Hurricane Irma impacted Titan America's performance in Florida, resulting in a loss of production and revenue. Whilst the Group insures against such risks, it could be harmed by unexpected events or liabilities, for which the Group cannot assume that its existing insurance coverage will be sufficient. Any inadequacy in insurance coverage or a protracted dispute with an insurance provider as to the extent of the insurance coverage may have a material adverse effect on the Group's financial condition and results of operations.

The Group is subject to fluctuations in distribution costs.

The Group incurs significant expenses related to the distribution of its products to the markets in which it operates. The Group's distribution expenses include, among other things, fuel costs and charter expenses for trucks and vessels used in the transportation of its products. Distribution expenses are impacted by a number of factors such as fuel costs, weather conditions and the Group's logistics footprint, including the size and utilization of its fleet of trucks, the cost of chartering trucks and vessels from third parties and the cost of other distribution infrastructure such as terminals and distribution centers. Any substantial increase in the Group's distribution expenses or interruption in distribution could put pressure on the Group's profit margin and adversely affect the Group's business, prospects, financial condition and results of operations.

The Group is subject to certain operational risks, including risks regarding safety at work.

Cement production and the operation of quarries can be a hazardous industry, and factors outside the Group's control, such as weather and temperature, can increase the risks related to cement production and operation of quarries. Safety at work is one of the Group's top priorities and is a precondition for the operation of the Group's plants. Although the Group implements strict safety policies and training programs intended to systematically educate employees on safety as well as detailed procedures and systems, these programs may fail to prevent all such accidents and, as a result, the Group could be subject to administrative and/or legal proceedings arising as a result of breaches of health and safety by employees of the Group, any of which may have an adverse effect on the Group's operations and reputation. Although the Group has implemented several protective measures in relation to COVID -19 for its employees working on site and has shifted a substantial share of its workforce to teleworking where possible, there is no assurance that certain of its employees may be unable to return to work due to illness or mandatory confinement, which could have a material adverse effect on the Group's business, results of operations and financial condition. The cement production process could also generate environmental impacts, including dust and noise, and may require the storage of waste materials, including in liquid form. Significant dust, noise or liquid pollution from site operations could also have the potential of affecting the Group's employees, communities and the environment near the Group's operations, and also negatively affect the Group's business, results of operations and financial condition.

The Group's estimates of the volume and grade of its limestone deposits could be overstated, and the Group may not be able to replenish its reserves.

The Group reserve estimates regarding the average limestone reserve at the Group's quarries are prepared by its own engineers and geologists, and are subject to regular review by its corporate staff jointly with its regional technical managers. The Group also uses the services of third-party geologists and/or engineers to validate its own estimates where it deems appropriate. Reserve engineering involves

estimating deposits of minerals that cannot be measured precisely, and the accuracy of any reserve estimate is a function of the quality of available data, as well as engineering and geological interpretation and judgment. Accordingly, the Group's limestone reserves constitute its estimates based on evaluation methods generally used in its industry and on its assumptions as to the Group's production, as well as market prices for limestone. There are numerous uncertainties inherent in estimating quantities of reserves and in projecting potential future rates of mineral production, including many factors beyond its control, including the risk that the Group might not be able to renew certain of its limestone quarry licenses, resulting in lower extracted volumes of limestone compared to the Group's initial estimates. As a result, there can be no assurance that the Group's limestone reserves will be recovered in full or at the rates the Group anticipates. The Group may be required to revise its reserve and mine life estimates based on its actual production and other factors. As a result, the Group's limestone reserves could be lower than its estimates, and it might be required to purchase limestone from third-party suppliers or to develop mines at a greater distance from its facilities, any of which would materially adversely affect its financial condition and results of operations.

The Group faces risks from potential and on-going litigation.

In the ordinary course of its business, the Group is involved, and may in the future become involved, in a number of legal proceedings incidental to its operations, including product liability, commercial, ownership disputes, competition, environmental and health and safety matters, social security and tax claims. Certain of the Group's subsidiaries are also involved in proceedings related to their privatization, see "*Description of the Group–Legal Proceedings*".

Although the Group's management believes these matters will be resolved without any significant impact on its business, financial position or results of operations, the actual outcome of these legal proceedings is uncertain and in the case of an adverse final decision in any of these legal proceedings, the Group's business, financial position and results of operations may be adversely affected. Furthermore, such proceedings can divert the attention of the Group's management from its business and any negative publicity resulting from such proceedings or other disputes may result in substantial expenses and adversely affect the Group's business, reputation, prospects, financial condition and results of operations.

The Group is subject to impairment losses related to non-financial assets.

The cement and, to a lesser extent, the aggregates and other construction materials business is capital intensive. Due to the heavy weight of the product and its high distribution costs, shifts in local markets and/or product ranges might lead to impairment of the assets concerned as the investment in those assets may not yield the return that was expected when the investment was made. Impairment losses impact negatively on profitability and equity. The Group has incurred, and may in the future incur, impairment losses. For example, the Group's subsidiaries in Egypt booked a significant impairment on valuation of their assets, subsequent to the devaluation of the Egyptian Pound in 2016.

Certain tax matters may have an adverse effect on the Group's cash flow, financial condition and results of operations.

The Group is subject to multiple tax laws and various regulatory requirements that affect its commercial, financial and tax objectives. As the tax laws and regulations in effect in the various jurisdictions in which the Group operates do not always provide clear or definitive guidelines, the Group's structure, the conduct of its business and its tax practices are based on its interpretation of applicable tax laws and regulations. The Group cannot guarantee that these interpretations will not be questioned by the tax authorities, or that applicable laws and regulations in certain countries will not change, be interpreted differently or be applied inconsistently. More generally, any violation of tax laws and regulations in the countries where the Group companies are located or do business could lead to tax assessments or the payment of late fees, interest, fines and penalties. This could have a negative impact on the Group's effective tax rate, cash flow and results of operations.

In most of the markets in which the Group operates, tax legislation is revised frequently. Changes to tax legislation which result in increased taxes being levied on the Group may adversely impact the Group's operations and profitability. Additional tax expenses could accrue in relation to previous tax assessment periods, which are still subject to a tax audit or a pending tax audit or have not yet been subject to a tax audit. As a result, relevant tax authorities could revise original tax assessments and substantially increase the Group's tax burden (including interest and penalty payments). When particular matters arise, a number of years may elapse before such matters are audited and finally resolved.

The Group's capital expenditure projects may face funding challenges, delays and cost overruns.

The Group's capital expenditures have been reduced in recent years compared to the period 2015-2016. Despite such short-term reductions in capital expenditures, capital expenditures may increase in the future, given the capital intensive nature of the Group's business, and any such expenditures may be financed from the Group's operational cash flows, through additional debt or equity financing. The Group's access to external sources of financing will depend on many factors, including factors beyond its control, such as conditions in the global capital markets and investors' risk perception of investing in the markets in which the Group operates, including Greece and emerging markets such as Turkey, Egypt and Brazil. Any equity or debt financing, if available, may not be on terms that are favorable to the Group. Similarly, there can be no assurance that the Group will receive sufficient cash flows from its operations to fund its capital expenditures programs.

The Group has certain capital expenditure projects underway such as improving operational performance by implementing Group-wide new SAP and IT systems, the development of its centralized procurement programs, the optimization in the Group's supply chain, leveraging digital technology and increasing the use of its automated maintenance processes, and is likely to engage in additional projects in the future. There can be no assurance that such investment projects will be completed in a timely manner or on budget. Factors that could result in planned investment expenditures being delayed or cancelled include construction difficulties and the failure to obtain all requisite planning and other consents. Difficulties associated with the granting or extension of permits could result in significant delays of future investments and growth or even the suspension of particular projects. Additional financing may not be available to us, or, if available, it may not be obtained on a timely basis and on commercially acceptable terms. Further, certain of the Group's non-essential capital expenditure projects of an amount of approximately €50 million have been suspended due to COVID-19, although the duration of such suspension is uncertain, it is likely to result in delays to the realization of expected benefits from such projects, and may result in increased costs to complete such projects.

If the Group's access to external financing is limited, or if the amount of capital required exceeds management estimates, the Group may not be able to fully implement its business strategy, which may limit the future growth and development of its business, which may have a material adverse impact on its financial condition and results of operations.

The Group's insurance coverage may not cover all the risks to which it may be exposed.

The Group faces the risks of loss and damage to its property and machinery due to fire, theft and natural disasters such as floods and earthquakes. Such events may cause a disruption to or cessation of its operations. While the Group believes that it has insurance coverage in line with industry practices, in some instances the Group's insurance coverage may not be sufficient to cover all of its potential unforeseen losses and liabilities. For example, the Group, in line with industry practices, did not and does not have insurance in relation to pandemic events, including COVID-19. In addition, its insurance coverage is subject to deductibles, exceptions and limitations, and may not cover all the risks to which it may be exposed.

In addition, its insurance coverage is subject to periodic renewal. If the availability of insurance coverage is reduced significantly for any reason, it may become exposed to certain risks for which it is not, and,

in some cases, could not be, insured. Moreover, if the Group's losses exceed its insurance coverage, if its losses are not covered by the insurance policies it has taken up, or if it is required to pay claims to its insurers pursuant to the reinsurance arrangements described above, it may be liable to cover any shortfall or losses. The Group's insurance premiums may also increase substantially because of such claims from the Group's insurers. Although as at the date of this Offering Circular there had been no instances where the Group considers its insurance coverage to have been insufficient, in any of the above circumstances, the Group's results of operations, business and financial condition could be adversely affected.

The Group is exposed to risks from acquisitions.

The Group's long-term strategy includes both organic growth and growth via acquisitions, in order to strengthen and develop its existing activities, particularly in growth areas, and as a means of reducing market-specific risk via geographic diversification. The successful implementation of such an acquisition strategy depends on a range of factors, including:

- the ability of the Group to identify appropriate opportunities;
- complete acquisitions at an appropriate cost;
- successfully assess the relevant target's business risks and prospects;
- prevent any disruptive events arising out of the target's operations;
- resolve potential integration issues;
- secure relevant approvals in relation to applicable competition or merger control laws;
- obtain the required operating licenses;
- comply with restrictive covenants of the Group's financing agreements; and
- achieve an acceptable rate of return from its acquisitions.

There may also be substantial challenges or delays in integrating and adding value to the businesses acquired or to be acquired by the Group. The costs of integration could be materially higher than budgeted and the expected synergies resulting from such acquisitions may not be realized. Any acquisitions that the Group has completed or completes are accompanied by other risks commonly encountered with acquisitions of companies or businesses, such as a potential disruption to the Group's businesses, the assumption of unexpected or greater than expected liabilities relating to the acquired assets or businesses (including environmental liabilities arising from contaminated sites) and the possibility that indemnification agreements with the sellers of such assets may be non-existent, unenforceable or insufficient to cover all potential liabilities, the possibility of regulatory interference, the imposition and maintenance of regulatory controls, procedures and policies and the impairment of relationships with employees and counterparties as a result of difficulties arising out of integration. Moreover, the value of any business that the Group acquires or invests in may be less than the amount it has paid. Any failures to successfully integrate or delays in integrating acquired assets and businesses could have a material adverse effect on the Group's business, prospects, financial condition and results of operations.

The Group may fail to retain and attract qualified and experienced employees, or fail to maintain satisfactory labour relations with its unions.

While the Group aims to attract and retain the best possible candidates from domestic and international markets, the Group may be unable to recruit and retain experienced, capable and reliable personnel, especially senior and middle management with appropriate professional qualifications. Moreover, if

members of the Group's senior management team were to depart, the Group might not be able to implement a successful succession program in a timely manner, if at all.

The Group enters into discussions and collective bargaining agreements with labour unions and, although the Group maintains good relations with its unions and has not faced a material strike that affected its operations since 2015, there can be no assurance that it will not experience labour unrest, difficulty in negotiating collective bargaining agreements or disputes or actions in the future, some of which may be significant and could adversely affect the Group's business, prospects, financial condition, reputation and results of operations.

The Group is subject to risks associated with failures in information systems and cyber-security.

The operation of many of the Group's business processes depends on the uninterrupted availability of its information technology ("**IT**") systems. To maintain competitiveness, the Group is increasingly reliant on automation, centralized operation and new technologies to manage and monitor its production and other activities. As a consequence, any localized or widespread system failure, whether deliberate (such as an outage resulting from a cyber-attack) or unintentional (such as network, hardware or software failure), could have adverse effects at various levels. The complexity and associated risks to the maintenance and security of these systems is ever increasing, especially due to the introduction of service and logistics centers based on central server solutions. The impact of such a failure also increases with the number of connected locations as well as the increasing digitalization of business processes. Risks could arise from the unavailability of IT systems, the delayed provision of important data, and the loss or manipulation of data and the risk of system disruption due to mechanical failure or malicious attack requires processes to back-up systems and data on a regular basis. The realization of one or more of these risks could materially adversely affect the Group's business, financial condition, reputation and results of operations.

The Group's existing compliance controls, although considered sufficient by the Group's management, may fail to prevent or detect inadequate practices, fraud, and violations of law by the Group's intermediaries, customers, suppliers, partners or employees.

The Group is subject to various legal and regulatory requirements and risks in the markets in which the Group operates, such as antitrust, anti-money laundering, anti-bribery and anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act, or other sanctions laws and regulations imposed by international organizations or individual nations. The Group's existing compliance controls may not be sufficient in order to prevent or detect inadequate practices, fraud, and violations of law by the Group's intermediaries, customers, suppliers, partners, affiliates or employees. Should any of the Group's intermediaries, customers, suppliers, partners, affiliates or employees receive or grant inappropriate benefits or use corrupt, fraudulent or other unfair business practices, the Group could be confronted with legal sanctions, penalties, loss of orders, claims by injured parties or harm to the Group's reputation. This could have a material adverse effect on the Group's business, financial position and results of operations.

The Group may fail to obtain or renew, or may experience material delays in obtaining, requisite approvals, licenses and permits from the relevant national and/or regional governments or authorities for the conduct of its business.

The Group requires various approvals, licenses, permits and certificates from the relevant national and/or regional governments or authorities in the markets in which the Group operates, in particular in connection with operating its limestone quarries. Such permits are typically long-term, ranging from 10 to 15 years, and they are typically automatically renewed five years before their expiration. The Group cannot provide assurance or guarantee that it will not encounter problems in obtaining new or renewing existing licenses, permits and certificates required in the conduct of its businesses, or provide assurance that the Group will continue to satisfy the conditions to which such licenses, permits, and certificates are

granted. There may also be delays on the part of regulatory and administrative bodies in reviewing applications and granting approvals, which could result in delays or increased costs to the Group's operations. If the Group fails to obtain or maintain the necessary permits, licenses and certificates required for the conduct of its business, the Group may be required to incur substantial costs, which could have a material adverse effect on the Group's business, financial position and results of operations.

Risks Relating to the Industry in Which the Group Operates

The Group's business is affected by the cyclical nature of the construction industry.

The building materials industry is dependent on the level of activity in the construction sector, which tends to be cyclical and dependent on various factors, including, but not limited to, the level of infrastructure spending, the demand for private and commercial real estate, mortgage lending, local economic activity, inflation and interest rates. In particular, public investments are driven by the relevant national or regional government to increase investments in infrastructure. For example, the United States government has announced substantial increases in infrastructure spending, but such spending measures are still under political debate and deliberation. There can be no assurance that spending will indeed be approved or that it will be diverted to the markets in which the Group operates. Similarly, there can be no assurance that the planned public projects scheduled for 2020 in Greece will not face further delays, leading to a further reduction of cement demand in Greece. Political instability or changes in government policy and funding can also adversely impact the construction industry. Further, COVID-19 and its effects, including governmental lockdown measures, could have an impact on the current business cycle, result in lower taxes and higher borrowing costs for local and national governments, which could result in lower public spending on infrastructure and reduce demand for the Group's products. Although private construction, and in particular housing, is in part driven by the growth of the economy, the level of construction activity may fall even if the economy in general is growing. The cyclicality of the construction sector, together with its dependence on economic activity, could have a negative impact on the financial results of the Group and the profitability of its operations. The Group has operations in mature markets such as the United States and emerging markets such as Egypt, Brazil and Turkey. Some of these markets' contribution to revenues and/or profitability is significant, and, accordingly, the Group's revenues and/or profitability already have been, and may in the future be, materially adversely affected by downturns in the construction industry in individual markets as well as global downturns.

The Group's business, results of operations or financial condition could be adversely affected by a continued deterioration of the global economic outlook or cyclical weakness in the construction industry on a global scale or in a significant market in which it operates.

The Group's results are affected by the seasonal nature of the construction business.

During the winter season in temperate areas in the northern hemisphere and the rainy season in tropical climates in Latin America and Florida, there is typically lower activity in the construction sector, especially where meteorological conditions make large-scale construction projects difficult, resulting in lower demand for building materials. The Group is expected to continue to experience a decrease in sales during the first and fourth quarters reflecting the effect of the winter season in Europe and North America and an increase in sales in the second and third quarters reflecting the effect of the summer season in these markets. This effect can be especially pronounced during harsh or long winters. In addition, high levels of rainfall in tropical regions during the wet season can adversely affect operations. For example, construction activities in Florida suffered disruptions in 2017 due to Hurricane Irma. Besides the seasonal effects of weather conditions, if such conditions are unusually intense, occur unexpectedly or last longer than usual in the Group's major geographic markets, especially during seasonal peak construction periods, such outcome could have a material adverse effect on the Group's business, results of operations and financial condition.

The Group is subject to significant competition in the markets in which it operates.

The markets for cement, aggregates and other construction materials and services are very competitive. Competition in these segments is based largely on price and, to a lesser extent (but still substantially), on the quality of the material, service provided, logistics and innovative solutions offered. Similarly, the Group's products are fairly commoditized and the Group's ability to price them in a profitable manner is constrained by a competitive price environment, restricting the Group's profitability levels. On the basis of the Global Cement Directory 2019 and based on publicly available information, the Group estimates that in 2019 the top four cement producers represented approximately 25.0 per cent of global cement production (excluding China) in a market otherwise characterized by a large number of smaller regional players. Competition for the Group in the cement industry varies from market to market, and the Group is competing both with global players in the markets in which it operates and numerous small or localized competitors. In particular, the Group's competitors that are active on a global level are usually established companies, with greater manufacturing and distribution channels and other better resources, and may benefit from greater brand recognition compared to the Group's, which could allow them to offer more competitive prices to their customers and increase their market gains to the detriment of the Group in the markets in which it operates. Competition, whether from established market participants or new entrants, could cause the Group to lose market shares, increase expenditures or reduce pricing, any one of which could have an adverse effect on the Group's business, results of operations or financial condition.

The Group competes in each of the markets in which it operates with domestic and international cement producers, as well as importers and foreign construction service providers. The Group could face increased competition, which would result in lower prices and decreased volumes, either from existing players or new entrants to the markets in which the Group operates. Further, the profitability of the Group is generally dependent on the level of demand for such building materials and services as a whole as well as on its ability to maximize efficiencies and control operating costs. Prices in these markets are subject to material changes in response to relatively minor fluctuations in supply and demand, general economic conditions and other market conditions beyond the Group's control.

In order to maintain or further reinforce its competitive position, the Group relies on periodic investments in the areas of production and innovation, and on regular maintenance of its production facilities. In the future, the Group may not have adequate resources to continue to make such investments, and, as a result, may not be able to continue to successfully compete in the markets in which it operates. In addition, competitors could react more quickly to the changing needs of customers, differentiate themselves more effectively, or improve the functionality or performance of their products more quickly than the Group or in a more cost-effective manner. As a consequence, the Group may face significant price, margin or volume declines in the future, which could have an adverse effect on its business, results of operations or financial condition in particular in markets where cement overcapacity or oversupply is prevalent.

Increased market demand for cement substitutes could have an adverse impact on the Group's business.

The Group specializes in the production of cement, aggregates, ready-mix concrete and related products and derives substantially all of its revenue therefrom. Materials such as wood, steel, gypsum, plastic, aluminum and ceramics can be used in construction as a substitute for cement. Other existing construction techniques, such as the use of dry wall, as well as any new construction techniques and modern materials, could decrease the demand for cement, ready-mix concrete and mortars. In addition, new construction techniques and modern materials which could replace the use of cement may be introduced in the future. The use of substitutes for cement could cause a significant reduction in the demand and prices for the products of the Group and may have an adverse effect on its business, results of operations and financial condition.

Market risks

Fluctuations in foreign exchange rates may have an adverse effect on the Group's business

The Group operates internationally and therefore faces foreign exchange risks arising from various currency exposures. The Group operates and sells its products in Greece and Western Europe, the United States, Southeastern Europe, the Eastern Mediterranean and Brazil, and the vast majority of its revenue is generated in currencies other than the Euro (its reporting currency), including the U.S. dollar, the pound Sterling, the Egyptian Pound, the Turkish Lira, the Serbian Dinar, the North Macedonian Denar, the Albanian Lek and the Brazilian Real. As a result, movements in exchange rates have a significant influence on the Group's business, results of operations and financial condition.

The Group operates in more than 15 countries, eight of which present their financial statements in currencies other than the Euro, the Group's functional currency. As a result, the translation of local statements of income into Euros creates currency translation effects, which the Group does not actively hedge in the financial markets. Such risks are further exacerbated with connection to the Group's exports from Greece to the United States through U.S. dollar-denominated contracts. In these cases, a weaker U.S. dollar leads to a decrease in effective export prices and puts downward pressure to the Greek and Western Europe region's revenue and profit margins in Euros.

In addition, the Group's statement of financial position is only partially hedged by debt in foreign currencies, and therefore a significant decrease in the aggregate value of such local currencies against the Euro may have a material effect on the Group's shareholders' equity. Further, such foreign exchange losses affecting the Group's equity could be also recognized as loss on the Group's income statement, should the Group dispose the relevant subsidiary. There can be no assurance that appreciation of the Euro against other currencies will not occur in the future or that future political events will not affect other currencies to which the Group is exposed. The Group's statement of comprehensive income is also affected by foreign exchange variations, mainly deriving from the translation of the statement of financial position as well as the income statement and the statement of other comprehensive income of the Group's subsidiaries that are denominated in foreign currencies, when these are translated to Euro.

The Group seeks to reduce the overall exposure by netting purchases and sales in each currency on a global basis where feasible, and then covers its net position in the market. These derivative instruments are generally limited to forward contracts and currency swaps and the Group does not enter into foreign currency exchange contracts other than for hedging purposes. With regard to transaction-based foreign currency exposures, the Group's policy is to hedge material foreign currency exposures through derivative instruments. To the extent that such hedges are not effective in terms of accounting classification, they will have a direct impact on the Group's income statement or the Group's shareholders' equity. For a sensitivity analysis in connection to the Group's foreign exchange risk, see Note 35 of the 2019 Consolidated Financial Statements incorporated by reference in this Offering Circular. If the Group is unable to manage foreign exchange risk effectively through hedging or otherwise, its business, results of operations and financial condition could be adversely affected in the future.

The Group's ability to repay or refinance its indebtedness on time depends upon its future cash flows from operations, as well as prevailing market conditions.

The Group's indebtedness primarily consists of bonds issued in the capital markets, bilateral loans and syndicated loans. The Group's ability to make payments on and refinance its indebtedness and to fund working capital, capital expenditures and other expenses will depend on its future operating performance and ability to generate cash from operations. The Group's ability to generate cash from operations is subject, in large part, to general economic, competitive, legislative and regulatory factors and other factors that are beyond the Group's control. The Group may not be able to generate sufficient cash flow

from operations or obtain enough capital to service the Group's debt or fund its planned capital expenditures.

The Group's ability to refinance its debt will depend in part on its financial position at such time. Any refinancing of the Group's debt could be at higher interest rates than its current debt and may require the Group to comply with more onerous covenants, which could further restrict its business operations. The terms of existing or future debt instruments may restrict the Group from adopting some of these alternatives.

The economic environment has in the past been marked by a scarcity of financing for periods of time, in particular with regard to long-term financing. If financial and economic conditions were to deteriorate, including as a result of political and economic uncertainty or instability, or if interest rates were to increase, it may be more costly and more difficult for the Group to access new credit or to refinance its debts on terms that are acceptable to it, or at all. Further, the impact of COVID-19 may also affect the Group's ability to repay or refinance its indebtedness, either directly by affecting the Group's creditworthiness or indirectly by having an impact on availability and pricing of available capital. This could have a material adverse effect on the Group's business, results of operations and financial condition. In addition, as at the date of this Offering Circular, the Group's credit rating is BB (outlook stable) by S&P, and there can be no assurance that such credit ratings will not be revised downwards in the future, which could increase the costs of the Group's financing.

Increases in interest rates may have an adverse effect on the Group's business.

As at 31 December 2019, approximately 8 per cent of the Group's indebtedness was subject to floating interest rates, compared to approximately 92 per cent of its indebtedness being at fixed rates. As a consequence, any rise in short-term interest rates exposes the Group to increased borrowing costs. The ratio of fixed to floating rates of the Group's borrowings is decided on the basis of market conditions, Group strategy and financing requirements. The Group seeks to manage interest rate risk with interest rate derivatives and by maintaining a balance between fixed rate and floating rate exposure. However, no assurance can be given that these measures will be effective in protecting the Group against interest rate risk and a failure to manage this risk could have an adverse effect on the Group's business, results of operations and financial condition. For additional information on interest rate changes and the relevant sensitivity analysis, see Note 35 of the 2019 Consolidated Financial Statements incorporated by reference in this Offering Circular.

The Group faces counterparty risks.

The Group is exposed to credit risk in the event of default by a counterparty (mainly banks and other financial institutions). The Group is also exposed to a lower extent to counterparty risk with respect to its customers because of the Group's rigorous selection of its counterparties, by regularly monitoring the ratings assigned to counterparties by credit rating agencies, and by taking into account the nature and maturity of the Group's exposed transactions, according to Group policies. A potential credit risk also exists in bank deposits, in investments and in derivative contracts. In these cases, the risk may arise from the counterparty's inability to fulfill its obligations towards the Group. The Group attempts to mitigate such risks by using financial institutions of increased creditworthiness and/or diversifying the number of such counterparties and/or by pre-setting limits on the degree of exposure to each individual financial institution or by entering into derivative transactions (mainly under CSA agreements) only with investment grade financial institutions and the Group regularly reviews hedging limits. However, no assurance can be given that these measures adequately protect the Group from all counterparty risks, including, in particular, in the case of a systemic financial crisis, which could have a material adverse effect on the Group's business, results of operations and financial condition. As at 31 December 2019, management considered that there were no outstanding doubtful significant credit risks which are not already covered by a provision for doubtful receivables. However, there can be no assurance that this will continue to be the case in the future.

FACTORS WHICH ARE MATERIAL FOR THE PURPOSE OF ASSESSING THE MARKET RISKS ASSOCIATED WITH THE NOTES

The Notes may not be a suitable investment for all investors

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

(i) have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Offering Circular or any applicable supplement;

(ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;

(iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including where the currency for principal or interest payments is different from the potential investor's currency, and be able to bear a loss of its entire investment in the Notes;

(iv) understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant financial markets; and

(v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Risks related to the Notes generally

Set out below is a brief description of certain risks relating to the Notes generally:

The Issuer is a finance subsidiary and is dependent on cash flow from other Group members to meet its obligations under the Notes

The Issuer is a finance subsidiary with no business operations and has no revenue-generating operations of its own. The Issuer's only significant assets consist of cash in its bank accounts. The Issuer will be dependent upon payments mainly from other Group members to meet its obligations, including its obligations under the Notes. The payments to the Issuer will depend on the profitability or revenues and cash flows of relevant entities within the Group.

There can be no assurance that future borrowings will be available to the Issuer or that the Group's expected cash flows will be in an amount sufficient to enable the Issuer to make payments on the Notes when due. If future cash flows from operations and other capital resources are insufficient for the Group to enable the Issuer to pay its obligations under the Notes, the Guarantors may, among other things, be forced to reduce or delay business activities and capital expenditures, sell assets, obtain additional debt or equity capital, restructure or refinance all or a portion of its debt on or before maturity, or forego opportunities such as acquisitions of other businesses.

There can be no assurance that any of these alternatives could be accomplished on a timely basis or on satisfactory terms, if at all. In addition, the terms of the Guarantors' existing and future debts, including the Notes, may limit the Guarantors' ability to pursue any of these alternatives.

The Notes will be structurally subordinated to the liabilities of the Guarantors' subsidiaries (excluding the Issuer)

Other than TCC, which is itself a subsidiary of TCI, none of the Guarantors' subsidiaries as of the Issue Date will guarantee the Notes. Unless a subsidiary becomes a guarantor, such subsidiary will not have any obligation to pay amounts due under the Notes or to make funds available for that purpose. Generally, holders of indebtedness of, and trade creditors of, non-guarantor subsidiaries, including lenders under bank financing agreements, are entitled to payments of their claims from the assets of such subsidiaries before these assets are made available for distribution to the Guarantors or any guarantor, as a direct or indirect shareholder.

Accordingly, in the event that any non-guarantor subsidiary becomes insolvent, is liquidated, reorganised or dissolved or is otherwise wound up other than as part of a solvent transaction:

- the creditors of the Guarantors, the Issuer (including the holders of the Notes) and any other guarantor subsidiaries (if any) will have no right to proceed against the assets of such subsidiary; and
- creditors of such non-guarantor subsidiary, including trade creditors, will generally be entitled to payment in full from the sale or other disposal of the assets of such subsidiary before the Guarantors or any other guarantor, as a direct or indirect shareholder, will be entitled to receive any distributions from such subsidiary.

As such, the Notes will be structurally subordinated to the creditors (including trade creditors) and any preferred stockholders of the Guarantors' non-guarantor subsidiaries.

In addition, the Guarantee by TCC in respect of the Notes will automatically terminate in certain circumstances (see "*The Guarantee by TCC in respect of the Notes will automatically terminate in certain circumstances*" below). In such circumstances, the obligations of the Issuer and TCI under the Notes and the Guarantee, respectively, will also be structurally subordinated to any liabilities of TCC.

The Guarantee by TCC in respect of the Notes will automatically terminate in certain circumstances

As further provided in the Trust Deed and Condition 3.4, the Guarantee given by TCC in respect of the Notes (the "**TCC Guarantee**") will, without any action being required on the part of TCC or any other person, immediately and automatically terminate, and cease to have any effect, upon all Capital Markets Indebtedness other than Excluded Indebtedness (as each such term is defined in Condition 3.4) issued or guaranteed by TCC ceasing to be outstanding. If, at any time after the TCC Guarantee has terminated in accordance with the Trust Deed and Condition 3.4, TCC issues or guarantees any other Capital Markets Indebtedness, the TCC Guarantee shall not be reinstated or otherwise have any further effect.

Once the TCC Guarantee terminated in accordance with the Trust Deed and the Conditions, TCC will no longer have any obligations under the Trust Deed or the Conditions, and Noteholders will no longer have any recourse to TCC with respect to payments of interest, principal or any other amounts in respect of the Notes, and will have recourse only to the Issuer, failing which TCI, for payment of such amounts.

The interests of TCI's principal shareholders may be inconsistent with the interests of investors in the Notes

The interests of TCI's principal shareholders could conflict with the interests of investors in the Notes, particularly if TCI encounters financial difficulties or is unable to pay its debts when due. TCI's principal shareholders, through a resolution at the general meeting of TCI's shareholders, could cause it to pursue acquisitions or divestitures and other transactions or to make large dividend payments or other distributions or payments to it as the shareholders, even though such transactions may involve increased risk for the holders of the Notes.

The insolvency and administrative laws of Belgium, Cyprus, Greece and the United Kingdom may result in a more costly and time-consuming procedure for creditors, including investors in the Notes, and may limit a Noteholder's ability to enforce its rights under the Notes and the Guarantee

The Notes will be issued by the Issuer, a public limited company established under the laws of England and Wales, and will be guaranteed TCI (a limited liability company incorporated in Belgium with its seat of management located in Cyprus) and, subject as provided in Condition 3.4, TCC (a limited liability company incorporated in Greece).

The Notes and the Guarantee are unsecured and, in a winding up, liquidation, administration or insolvency of the Issuer, TCI and/or TCC, there may be insufficient assets remaining after secured and other preferred creditors in order to pay some or all of the claims in respect of the Notes and of other creditors whose debts rank *pari passu* with the Notes and the Guarantee (as applicable). The Notes and the Trust Deed do not restrict the amount of liabilities which may be incurred by the Issuer, TCI or TCC which may rank *pari passu* with, or in priority to, the Notes and the Guarantee. Any increase in the amount of such liabilities may reduce the assets of the Issuer or the Guarantors available (if any) to

Noteholders in any such winding up. If the Issuer, TCI and/or TCC become insolvent, Noteholders may lose all or some (which may be substantially all) of their investment in the Notes.

Furthermore, in the event of a bankruptcy, insolvency or similar event, proceedings could be initiated in the jurisdictions in which the Issuer and the Guarantors are located. Such multi-jurisdictional proceedings are likely to be complex and costly for creditors and otherwise may result in greater uncertainty and delay regarding the effective enforcement of their rights.

The Notes do not benefit from any government guarantee, insurance or other compensation scheme

The United Kingdom Financial Services Compensation Scheme (the "**FSCS**"), established under the Financial Services and Markets Act 2000, as amended, is the statutory fund of last resort for customers of authorised financial services firms paying compensation to customers if the firm is unable, or likely to be unable, to pay certain claims (including in respect of deposits and insurance policies) made against it.

The Notes are not protected under the FSCS and do not benefit from any other government guarantee, insurance or other compensation scheme.

Investors may face foreign exchange risks by investing in the Notes

The Notes will be denominated and payable in euro, and any payments by the Guarantors under the Guarantee will be made in euro. If investors measure their investment returns by reference to a currency other than the euro, an investment in the Notes will entail foreign exchange-related risks due to, among other factors, possible significant changes in the value of the euro relative to the currency by reference to which the investor measures the return on his or her investments, because of economic, political and other factors over which neither the Issuer nor the Guarantors have any control. Depreciation of the euro against the currency by reference to which an investor measures the return on his or her investments could cause a decrease in the effective yield of the Notes below their stated coupon rate and could result in a loss to investors when the return on the Notes is translated into the currency by reference to which the investor measures the return on his or her investments. Similarly, government, monetary or other authorities with jurisdiction over the Issuer or the Guarantors or the relevant currency may have in place or may impose or modify exchange controls that could adversely affect an applicable exchange rate or any payments under the Notes or the Guarantee in a currency other than the euro.

Transfer of the Notes will be restricted, which may adversely affect the value of the Notes

The Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or any other jurisdiction and, unless so registered, may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or any other jurisdiction. It is the obligation of holders of the Notes to ensure that their offers and sales of the Notes within the United States and other countries comply with applicable securities laws.

The Notes will initially be held in book-entry form, and therefore Noteholders must rely on the procedures of the relevant clearing systems to exercise any rights and remedies

Unless and until Individual Note Certificates are issued in exchange for book-entry interests (which may occur only in very limited circumstances), owners of book-entry interests will not be considered owners or holders of Notes. A nominee for the common safekeeper for Euroclear and Clearstream, Luxembourg will be the sole registered holder of the Global Note Certificate. Payments of principal, interest and other amounts owing on or in respect of the Notes while evidenced by the Global Note Certificate will be made to or to the order of HSBC Bank plc, as Principal Paying Agent, which will make payments to or to the order of the common safekeeper for Euroclear and Clearstream, Luxembourg. Thereafter, these payments will be credited by Euroclear and Clearstream, Luxembourg, as applicable, to participants' accounts that hold book-entry interests in the Global Note Certificate and credited by such participants to indirect participants. Payment by or on behalf of the Principal Paying Agent to or to the order of the common safekeeper will discharge the payment obligations of the Issuer and the Guarantors in respect of such payment, and neither the Issuer nor the Guarantors will have any responsibility or liability for the onwards payment of such interest, principal or any other amounts to the owners of book-entry interests. A Noteholder owning a book-entry interest in the Notes must rely on the procedures of Euroclear and Clearstream, Luxembourg and, if it is not a direct participant in Euroclear and/or

Clearstream, Luxembourg, on the procedures of the relevant participant and any other intermediary or intermediaries through which it owns its interest, to exercise any rights and obligations of a holder of the Notes under the Trust Deed.

Unlike the holders of the Notes themselves, owners of book-entry interests will not have any direct rights to act upon any solicitations for consents, requests for waivers or other actions from holders of the Notes. Instead, a Noteholder owning a book-entry interest will be permitted to act only to the extent it has received appropriate proxies to do so from Euroclear and Clearstream, Luxembourg or, if applicable, from a participant. There can be no assurance that procedures implemented for the granting of such proxies will be sufficient to enable any holder of a book-entry interest to vote on any matters or on a timely basis.

Similarly, upon the occurrence of an event of default under the Trust Deed, unless and until the relevant Individual Note Certificates are issued in respect of all book-entry interests, a Noteholder will be restricted to acting through Euroclear and Clearstream, Luxembourg (and subject to the provisions of the Trust Deed). Neither the Issuer nor the Guarantors gives any assurance that the procedures to be implemented through Euroclear and Clearstream, Luxembourg will be adequate to ensure the timely exercise of rights under the Notes.

The Notes may be redeemed prior to maturity and there can be no assurance that Noteholders will be able to reinvest the amounts received upon redemption at a rate that will provide the same rate of return as their investment in the Notes

The Issuer may, at its option, redeem all (but not some only) of the Notes (i) on any date falling within the period commencing on (and including) 9 January 2027 to (but excluding) the Maturity Date, or (ii) at any time in the event of certain tax changes as described in Condition 7.2, in each case at their principal amount together with any accrued and unpaid interest to (but excluding) the date of redemption.

In addition, where Noteholders exercise their put rights in the circumstances described in Condition 7.4 and, in such circumstances, 80 per cent. or more in nominal amount of the Notes outstanding immediately prior to the Put Date (as defined herein) are redeemed or purchased, the Issuer will be entitled to redeem the remaining Notes at their principal amount, together with any accrued and unpaid interest up to (but excluding) the date of redemption.

Any such early redemption of the Notes may result in the total return on the Notes being less than the return that would have been received had the Notes remained outstanding until their scheduled maturity.

If the Notes are redeemed, there can be no assurance that Noteholders will be able to reinvest the amounts received upon redemption at a rate that will provide the same rate of return as their investment in the Notes. In addition, the redemption features of the Notes are likely to limit their market value. During any period when the Issuer has the right to elect to redeem the Notes, or if there is a perception in the market that any such right has arisen or may arise, the market value of the Notes will generally not be expected to rise substantially above the price at which they can be redeemed.

Modification, waivers and substitution

The conditions of the Notes contain provisions for calling meetings of Noteholders to consider and vote upon matters affecting their interests generally, or to pass resolutions in writing or through the use of electronic consents. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting or, as the case may be, did not sign the written resolution or give their consent electronically, including those Noteholders who voted in a manner contrary to the majority.

The conditions of the Notes also provide that the Trustee may, without the consent of Noteholders, agree to (i) any modification of, or to the waiver or authorisation of any breach or proposed breach of, any of the provisions of Notes or (ii) determine without the consent of the Noteholders that any Event of Default or Potential Event of Default (as defined in the Trust Deed) shall not be treated as such or (iii) the substitution of another company as principal debtor under any Notes in place of the Issuer and the substitution of another company as guarantor of the Notes in place of either or both of the Guarantors, in the circumstances described in Conditions 14 and 15.

*The proposed financial transactions tax ("**FTT**") may apply to the Notes*

On 14 February 2013, the European Commission published a proposal (the "**Commission's Proposal**") for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "**participating Member States**"). However, Estonia has since stated that it will not participate.

The Commission's Proposal has very broad scope and could, if introduced, apply to certain dealings in the Notes (including secondary market transactions) in certain circumstances. Primary market transactions referred to in Article 5(c) of Regulation (EC) No 1287/2006 are expected to be exempt.

Under the Commission's Proposal, the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, "established" in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the Commission's Proposal remains subject to negotiation between the participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate and/or certain of the participating Member States may decide to withdraw.

Prospective holders of the Notes are advised to seek their own professional advice in relation to the FTT.

Change of law

The conditions of the Notes are based on English law in effect as at the date of this Offering Circular. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of this Offering Circular, including (without limitation) as a result of the United Kingdom's exit from the European Union.

Denominations involve integral multiples: definitive Notes

The Notes have denominations consisting of a minimum of €100,000 plus one or more higher integral multiples of €1,000. It is possible that the Notes may be traded in amounts that are not integral multiples of €100,000. In such a case a holder who, as a result of trading such amounts, holds an amount which is less than €100,000 in his account with the relevant clearing system at the relevant time may not receive an Individual Note Certificate in respect of such holding (should Individual Note Certificates be printed) and would need to purchase a principal amount of Notes such that its holding amounts to €100,000. Holdings of Notes in denominations other than €100,000 or an integral multiple thereof may also be more difficult to trade.

Risks related to the market generally

Set out below is a brief description of the principal market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

The secondary market generally

The Notes may have no established trading market when issued, and one may never develop. If a market does develop, it may not be very liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.

Interest rate risks

The Notes bear a fixed rate of interest. Investment in the Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Notes.

Credit ratings may not reflect all risks

The Notes are expected to be assigned on issue a credit rating by S&P. A credit rating may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time by the assigning rating organisation. Any change in the credit ratings of the Notes (including changes in any unsolicited credit ratings) could adversely affect the price that a subsequent purchaser will be willing to pay for the Notes. The significance of any rating should be evaluated independently of any other rating. Any credit rating may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) the Notes are legal investments for it, (2) the Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of the Notes or making the Notes subject to other security interests. Financial institutions should consult their legal advisors or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents which have previously been published or are published simultaneously with this Offering Circular shall be incorporated in, and form part of, this Offering Circular:

(a) the audited financial statements of the Issuer for each of the financial years ended 31 December 2018 and 31 December 2019, in each case together with the auditors' report in respect thereof and the notes thereto;

(b) the audited consolidated and separate financial statements of TCI for the financial year ended 31 December 2019, together with the auditors' report in respect thereof and the notes thereto (the "**2019 Consolidated Financial Statements**");

(c) the audited consolidated and separate financial statements of TCC for the financial year ended 31 December 2018, together with the auditors' report in respect thereof and the notes thereto (the "**2018 Consolidated Financial Statements**");

(d) the unaudited consolidated financial information of TCI as at 31 March 2020 and for the three months ended 31 March 2020 and 2019; and

(e) the unaudited preliminary financial information of TCI as at 31 May 2020 and for the five months ended 31 May 2020 and 2019.

The language in which the 2018 Consolidated Financial Statements were approved by the shareholders' meeting of TCC is the Greek language. The English version of such audited consolidated and separate financial statements is a convenience translation from the Greek language.

The 2019 Consolidated Financial Statements comprise the financial statements of TCI and its subsidiaries, including TCC and TGF.

Financial Data as at 31 March 2020 and for the three months ended 31 March 2020 and 2019

The financial data as at 31 March 2020 and for the three months ended 31 March 2020 and 2019 included in this Offering Circular has been prepared by, and is the responsibility of, the Group's management. PricewaterhouseCoopers Bedrijfsrevisoren BV has not audited, reviewed, compiled, or applied agreed-upon procedures with respect to the financial data. Accordingly, PricewaterhouseCoopers Bedrijfsrevisoren BV does not express an opinion or any other form of assurance with respect thereto.

Preliminary Financial Data

The preliminary financial data as at 31 May 2020 and for the five months ended 31 May 2020 and 2019 included in this Offering Circular is derived from the Group's accounting records and internal management accounts. This preliminary financial data is based upon a number of assumptions and judgments that are subject to inherent uncertainties and are subject to change, and is not intended to be a comprehensive statement of the Group's financial or operational results for the period presented, which may change. Accordingly, this preliminary financial data is the responsibility of the Group's management and no undue reliance shall be placed on it, and no opinion or any other form of assurance is provided with respect thereto. PricewaterhouseCoopers Bedrijfsrevisoren BV has not audited, reviewed, compiled, or applied agreed-upon procedures with respect to the preliminary financial data. Accordingly, PricewaterhouseCoopers Bedrijfsrevisoren BV does not express an opinion or any other form of assurance with respect thereto.

Any documents themselves incorporated by reference in the documents incorporated by reference in this Offering Circular shall not form part of this Offering Circular.

Copies of the documents incorporated by reference in this Offering Circular are available for viewing from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in London.

TERMS AND CONDITIONS OF THE NOTES

The following is the text of the Terms and Conditions of the Notes which (subject to modification) will be endorsed on each Note in definitive form (if issued):

The €250,000,000 2.750 per cent. Guaranteed Notes due 2027 (the "**Notes**") of Titan Global Finance Plc (the "**Issuer**") are constituted by a Trust Deed dated 9 July 2020 (the "**Trust Deed**") made between the Issuer, Titan Cement International S.A. ("**TCI**") and Titan Cement Company S.A. ("**TCC**" and, together with TCI and, in each case, for so long as it remains a guarantor in respect of the Notes, each a "**Guarantor**" and together the "**Guarantors**") as guarantors and Lucid Trustee Services Limited (the "**Trustee**", which expression shall include its successor(s)) as trustee for the holders of the Notes (the "**Noteholders**"). In these Conditions, the expression "**Notes**" shall, unless the context otherwise requires, include any further notes issued pursuant to Condition 18 and forming a single series with the Notes.

The Notes are the subject of an agency agreement dated 9 July 2020 (as amended and/or restated and/or supplemented from time to time, the "**Agency Agreement**") made between the Issuer, the Guarantors, HSBC Bank plc as registrar (the "**Registrar**", which expression includes any successor registrar appointed from time to time in connection with the Notes) and as principal paying agent (the "**Principal Paying Agent**", which expression includes any successor principal paying agent appointed from time to time in connection with the Notes), any transfer agents appointed thereunder (the "**Transfer Agents**", which expression includes any successor or additional transfer agents appointed from time to time in connection with the Notes), any paying agents appointed thereunder (together with the Principal Paying Agent, the "**Paying Agents**", which expression includes any successor or additional paying agents appointed from time to time in connection with the Notes) and the Trustee. References herein to the "**Agents**" are to the Registrar, the Principal Paying Agent, the Transfer Agents and the Paying Agents from time to time, and any reference to an "**Agent**" is to any one of them.

The statements in these Conditions include summaries of, and are subject to, the detailed provisions of and definitions in the Trust Deed. Copies of the Trust Deed and the Agency Agreement are available for inspection during normal business hours by the Noteholders at the head office for the time being of the Trustee, being at the date of issue of the Notes at Building 1, 1-5 London Wall Buildings, London Wall, London, United Kingdom, EC2M 5PG and at the specified office of each of the Agents. The Noteholders are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and the Agency Agreement applicable to them.

1. FORM, DENOMINATION AND TITLE

1.1 Form and Denomination

The Notes are issued in registered form in denominations of €100,000 and integral multiples of €1,000 in excess thereof (each, an "**Authorised Denomination**").

1.2 Register, Title and Transfers

(a) *Register*: The Registrar will maintain a register (the "**Register**") in respect of the Notes in accordance with the provisions of the Agency Agreement. In these Conditions, the "**Holder**" of a Note means the person in whose name such Note is for the time being registered in the Register (or, in the case of a joint holding, the first named thereof) and "**Noteholder**" shall be construed accordingly. A certificate (each, a "**Note Certificate**") will be issued to each Noteholder in respect of its registered holding. Each Note Certificate will be numbered serially with an identifying number which will be recorded in the Register.

(b) *Title*: Title to the Notes will pass upon registration of transfer in the Register. The Holder of each Note shall (except as otherwise required by law) be treated as the absolute owner of such Note for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein, any writing on the Note Certificate relating thereto (other than the endorsed form of transfer) or any notice of any previous loss or theft of such Note Certificate) and no person shall be liable for so treating such Holder.

(c) *Transfers*: Subject to Conditions 1.2(f) (*Closed periods*) and 1.2(g) (*Regulations concerning transfers and registration*) below, and to the conditions set forth in the Agency Agreement, a Note may be transferred upon surrender of the relevant Note Certificate, with the endorsed form of transfer duly completed, at the specified office of the Registrar or any Transfer Agent, together with such evidence as the Registrar or (as the case may be) such Transfer Agent may reasonably require to prove the title of the transferor and the authority of the individuals who have executed the form of transfer; provided, however, that a Note may not be transferred unless the principal amount of Notes transferred and (where not all of the Notes held by a Holder are being transferred) the principal amount of the balance of Notes not transferred are Authorised Denominations. Where not all the Notes represented by the surrendered Note Certificate are the subject of the transfer, a new Note Certificate in respect of the balance of the Notes will be issued to the transferor.

(d) *Registration and delivery of Note Certificates*: Within five Business Days of the surrender of a Note Certificate in accordance with Condition 1.2(c) (*Transfers*) above, the Registrar will register the transfer in question and deliver a new Note Certificate of a like principal amount to the Notes transferred to each relevant Holder at its specified office or (as the case may be) the specified office of any Transfer Agent or (at the request and risk of any such relevant Holder) by uninsured first class mail (airmail if overseas) to the address specified for the purpose by such relevant Holder. In this Condition 1.2(d) (*Registration and delivery of Note Certificates*), "**Business Day**" means a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Registrar or (as the case may be) the relevant Transfer Agent has its specified office.

(e) *No charge*: The transfer of a Note will be effected without charge by or on behalf of the Issuer, the Registrar or any Transfer Agent but against such indemnity as the Registrar or (as the case may be) such Transfer Agent may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such transfer.

(f) *Closed periods*: Noteholders may not require transfers to be registered (i) during the period of 15 days prior to any date on which the Notes are to be redeemed by the Issuer following exercise of its option pursuant to Condition 7.2 (*Redemption for Taxation Reasons*) or Condition 7.3 (*Redemption at the option of the Issuer*), (ii) in respect of any Note which is the subject of a Put Notice which has been given pursuant to Condition 7.4 (*Redemption at the option of the Noteholders upon a Put Event*), or (iii) during the period of seven days ending on (and including) any Record Date (as defined in Condition 6.3).

(g) *Regulations concerning transfers and registration*: All transfers of Notes and entries on the Register are subject to the detailed regulations concerning the transfer of Notes scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Trustee and the Registrar. A copy of the current regulations will be mailed (free of charge) by the Registrar to any Noteholder who requests in writing a copy of such regulations.

2. STATUS

The Notes are direct, unconditional and (subject to the provisions of Condition 4 (*Negative Pledge*)) unsecured obligations of the Issuer and (subject as provided above) rank and will rank *pari passu*, without any preference among themselves, with all other outstanding unsecured and unsubordinated obligations of the Issuer, present and future, save for such obligations as may be preferred by mandatory provisions of law and, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.

3. GUARANTEE

3.1 Guarantee

The payment of the principal and interest in respect of the Notes and all other moneys payable by the Issuer under or pursuant to the Trust Deed has been unconditionally and irrevocably guaranteed by TCI and (for so long as it remains a Guarantor in accordance with the Trust Deed and Condition 3.4 below) TCC on a joint and several basis (the "**Guarantee**") in the Trust Deed and, in the event of the addition of any Additional Guarantor(s) pursuant to Condition 3.3 below, will be unconditionally and irrevocably guaranteed by each such Additional Guarantor on a joint and several basis with the Guarantors.

3.2 Status of the Guarantee

The obligations of each Guarantor under the Guarantee constitute direct, unconditional and (subject to the provisions of Condition 4 (*Negative Pledge*)) unsecured obligations of such Guarantor and (subject as provided above) rank and will rank *pari passu* with all other outstanding unsecured and unsubordinated obligations of such Guarantor, present and future, save for such obligations as may be preferred by mandatory provisions of law and, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.

3.3 Additional Guarantor(s)

The Trust Deed contains provisions requiring the Trustee, at the request of the Issuer at any time but without the consent of the Noteholders, to enter into a supplemental trust deed or trust deeds to give effect to the addition of any of TCI's Subsidiaries or Affiliates or Holding Companies as an additional guarantor under the Notes and the Trust Deed (each an "**Additional Guarantor**"), subject to such Additional Guarantor being incorporated under the laws of the United States, the United Kingdom, Switzerland or any Member State of the European Union (the "**EU**"). The Issuer shall notify the Noteholders of any Additional Guarantor as soon as reasonably practicable following its appointment in accordance with Condition 13.

The obligations of each Additional Guarantor under its guarantee will constitute direct, unconditional and (subject to the provisions of Condition 4 (*Negative Pledge*)) unsecured obligations of such Additional Guarantor and (subject as provided above) will rank *pari passu* with all other outstanding unsecured and unsubordinated obligations of such Additional Guarantor, present and future, save for such obligations as may be preferred by mandatory provisions of law and, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.

3.4 Automatic Termination of TCC Guarantee

The Trust Deed provides that the Guarantee given by TCC (the "**TCC Guarantee**") will, without any action being required on the part of TCC or any other person, immediately and automatically terminate, and cease to have any effect, upon all Capital Markets Indebtedness (other than Excluded Indebtedness) issued or guaranteed by TCC ceasing to be outstanding (and, for the avoidance of doubt, if, at any time after the TCC Guarantee has terminated in accordance with the Trust Deed and this Condition 3.4, TCC issues or guarantees any other Capital Markets Indebtedness, the TCC Guarantee shall not be reinstated or otherwise have any further effect).

For these purposes:

"**Capital Markets Indebtedness**" means any indebtedness which is in the form of or represented by any bond, note, debenture, debenture stock, loan stock, certificate or other similar instrument which is listed, quoted or traded on any stock exchange or in any securities market (including, without limitation, any over-the-counter market) (and includes, for so long as any of the same remains outstanding, the Issuer's €300,000,000 3.500 per cent. Guaranteed Notes due June 2021 (ISIN: XS1429814830) and its €350,000,000 2.375 per cent. Guaranteed Notes due November 2024 (ISIN: XS1716212243)); and

"**Excluded Indebtedness**" means any Capital Markets Indebtedness guaranteed by TCC on terms that such guarantee will terminate automatically in substantially the same circumstances as the termination of the TCC Guarantee pursuant to the Trust Deed and this Condition 3.4.

4. NEGATIVE PLEDGE

4.1 Negative Pledge

So long as any Note remains outstanding (as defined in the Trust Deed), neither the Issuer, the Guarantors nor any Additional Guarantor shall, and the Issuer, the Guarantors and any Additional Guarantor shall procure that none of their respective Subsidiaries will, create or permit to subsist any Security Interest upon the whole or any part of its present or future undertaking, assets or revenues (including uncalled capital) to secure any Relevant Indebtedness or any guarantee of Relevant Indebtedness without (a) at the same time or prior thereto securing the Notes equally and rateably therewith to the satisfaction of the Trustee or (b) providing such other security for the Notes or other arrangement which in the opinion of the Trustee shall not be materially less beneficial to the Noteholders or as may be approved by an Extraordinary Resolution of Noteholders.

4.2 Interpretation

For the purposes of these Conditions:

"**Affiliate**" means, in relation to any person, a Subsidiary of that person or a Holding Company of that person or any other Subsidiary of that Holding Company.

"**Group**" means TCI (or, if applicable, the ultimate Holding Company of TCI from time to time) and its Subsidiaries for the time being.

"**Holding Company**" means (except in the case of Condition 7.4) any company of which TCI is a Subsidiary.

"**Indebtedness**" means any indebtedness of any person for money borrowed or raised including (without limitation) any indebtedness for or in respect of:

(a) amounts raised by acceptance under any acceptance credit facility;

(b) amounts raised under any note purchase facility;

(c) the amount of any liability in respect of any lease or hire purchase contract which would, in accordance with applicable law and generally accepted accounting principles, be treated as a finance or capital lease;

(d) the amount of any liability in respect of any purchase price for assets or services the payment of which is deferred for a period of 90 days; and

(e) amounts raised under any other transaction (including, without limitation, any forward sale or purchase agreement) having the commercial effect of a borrowing.

"**Project Finance Company**" means any company, partnership or other legal entity (whether or not a member of the Group) where its (or one or more of its Subsidiaries') principal assets and business are constituted by the ownership, creation, exploitation, acquisition, development and/or operation of an asset or project whether directly or indirectly, and where none of its indebtedness or that of one or more of its Subsidiaries in respect of the financing of such ownership, creation, exploitation, acquisition, development and/or operation of an asset or project benefits from any recourse whatsoever to any member of the Group other than:

(a) the assets comprised in the project; or

(b) the Project Finance Company itself or another Project Finance Company; or

(c) to such other member of the Group's shareholding, investment or other interest in such company, partnership or legal entity; or

(d) to such other member of the Group under any form of assurance, undertaking or support, where:

(i) the recourse is limited to a claim for damages (not being liquidated damages or damages required to be calculated in a specified way) for breach of any obligation; and

(ii) the obligation is not in any way a guarantee, indemnity or other assurance against financial loss or an obligation to ensure compliance by another with a financial ratio or other test of financial condition.

"**Project Finance Indebtedness**" means any indebtedness incurred to finance the ownership, creation, exploitation, acquisition, construction, development and/or operation of an asset or project:

(a) which is incurred by a Project Finance Company; or

(b) in respect of which the person or persons to whom such indebtedness is or may be owed by the relevant debtor (whether or not a member of the Group) have no recourse whatsoever for the repayment of or payment of any sum relating to such indebtedness to any member of the Group other than recourse to:

(i) such debtor or any one or more of its Subsidiaries for amounts limited to the aggregate cash flow or net cash flow (other than historic cash flow or historic net cash flow) from such asset; and/or

(ii) such debtor or any one or more of its Subsidiaries or any shareholder of such debtor for the purpose only of enabling amounts to be claimed in respect of such indebtedness in an enforcement of any encumbrance given by such debtor over the assets comprised in the project (or given by any shareholder of such debtor over its investment in such debtor) or the income, cash flow or other proceeds deriving therefrom to secure such indebtedness **provided that** (A) the extent of such recourse to such debtor or any one or more of its Subsidiaries or any shareholder of such debtor or any one or more of its Subsidiaries or any shareholder of such debtor is limited solely to the amount of any recoveries made on any such enforcement, and (B) if the assets comprised in the project do not represent all or substantially all of the assets of the Project Finance Company's business, such person or persons are not entitled, by virtue of any right or claim arising out of or in connection with such indebtedness, to commence proceedings for the winding up or dissolution of the debtor or the shareholder of such debtor or to appoint or procure the appointment of any receiver, trustee or similar person or officer in respect of the debtor or any of its assets (save for the assets such subject of such encumbrance).

"**Relevant Indebtedness**" means any Indebtedness which is in the form of or represented by any bond, note, debenture, debenture stock, loan stock, certificate or other instrument which is, or is capable of being, listed, quoted or traded on any stock exchange or in any securities market (including, without limitation, any over-the-counter market) other than Project Finance Indebtedness, Securitisation Indebtedness and any Indebtedness in the form of credit facilities, term loans, revolving credit facilities and other types of similar financings customarily entered into with commercial banks and other similar financial institutions (including financings in the form of bond loans as contemplated by Greek Law 3156/2003 to the extent the bonds issued under such bond loans are (x) intended to be privately held by lending financial institutions in lieu of loan facilities and (y) not for the time being quoted or listed on any stock exchange or in any securities market).

"**Securitisation Indebtedness**" means indebtedness issued pursuant to a securitisation programme (including for the avoidance of doubt under Greek law 3156/2003 on notes issuances and securitisation of receivables) relating to trade receivables operated by any member of the Group where the recourse of the holders of such debt is limited to the proceeds of and recoveries from such receivables and which involves the sale of trade receivables on

terms whereby there is no recourse to the relevant member of the Group selling such receivables other than customary recourse limited to damages for breach of a warranty relating to the receivables or breach of undertaking relating to the origination, management and/or collection of the receivables negotiated on an arm's length basis.

"**Security Interest**" means any mortgage, mortgage prenotice (under articles 1274 et seq. of the Greek Civil Code), charge, pledge, lien or other security interest including, without limitation, anything analogous to any of the foregoing under the laws of any jurisdiction.

"**Subsidiary**" means, in relation to any company or corporation, a company or corporation:

(a) which is controlled, directly or indirectly, solely by the first mentioned company or corporation;

(b) more than half the issued share capital of which is beneficially owned, directly or indirectly, by the first mentioned company or corporation; or

(c) which is a Subsidiary of another Subsidiary of the first mentioned company or corporation,

and for this purpose, a company or corporation shall be treated as being controlled by another if that other company or corporation is able to direct its affairs and/or to control the composition of its board of directors or equivalent body.

5. INTEREST

5.1 Interest Rate and Interest Payment Dates

The Notes bear interest from and including 9 July 2020 (the "**Issue Date**") at the rate of 2.750 per cent. per annum (the "**Rate of Interest**"), payable in equal instalments semi-annually in arrear on 9 January and 9 July in each year commencing 9 January 2021 (each such date, an "**Interest Payment Date**"). The amount of interest payable on each Interest Payment Date shall be €13.75 per €1,000 in nominal amount of the Notes.

5.2 Interest Accrual

Each Note will cease to bear interest from and including its due date for redemption unless, upon due presentation of the relevant Note Certificates, payment of the principal in respect of the Note is improperly withheld or refused or unless default is otherwise made in respect of payment, in which event interest shall continue to accrue as provided in the Trust Deed.

5.3 Calculation of Interest

If interest is required to be paid in respect of a Note on any date other than an Interest Payment Date, it shall be calculated by applying the Rate of Interest to €1,000, multiplying such sum by the Day Count Fraction and rounding the resultant figure to the nearest cent, with 0.5 cents being rounded up. The amount of interest payable per Note of a given specified denomination will be the product (without any further rounding) of (i) the amount in euro calculated above per €1,000 and (ii) the applicable specified denomination divided by €1,000.

"**Day Count Fraction**" means (a) the actual number of days in the period from and including the date from which interest begins to accrue (the "**Accrual Date**") to but excluding the date on which it falls due divided by (b) two times the actual number of days from and including the Accrual Date to but excluding the next following Interest Payment Date.

6. PAYMENTS

6.1 Payments of principal

Payments of principal shall be made by euro cheque drawn on, or, upon application by a holder of a Note to the specified office of the Principal Paying Agent not later than the fifteenth day before the due date for any such payment, by transfer to a euro account maintained by the payee

and (in the case of redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Note Certificates at the specified office of any Paying Agent.

6.2 Payment of interest

Payments of interest shall be made by euro cheque drawn on, or, upon application by a holder of a Note to the specified office of the Principal Paying Agent not later than the fifteenth day before the due date for any such payment, by transfer to a euro account maintained by the payee and (in the case of interest payable on redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Note Certificates at the specified office of any Paying Agent.

6.3 Record Date

Each payment in respect of a Note will be made to the person shown as the holder thereof in the Register at the opening of business in the place of the Registrar's specified office on the fifteenth day before the due date for such payment (the "**Record Date**"). Where payment in respect of a Note is to be made by cheque, the cheque will be mailed to the address shown as the address of the holder in the Register at the opening of business on the relevant Record Date.

6.4 Payments subject to Applicable Laws

Payments in respect of principal, interest and any other amounts on or in respect of the Notes are subject in all cases to:

(a) any fiscal or other laws and regulations applicable in the place of payment, but without prejudice to the provisions of Condition 8; and

(b) any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "**Code**") or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, official interpretations thereof, or any law implementing an intergovernmental approach thereto (and no additional amounts in respect of any such withholding or deduction under this Condition 6.4(b) will be payable by the Issuer, the Guarantors or any Additional Guarantor, whether under Condition 8 or otherwise).

No commissions or expenses shall be charged to the Noteholders in respect of such payments.

6.5 Payment only on a Payment Business Day

Where payment is to be made by transfer to a euro account, payment instructions (for value the due date, or, if the due date is not a Payment Business Day, for value the next succeeding Payment Business Day) will be initiated and, where payment is to be made by euro cheque, the cheque will be mailed (i) (in the case of payments of principal and interest payable on redemption) on the later of the due date for payment and the day on which the relevant Note Certificate is surrendered at the specified office of a Paying Agent and (ii) (in the case of payments of interest payable other than on redemption) on the due date for payment.

A holder of a Note shall not be entitled to any interest or other payment in respect of any delay in payment resulting from (A) the due date for a payment not being a Payment Business Day or (B) a cheque mailed in accordance with this Condition 6.5 arriving after the due date for payment or being lost in the mail.

In this Condition 6.5, "**Payment Business Day**" means any day on which (i), in the case of payment by credit or transfer to a euro account, the Trans-European Automated Real-Time Gross Settlement Express Transfer (known as TARGET2) System (the "**TARGET2 System**") is open and (ii) in the case of surrender (or, in the case of part payment only, endorsement) of a Note Certificate, in the place in which the Note Certificate is surrendered (or, as the case may be, endorsed).

6.6 **Initial Agents**

The name of the initial Agents and their initial specified offices are set out at the end of these Conditions. The Issuer, the Guarantors and any Additional Guarantor reserve the right, subject to the prior written approval of the Trustee, at any time to vary or terminate the appointment of any Paying Agent and to appoint additional or other Paying Agents **provided that** there will at all times be (i) a Registrar and a Principal Paying Agent and (ii) a Paying Agent which is not incorporated in Greece.

Notice of any termination or appointment and of any changes in specified offices will be given to the Noteholders promptly by the Issuer in accordance with Condition 13.

7. **REDEMPTION AND PURCHASE**

7.1 **Redemption at Maturity**

Unless previously redeemed or purchased and cancelled as provided below, the Issuer will redeem the Notes on 9 July 2027 (the "**Maturity Date**") at their principal amount together with accrued and unpaid interest to (but excluding) the Maturity Date.

7.2 **Redemption for Taxation Reasons**

If the Issuer satisfies the Trustee immediately before the giving of the notice referred to below that:

(a) as a result of any change in, or amendment to, the laws or regulations of a Relevant Jurisdiction (as defined in Condition 8), or any change in the application or official interpretation of the laws or regulations of a Relevant Jurisdiction, which change or amendment becomes effective after 7 July 2020, on the next Interest Payment Date either (i) the Issuer would be required to pay additional amounts as provided or referred to in Condition 8 or (ii) a Guarantor or any Additional Guarantor would be unable for reasons outside its control to procure payment by the Issuer and in making payment itself would be required to pay such additional amounts; and

(b) the requirement cannot be avoided by the Issuer or, as the case may be, the relevant Guarantor or Additional Guarantor taking reasonable measures available to it,

the Issuer may at its option, having given not less than 30 nor more than 60 days' notice to the Noteholders in accordance with Condition 13 (which notice shall be irrevocable and shall specify the date set for redemption), redeem all (but not some only) of the Notes at any time at their principal amount together with accrued and unpaid interest to (but excluding) the date of redemption, **provided that** no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer or, as the case may be, the relevant Guarantor or Additional Guarantor would be required to pay such additional amounts, were a payment in respect of the Notes then due.

Prior to the publication of any notice of redemption pursuant to this Condition 7.2, the Issuer shall deliver to the Trustee a certificate signed by two Authorised Signatories (as defined in the Trust Deed) of the Issuer or, as the case may be, a Guarantor or any Additional Guarantor stating that the requirement referred to in (a) above will apply on the next Interest Payment Date and cannot be avoided by the Issuer or, as the case may be, the relevant Guarantor or Additional Guarantor taking reasonable measures available to it, and the Trustee shall be entitled to accept the certificate as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Noteholders.

7.3 **Redemption at the option of the Issuer**

The Issuer may, having given not less than 15 nor more than 30 days' notice to the Noteholders in accordance with Condition 13 (which notice shall be irrevocable and shall specify the date set for redemption), redeem all (but not some only) of the Notes on any date falling within the period from (and including) 9 January 2027 to (but excluding) the Maturity Date at their

principal amount together with accrued and unpaid interest to (but excluding) the date of redemption.

7.4 **Redemption at the option of the Noteholders upon a Put Event**

(a) A "**Put Event**" will occur if, while any of the Notes remains outstanding (as defined in the Trust Deed):

(i) a Change of Control Event occurs; and

(ii) at any time during the Change of Control Period, any rating agency which was a Rating Agency at the commencement of the Change of Control Period or becomes a Rating Agency during the Change of Control Period:

(1) (A) lowers the rating of the Notes and (B) rates the Notes at or below "B+" (or its equivalent for the time being), and such rating is not within the Change of Control Period restored to at least its rating immediately prior to the Change of Control Period by such Rating Agency or replaced by an equivalent (or better) rating of another Rating Agency; or

(2) withdraws its rating of the Notes and that rating (or a better rating) is not within the Change of Control Period reinstated by such Rating Agency or replaced by an equivalent (or better) rating of another Rating Agency,

and, in each case, such downgrading or withdrawing Rating Agency announces or publicly confirms or informs the Trustee in writing that such downgrading or withdrawal of rating was the result, in whole or in part, of any event or circumstance comprised in or arising as a result of, or in respect of, the applicable Change of Control Event (whether or not the Change of Control Event shall have occurred at the time such rating is downgraded or withdrawn).

(b) If a Put Event occurs (and unless the Issuer has given notice of redemption under Condition 7.2 or Condition 7.3):

(i) the Issuer shall within ten Business Days of becoming aware of the occurrence of such Put Event, and at any time upon the Trustee becoming similarly so aware the Trustee may, and if so requested by the holders of at least one fifth in nominal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution of the Noteholders, the Trustee shall (subject in each case to the Trustee being indemnified and/or secured and/or prefunded to its satisfaction) give notice (a "**Put Event Notice**") to the Noteholders in accordance with Condition 13 and to the Trustee specifying the nature of the Put Event and the procedure for exercising the option contained in this Condition 7.4; and

(ii) the holder of each Note will have the option to require the Issuer to redeem or, at the Issuer's option, purchase (or procure the purchase of) that Note on the Put Date (as defined below) at its principal amount, together with any accrued and unpaid interest to (but excluding) the Put Date.

(c) For the purpose of this Condition 7.4:

"**Business Day**" means a day on which (i) commercial banks are open for general business (including dealings in foreign currencies) in London and Brussels and (ii) the TARGET2 System is open;

a "**Change of Control Event**" shall occur if any person (other than an Exempt Person), directly or indirectly, alone or with any other person(s) (other than one or more Exempt Persons) acting in concert (in the sense of article 3, §1, 5°, a) or b) of the Law of 1 April 2007 on Takeover Bids transposing into Belgian law Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004), or through person(s) acting

on behalf of any such person, acquires securities representing more than 50 per cent. of the voting rights in TCI;

"**Change of Control Period**" means the period:

(i) commencing on the date that is one Business Day before the earlier of (a) the date of the relevant Change of Control Event and (b) the date of the earliest Relevant Potential Change of Control Announcement (if any); and

(ii) ending 90 days after the date of the Change of Control Event or such longer period for which the Notes are under consideration by a Rating Agency for rating or rating review (such consideration having been announced publicly within the period ending 90 days after the date of the Change of Control Event and such period not to exceed 60 days after the public announcement of such consideration);

"**Exempt Person**" means Theodoros Papalexopoulos, Andreas Canellopoulos, the heirs and successors of the late Angelos Canellopoulos, all of the associated and affiliated persons of any of the above, including (but not limited to) their descendants, heirs, legatees, or devisees, the relatives up to the second degree by blood or marriage of any of the above, the spouse or former spouse of any of the above or legal trusts for any of the above or other arrangements established or that may be established as part of the estate or inheritance succession of such person (and all types of trustees, estate administrators, fiduciaries or any similar person) or any person with functions, duties or responsibilities equivalent to any of the above, as well as any person that any of such persons controls, directly or indirectly, including a Holding Company;

a "**person**" includes any individual, firm, company, corporation, any association, trust, joint venture, consortium, partnership, foundation (including a charitable foundation) or other entity (whether or not having separate legal personality);

"**Holding Company**" means any company of which TCI is a Subsidiary;

"**Put Date**" means the fifth Business Day after the last day of the Put Period;

"**Rating Agency**" means S&P or any other rating agency of equivalent standing specified by the Issuer from time to time and agreed in writing by the Trustee (and the Trustee may (and shall if so required by the Issuer, subject to its being indemnified and/or secured and/or prefunded to its satisfaction) consult and may rely absolutely on advice from a reputable independent adviser in this regard and shall not be liable to any person for such reliance) and, in each case, their successors but excluding any rating agency providing a rating of the Notes on an unsolicited basis;

"**Relevant Potential Change of Control Announcement**" means any formal public announcement or statement by or on behalf of TCI or any Holding Company, or any actual or potential bidder or any advisor thereto relating to any potential Change of Control Event where, within 90 days of the date of such announcement or statement, a Change of Control Event occurs; and

"**S&P**" means S&P Global Ratings Europe Limited, any affiliate thereof or any successor of any of the foregoing.

(d) Such option may be exercised by the holder notifying the Registrar or any Paying Agent, on any Business Day falling within the period (the "**Put Period**") of 45 days after a Put Event Notice is given, at the specified office of any Paying Agent, by delivery of (i) a duly signed and completed notice of exercise in the form (for the time being current) obtainable from the specified office of the Registrar and each Paying Agent (a "**Put Notice**") and in which the holder may specify a bank account (capable of accepting payments in euro) to which payment is to be made under this Condition 7.4 and (ii) the Note Certificate(s) representing the Notes which are the subject of such Put Notice.

The Registrar or, as the case may be the Paying Agent to which the Put Notice and the relevant Note Certificate(s) are delivered, will issue to the Noteholder concerned a non-transferable receipt in respect of the relevant Note(s) which are the subject thereof.

Payment in respect of any relevant Note will be made, if the holder duly specified in the Put Notice a bank account capable of accepting payments in euro to which payment is to be made, on the Put Date by transfer to that bank account and, in every other case, on or after the Put Date against presentation and surrender or (as the case may be) endorsement of such receipt at the specified office of any Paying Agent.

A Put Notice, once given, shall be irrevocable. For the purposes of Condition 6 and certain other purposes specified in the Trust Deed, receipts issued pursuant to this Condition 7.4 shall be treated as if they were Notes. The Issuer shall redeem or, at the option of the Issuer, purchase (or procure the purchase of) the relevant Notes (unless previously redeemed or purchased) on the Put Date at their principal amount, together with any accrued and unpaid interest accrued up to (but excluding) the Put Date.

(e) If 80 per cent. or more in aggregate principal amount of the Notes outstanding immediately prior to the Put Date have been redeemed or purchased pursuant to the foregoing provisions of this Condition 7.4, the Issuer may, on not less than 15 nor more than 30 days' notice to the Noteholders given on, or within 30 days after, the Put Date, redeem, at its option, all (but not some only) of the remaining Notes at their principal amount together with accrued and unpaid interest thereon to (but excluding) the date of such redemption.

(f) If the rating designations employed by S&P are changed from those which are described in Condition 7.4(a)(ii) above, or if a rating is assigned by another Rating Agency, the Issuer shall determine, with the written agreement of the Trustee (and the Trustee may (and shall if so required by the Issuer, subject to its being indemnified and/or secured and/or prefunded to its satisfaction) consult and may rely absolutely on advice from a reputable independent adviser in this regard and shall not be liable to any person for such reliance), the rating designations of S&P or such other Rating Agency (as appropriate) as are most equivalent to the prior rating designations of S&P, and this Condition shall be construed accordingly.

7.5 Purchases

The Issuer, the Guarantors, any Additional Guarantor or other member of the Group may at any time purchase Notes in any manner and at any price. Any Notes so purchased may, at the sole discretion of the purchaser, be held, reissued, resold or surrendered to the Registrar or the Principal Paying Agent for cancellation.

7.6 Cancellations

All Notes which are redeemed and any Notes which are purchased pursuant to Condition 7.5 and surrendered for cancellation will forthwith be cancelled and accordingly may not be held, reissued or resold thereafter.

7.7 Notices Final

Upon the expiry of any notice of redemption given by the Issuer pursuant to this Condition 7, the Issuer shall be bound to redeem the Notes to which such notice applies.

8. TAXATION

8.1 Payment without Withholding

All payments in respect of the Notes by or on behalf of the Issuer, either Guarantor or any Additional Guarantor (or any other person procured by the Issuer to purchase Notes pursuant to Condition 7.4) shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature ("**Taxes**") imposed or levied by or on behalf of any of the Relevant Jurisdictions, unless the

withholding or deduction of the Taxes is required by law. In that event, the Issuer or, as the case may be, the relevant Guarantor or the relevant Additional Guarantor will pay such additional amounts as may be necessary in order that the net amounts received by the Noteholders after the withholding or deduction shall equal the respective amounts which would have been receivable in respect of the Notes in the absence of the withholding or deduction; except that no additional amounts shall be payable in relation to any payment in respect of any Note:

(a) held by or on behalf of a holder who is liable to pay the Taxes in respect of the Note by reason of his having some connection with the Relevant Jurisdiction which imposes those Taxes other than the mere holding of the Note; or

(b) the Note Certificate for which is presented or surrendered for payment (where presentation or surrender is required) in any Relevant Jurisdiction (provided that, at the relevant time, there is a Paying Agent outside such Relevant Jurisdiction to which the Note Certificate could have been presented or surrendered); or

(c) the Note Certificate for which is presented or surrendered for payment (where presentation or surrender is required) more than 30 days after the Relevant Date (as defined below) except to the extent that a holder would have been entitled to such additional amounts on presenting the same for payment on the last day of the period of 30 days (assuming such day to have been a Payment Business Day); or

(d) the Note Certificate for which is presented or surrendered for payment (where presentation or surrender is required) by or on behalf of a Noteholder who would not be liable or subject to such withholding or deduction if he were to comply with any statutory requirement or to make a declaration of non-residence or other similar claim for exemption, but fails to do so.

8.2 **Interpretation**

In these Conditions:

(a) "**Relevant Date**" means, with respect to any payment, the date on which such payment first becomes due but, if the full amount of the money payable has not been received by the Principal Paying Agent or the Trustee on or before the due date, it means the date on which, the full amount of the money having been so received, notice to that effect has been duly given to the Noteholders by the Issuer in accordance with Condition 13; and

(b) "**Relevant Jurisdiction**" means:

  (i) each of the United Kingdom, Belgium, Greece and Cyprus or any political subdivision or any authority thereof or therein having power to tax; and

  (ii) (in the case of payments by any Additional Guarantor) the jurisdiction in which such Additional Guarantor is incorporated and (if different) in which it is tax resident or any political subdivision or any authority thereof or therein having power to tax,

or, in any such case, any other jurisdiction (or any political subdivision or any authority thereof or therein having power to tax) to which the Issuer, TCC, TCI or the relevant Additional Guarantor, as the case may be, becomes subject in respect of payments made by it of principal and interest on the Notes.

8.3 **Additional Amounts**

Any reference in these Conditions to any payments of principal, interest or other amounts in respect of the Notes shall be deemed also to refer to any additional amounts which may be payable under this Condition 8 or under any undertakings given in addition to, or in substitution for, this Condition 8 pursuant to the Trust Deed.

9. PRESCRIPTION

Claims for principal and interest in respect of the Notes shall become void unless the relevant Note Certificates are surrendered for payment within ten years (in the case of principal) and five years (in the case of interest) from the Relevant Date in respect of the Notes, subject to Condition 6 (*Payments*).

10. EVENTS OF DEFAULT

10.1 Events of Default

The Trustee at its discretion may, and if so requested in writing by the holders of at least one-fifth in principal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution of the Noteholders shall (subject in each case to being indemnified and/or secured and/or prefunded to its satisfaction), (but, in the case of the happening of any of the events described in subparagraphs (b) to (d) (other than the winding up or dissolution of the Issuer or a Guarantor or any Additional Guarantor) and (e) to (g) inclusive and (i) and (in respect of any of the foregoing) (j) below, only if the Trustee shall have certified in writing to the Issuer, the Guarantors and any Additional Guarantor(s) (if any) that such event is, in its opinion, materially prejudicial to the interests of the Noteholders), give notice to the Issuer, the Guarantors and any Additional Guarantor(s) that the Notes are, and they shall accordingly forthwith become, immediately due and repayable at their principal amount, together with accrued and unpaid interest as provided in the Trust Deed, upon the occurrence of any of the following events (the "**Events of Default**"):

(a) if default is made in the payment of any principal or interest or (pursuant to Condition 7.4) purchase price due in respect of the Notes or any of them and the default continues for a period of seven days in the case of principal or purchase price or 14 days in the case of interest; or

(b) if the Issuer, either Guarantor or any Additional Guarantor fails to perform or observe any of its other obligations under these Conditions or the Trust Deed and (except in any case where the Trustee considers the failure to be incapable of remedy, when no continuation or notice as is hereinafter mentioned will be required) the failure continues for the period of 30 days (or such longer period as the Trustee may permit) following the service by the Trustee on the Issuer, the relevant Guarantor or the relevant Additional Guarantor (as the case may be) of notice requiring the same to be remedied; or

(c) if (i) any Indebtedness for Borrowed Money (as defined below) of the Issuer, either Guarantor, any Additional Guarantor or any Material Subsidiary becomes due and repayable prematurely by reason of an event of default (however described); (ii) the Issuer, either Guarantor, any Additional Guarantor or any Material Subsidiary fails to make any payment in respect of any Indebtedness for Borrowed Money on the due date for payment (subject to any originally applicable grace period); (iii) any security given by the Issuer, either Guarantor, any Additional Guarantor or any Material Subsidiary for any Indebtedness for Borrowed Money becomes enforceable and any legal action is taken to enforce the same; or (iv) default is made by the Issuer, either Guarantor, any Additional Guarantor or any Material Subsidiary in making any payment due under any guarantee and/or indemnity given by it in relation to any Indebtedness for Borrowed Money of any other person, **provided that** no event described in this subparagraph (c) shall constitute an Event of Default unless the Indebtedness for Borrowed Money or other relative liability due and unpaid, either alone or when aggregated (without duplication) with other amounts of Indebtedness for Borrowed Money and/or other liabilities due and unpaid relative to all (if any) other events specified in (i) to (iv) above, amounts to at least €50,000,000 (or its equivalent in any other currency); or

(d) if any order is made by any competent court or resolution is passed for the winding up or dissolution of the Issuer, either Guarantor, any Additional Guarantor or any Material Subsidiary, save for the purposes of (and followed by) a Permitted Reorganisation or a

reorganisation on terms approved in writing by the Trustee or by an Extraordinary Resolution of the Noteholders; or

(e) if the Issuer, either Guarantor, any Additional Guarantor or any Material Subsidiary (i) ceases or publicly announces its intention to cease to carry on the whole or substantially the whole of its business, save for the purposes of (and followed by) a Permitted Reorganisation or a reorganisation on terms approved in writing by the Trustee or by an Extraordinary Resolution of the Noteholders or a Permitted Disposal, or (ii) stops or threatens to stop payment of, or is unable to, or admits inability to, pay, its debts (or any class of its debts) as they fall due or is deemed unable to pay its debts pursuant to or for the purposes of any applicable law, or (iii) is adjudicated or found bankrupt or insolvent; or

(f) if (i) proceedings are initiated against the Issuer, either Guarantor, any Additional Guarantor or any Material Subsidiary under any applicable liquidation, insolvency, composition, reorganisation or other similar laws or an application is made (or documents filed with a court) for the appointment of an administrative or other receiver, manager, administrator or other similar official, or an administrative or other receiver, manager, administrator or other similar official is appointed, in relation to the Issuer, either Guarantor, any Additional Guarantor or any Material Subsidiary or, as the case may be, in relation to the whole or substantially the whole of the undertaking or assets of any of them or an encumbrancer takes possession of the whole or substantially the whole of the undertaking or assets of any of them, or a distress, execution, attachment, sequestration or other process is levied, enforced upon, sued out or put in force against the whole or substantially the whole of the undertaking or assets of any of them, and (ii) in any such case (other than the appointment of an administrator or an administrative receiver appointed following presentation of a petition for an administration order) unless initiated by the relevant company, is not discharged within 60 days; or

(g) if the Issuer, either Guarantor, any Additional Guarantor or any Material Subsidiary (or their respective directors or shareholders) initiates or consents to judicial proceedings relating to itself under any applicable liquidation, insolvency, composition, reorganisation or other similar laws (including the obtaining of a moratorium) or makes a conveyance or assignment for the benefit of, or enters into any composition or other similar arrangement with, its creditors generally (or any class of its creditors) or any meeting is convened to consider a proposal for an arrangement or composition with its creditors generally (or any class of its creditors); or

(h) if the Guarantee by TCI or TCC or any additional guarantee provided by an Additional Guarantor ceases to be, or is claimed by the Issuer, TCI, TCC or any Additional Guarantor (if any) not to be, in full force and effect, **provided that** the automatic termination of the TCC Guarantee as provided in the Trust Deed and Condition 3.4 shall not constitute an Event of Default under this paragraph (h) or for any other purpose; or

(i) if the Issuer ceases to be a Subsidiary wholly-owned and controlled, directly or indirectly, by at least one of TCI, TCC (for so long as it is a Guarantor), any Additional Guarantor (if any) or a Holding Company; or

(j) if any event occurs which, under the laws of any relevant jurisdiction, has or may have, in the Trustee's opinion, an analogous effect to any of the events referred to in subparagraphs (d) to (i) above.

10.2 **Interpretation**

For the purposes of this Condition:

"**Consolidated Net Finance Charges**" means Finance Expense less Finance Income (in each case as stated in the relevant audited financial statements).

"**Group EBIT**" means, in respect of any Relevant Period, the consolidated operating profit of the Group before taxation (excluding the results from discontinued operations):

(a) *before deducting* any Consolidated Net Finance Charges;

(b) *before taking into account* any items treated as exceptional or extraordinary items; and

(c) *after deducting* the amount of any profit of any member of the Group which is a Project Finance Company and the amount of any profit of any member of the Group which is attributable to any assets or project referred to in the definition of Project Finance Indebtedness,

in each case, to the extent added, deducted or taken into account, as the case may be, for the purposes of determining the profits of the Group from ordinary activities before taxation.

"**Group EBITDA**" means, in respect of any Relevant Period, Group EBIT for the Relevant Period *after adding back* any amount attributable to the amortisation of intangible assets or the depreciation of tangible and right of use assets of members of the Group and taking no account of any charge for impairment or any reversal of any previous impairment charge made in such Relevant Period.

"**Indebtedness for Borrowed Money**" means any indebtedness (whether being principal, premium, interest or other amounts) for or in respect of any notes, bonds, debentures, debenture stock, loan stock or other securities or any borrowed money or any liability under or in respect of any acceptance or acceptance credit other than intra-group indebtedness.

"**Material Subsidiary**" means, at any time, a Subsidiary of TCI (or, if a Holding Company becomes an Additional Guarantor, of such Holding Company) which has EBITDA (calculated on the same basis as Group EBITDA) or Total Assets (excluding intra-group items) representing 15 per cent. or more of the Group EBITDA or consolidated Total Assets of the Group. Compliance with the foregoing conditions shall be determined by reference to the latest audited financial statements of that Subsidiary (consolidated in the case of a Subsidiary which itself has Subsidiaries) and the latest audited consolidated financial statements of the Group but if a Subsidiary has been acquired since the date as at which the latest audited consolidated financial statements of the Group were prepared, the financial statements shall be adjusted in order to take into account the acquisition of that Subsidiary.

"**Permitted Disposal**" means:

(a) a disposal by the Issuer, either Guarantor, any Additional Guarantor or any Material Subsidiary of any of its assets, holdings or shares to the Issuer, either Guarantor or any Additional Guarantor or to any Subsidiary which is, or which thereby becomes, a Material Subsidiary; or

(b) in relation to a disposal by any Material Subsidiary of the whole or substantially the whole of its business, a disposal for value at arm's length where all or substantially all of the proceeds of such disposal are used within a period of 12 months of such disposal to:

    (i) repay any of the Group's existing debt (other than any revolving loan facilities repaid on terms that such monies can be redrawn); and/or

    (ii) acquire replacement assets at or around fair value (or a discount thereto).

"**Permitted Reorganisation**" means:

(a) an amalgamation, demerger, merger, consolidation, reconstruction or a transaction involving the transfer of shares (the "**Reorganisation**") on a solvent basis of:

    (i) any member of the Group (other than the Issuer, either Guarantor or any Additional Guarantor);

(ii) either Guarantor or any Additional Guarantor, **provided that**:

(1) the entity resulting from or surviving the Reorganisation is a Guarantor or an Additional Guarantor; and

(2) after such transaction, a Guarantor and/or any Additional Guarantor has, in each case directly or indirectly, retained title in and continues to hold all or substantially all of the assets and property of such Guarantor existing prior to that transaction; and

(3) the relevant transaction involving such Guarantor results in such Guarantor or any Additional Guarantor (if any) being subrogated fully to the entirety of rights and obligations of each other person participating in the Reorganisation as global successor and by operation of law; or

(iii) the Issuer, **provided that**:

(1) the entity resulting from or surviving the Reorganisation becomes the principal debtor under the Notes (the "**New Issuer**") as fully as if the New Issuer had been named in these Conditions, the Trust Deed and the Agency Agreement as the principal debtor in place of the Issuer;

(2) after such transaction the New Issuer has retained title in and continues to hold all or substantially all of the assets and property of the Issuer existing prior to that transaction; and

(3) after such transaction, all amounts payable by the New Issuer under the Notes and the Trust Deed remain unconditionally and irrevocably guaranteed by each Guarantor and each Additional Guarantor which, in each case, was a Guarantor or (as the case may be) an Additional Guarantor immediately prior to such transaction, on the same basis as immediately prior to the transaction (but excluding TCC if the TCC Guarantee terminates in accordance with the provisions of Condition 3.4 prior to or in connection with such transaction); or

(b) the solvent liquidation of any member of the Group (other than the Issuer, either Guarantor or any Additional Guarantor).

"**Relevant Period**" means each period of twelve months ending on the last day of the financial year of TCI (or, if a Holding Company becomes an Additional Guarantor, of such Holding Company) and each period of twelve months ending on the last day of the first half of the financial year of TCI (or, if a Holding Company becomes an Additional Guarantor, of such Holding Company).

"**Total Assets**" means the line item "Total Assets" in the relevant financial statements or, if there is no such line item in the relevant financial statements, the line item best representing the sum of the current assets and non-current assets of the relevant entity.

10.3 **Reports**

A report by two Authorised Signatories of TCI (or, if a Holding Company becomes an Additional Guarantor, of such Holding Company), whether or not addressed to the Trustee, that in their opinion a Subsidiary is or is not or was or was not at any particular time or throughout any specified period a Material Subsidiary may be relied upon by the Trustee without further enquiry or evidence or liability to any person for any loss occasioned by acting on such report and, if relied upon by the Trustee, shall, in the absence of manifest error, be conclusive and binding on all parties.

11. ENFORCEMENT

11.1 Enforcement by the Trustee

The Trustee may at any time, at its discretion and without notice, take such proceedings against the Issuer and/or either Guarantor (or both of them) and/or any Additional Guarantor(s) as it may think fit to enforce the provisions of the Trust Deed or the Notes, but it shall not be bound to take any such proceedings or any other action in relation to the Trust Deed or the Notes unless (a) it has been so directed by an Extraordinary Resolution of the Noteholders or so requested in writing by the holders of at least one-fifth in principal amount of the Notes then outstanding and (b) it has been indemnified and/or secured and/or prefunded to its satisfaction.

11.2 Enforcement by the Noteholders

No Noteholder shall be entitled to proceed directly against the Issuer, either Guarantor or any Additional Guarantor unless the Trustee, having become bound so to proceed, (i) fails so to do within 60 days, or (ii) is unable for any reason so to do, and the failure or inability shall be continuing.

12. REPLACEMENT OF NOTE CERTIFICATES

Should any Note Certificate be lost, stolen, mutilated, defaced or destroyed it may be replaced at the specified office of the Registrar upon payment by the claimant of the expenses incurred in connection with the replacement and on such terms as to evidence and indemnity as the Issuer may reasonably require. Mutilated or defaced Note Certificates must be surrendered before replacements will be issued.

13. NOTICES

All notices regarding the Notes shall be valid if sent by post to the Noteholders at their respective addresses in the Register and, if and for so long as the Notes are listed on any stock exchange, notices will also be given in accordance with any applicable requirements of such stock exchange.

Any notice shall be deemed to have been given on the second day after being so mailed or on the date of publication or, if so published more than once or on different dates, on the date of the first publication.

14. SUBSTITUTION

The Trust Deed contains provisions permitting the Trustee, without the consent of the Noteholders, to agree with the Issuer, the Guarantors and any Additional Guarantor(s) to the substitution in place of the Issuer (or of any previous substitute under this Condition) as the principal debtor under the Notes and the Trust Deed of either Guarantor, any Subsidiary of a Guarantor or any Subsidiary of any Additional Guarantor, subject to:

(i) except in the case of the substitution in place of the Issuer of a Guarantor, the Notes being unconditionally and irrevocably guaranteed by each Guarantor and any Additional Guarantor which, in each case, was a Guarantor or (as the case may be) an Additional Guarantor immediately prior to such substitution (but excluding TCC if the TCC Guarantee terminates in accordance with the provisions of Condition 3.4 prior to or in connection with such substitution);

(ii) the Trustee being satisfied that the interests of the Noteholders will not be materially prejudiced by the substitution; and

(iii) certain other conditions set out in the Trust Deed being complied with.

15. MEETINGS OF NOTEHOLDERS, MODIFICATION, WAIVER, AUTHORISATION AND DETERMINATION

15.1 Meetings of Noteholders

The Trust Deed contains provisions for convening meetings of the Noteholders to consider any matter affecting their interests, including the modification or abrogation by Extraordinary Resolution of any of these Conditions or any of the provisions of the Trust Deed. The quorum at any meeting for passing an Extraordinary Resolution will be one or more persons present holding or representing more than 50 per cent. in principal amount of the Notes for the time being outstanding, or at any adjourned such meeting one or more persons present whatever the principal amount of the Notes held or represented by him or them, except that, at any meeting the business of which includes the modification or abrogation of certain of the provisions of these Conditions and certain of the provisions of the Trust Deed (as further set out in the Trust Deed), the necessary quorum for passing an Extraordinary Resolution will be one or more persons present holding or representing not less than two-thirds, or at any adjourned such meeting not less than one-third, of the principal amount of the Notes for the time being outstanding.

The Trust Deed also provides that (i) a written resolution executed, or (ii) consent given by way of electronic consents through the relevant clearing system(s) (in a form satisfactory to the Trustee), in each case by or on behalf of the holders of 75 per cent. in principal amount of the Notes outstanding who would have been entitled to vote upon it if it had been proposed at a meeting at which they were present, shall take effect as if it were an Extraordinary Resolution.

An Extraordinary Resolution passed at any meeting of the Noteholders or by written resolution or by electronic consents will be binding on all Noteholders, whether or not they are present at the meeting or, as the case may be, whether or not they sign the written resolution or give their electronic consents, including any Noteholder which votes against the relevant resolution.

15.2 Modification, Waiver, Authorisation and Determination

The Trustee may agree, without the consent of the Noteholders, to any modification of, or to the waiver or authorisation of any breach or proposed breach of, any of these Conditions or any of the provisions of the Trust Deed, or determine, without any such consent as aforesaid, that any Event of Default or Potential Event of Default (as defined in the Trust Deed) shall not be treated as such (**provided that**, in any such case, it is not, in the opinion of the Trustee, materially prejudicial to the interests of the Noteholders) or may agree, without any such consent as aforesaid, to any modification which, in its opinion, is of a formal, minor or technical nature or to correct a manifest error or error which is, to the satisfaction of the Trustee, proven.

15.3 Trustee to have Regard to Interests of Noteholders as a Class

In connection with the exercise by it of any of its trusts, powers, authorities and discretions (including, without limitation, any modification, waiver, authorisation, determination or substitution), the Trustee shall have regard to the general interests of the Noteholders as a class but shall not have regard to any interests arising from circumstances particular to individual Noteholders (whatever their number) and, in particular but without limitation, shall not have regard to the consequences of any such exercise for individual Noteholders (whatever their number) resulting from their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory or any political subdivision thereof and the Trustee shall not be entitled to require, nor shall any Noteholder be entitled to claim, from the Issuer, either Guarantor, any Additional Guarantor, the Trustee or any other person any indemnification or payment in respect of any tax consequence of any such exercise upon individual Noteholders except to the extent already provided for in Condition 8 and/or any undertaking given in addition to, or in substitution for, Condition 8 pursuant to the Trust Deed.

15.4 Notification to the Noteholders

Any modification, abrogation, waiver, authorisation, determination or substitution shall be binding on the Noteholders and, unless the Trustee agrees otherwise, any modification or

substitution shall be notified by the Issuer to the Noteholders as soon as practicable thereafter in accordance with Condition 13.

16. INDEMNIFICATION OF THE TRUSTEE AND ITS CONTRACTING WITH THE ISSUER, THE GUARANTORS AND ANY ADDITIONAL GUARANTOR

16.1 Indemnification and liability of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility, including provisions relieving it from taking action unless indemnified to its satisfaction.

The Trustee may rely without liability to Noteholders on a report, confirmation or certificate or any advice of any accountants, financial advisers, financial institution or any other expert, whether or not addressed to it and whether their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or in any other manner) by reference to a monetary cap, methodology or otherwise. The Trustee may accept and shall be entitled to rely on any such report, confirmation or certificate or advice and such report, confirmation certificate or advices shall be binding on the Issuer, the Guarantors, any Additional Guarantor, the Trustee and the Noteholders.

16.2 Trustee Contracting with the Issuer, the Guarantors and any Additional Guarantor

The Trust Deed also contains provisions pursuant to which the Trustee is entitled, *inter alia*, (a) to enter into business transactions with the Issuer and/or the Guarantors and/or any Additional Guarantor(s) and/or any Subsidiary of any of the foregoing and to act as trustee for the holders of any other securities issued or guaranteed by, or relating to, the Issuer and/or the Guarantors and/or any Additional Guarantor(s) and/or any Subsidiary of any of the foregoing, (b) to exercise and enforce its rights, comply with its obligations and perform its duties under or in relation to any such transactions or, as the case may be, any such trusteeship without regard to the interests of, or consequences for, the Noteholders, and (c) to retain and not be liable to account for any profit made or any other amount or benefit received thereby or in connection therewith.

17. REPORTING

For so long as any Notes are outstanding, in the event that, at any time, TCI's equity is no longer listed on at least one of the Athens Exchange, Euronext Brussels, Euronext Paris or on any other regulated market in an EU-member country (for whatever reason), TCI will, for the period beginning on the date of such de-listing and ending on the date on which no Notes remain outstanding, post on its website and provide to the Trustee all reports that would be required to comply in all material respects with the requirements of the Athens Exchange, Euronext Brussels or Euronext Paris or the regulated market in an EU-member country on which TCI's equity was most recently listed or the rules and regulations applicable to issuers with equity securities listed on the Athens Exchange, Euronext Brussels or Euronext Paris or the regulated market in a EU-member country on which or TCI's equity was most recently listed for annual, semi-annual or (if then required under such rules and regulations) quarterly reports (as the case may be) as though the TCI had remained listed on the Athens Exchange, Euronext Brussels or Euronext Paris (as applicable) or on the regulated market in an EU-member country on which TCI's equity was most recently listed. Upon the posting on TCI's website in English, such information shall be deemed to be "furnished to the Holders and the Trustee" for the purposes of the Trust Deed. If and so long as the Notes are listed on the official list of The Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") and admitted to trading on its Global Exchange Market ("**GEM**") and the rules of Euronext Dublin so require, TCI shall also post all such information required under this Condition 17 on the official website of Euronext Dublin.

For so long as TCI's equity is listed on any of the Athens Exchange, Euronext Brussels, Euronext Paris and/or any other regulated market in an EU member country, the provisions of this Condition 17 will not apply.

18. FURTHER ISSUES

The Issuer is at liberty from time to time without the consent of the Noteholders to create and issue further notes or bonds (whether in bearer or registered form) either (a) ranking *pari passu* in all respects (or in all respects save for the first payment of interest thereon) and so that the same shall be consolidated and form a single series with the outstanding notes or bonds of any series (including the Notes) constituted by the Trust Deed or any supplemental deed or (b) upon such terms as to ranking, interest, conversion, redemption and otherwise as the Issuer may determine at the time of the issue. Any further notes or bonds which are to form a single series with the outstanding notes or bonds of any series (including the Notes) constituted by the Trust Deed or any supplemental deed shall, and any other further notes or bonds may (with the consent of the Trustee), be constituted by a deed supplemental to the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Noteholders and the holders of notes or bonds of other series in certain circumstances where the Trustee so decides.

19. GOVERNING LAW AND SUBMISSION TO JURISDICTION

19.1 Governing Law

The Trust Deed (including the Guarantee), the Notes and any non-contractual obligations arising out of or in connection with the Trust Deed (including the Guarantee) and the Notes are governed by, and shall be construed in accordance with, English law.

19.2 Jurisdiction of English Courts

Each of the Issuer and each Guarantor has, in the Trust Deed, irrevocably agreed for the benefit of the Trustee and the Noteholders that the courts of England are to have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Trust Deed or the Notes (including a dispute relating to any non-contractual obligations arising out of or in connection with the Trust Deed or the Notes) and accordingly each of them has submitted to the exclusive jurisdiction of the English courts.

Each of the Issuer and each Guarantor has, in the Trust Deed, waived any objection to the courts of England on the grounds that they are an inconvenient or inappropriate forum.

Notwithstanding the foregoing provisions of this Condition 19.2, the Trustee and the Noteholders may take any suit, action or proceeding arising out of or in connection with the Trust Deed or the Notes respectively (together referred to as "**Proceedings**") (including any Proceedings relating to any non-contractual obligations arising out of or in connection with the Trust Deed or the Notes) against the Issuer or any Guarantor in any other court of competent jurisdiction and concurrent Proceedings in any number of jurisdictions.

19.3 Appointment of Process Agent

Each Guarantor has, in the Trust Deed, irrevocably and unconditionally appointed Titan Cement U.K. Limited (whose registered office is at No.12 Shed, King George Dock, Hull HU9 5PR) as its agent for service of process in England in respect of any Proceedings and has undertaken that in the event of such agent ceasing so to act it will appoint such other person as the Trustee may approve as its agent for that purpose.

20. RIGHTS OF THIRD PARTIES

No rights are conferred on any person under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of this Note, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

SUMMARY OF PROVISIONS RELATING TO THE NOTES IN GLOBAL FORM

The Notes will upon issue be represented by a Global Note Certificate that is registered in the name of a nominee for, and deposited with, a common safekeeper for the Clearing Systems.

The Global Note Certificate contains provisions that modify the Conditions as they apply to the Notes evidenced by the Global Note Certificate, and a summary of certain of those provisions is set out below.

1. Exchange for Individual Note Certificates

Registration of title to Notes in a name other than that of the nominee for the common safekeeper (or any replacement or successor nominee for the Clearing Systems) will be permitted only if (i) Euroclear and Clearstream, Luxembourg are both closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announce an intention permanently to cease business in circumstances where no successor or alternative clearing system approved by the Trustee is available or (ii) any Event of Default occurs as described in Condition 10 (*Events of Default*). The Issuer shall notify the registered holder of the Global Note Certificate of the occurrence of any of the events specified in (i) and (ii) as soon as practicable thereafter.

Whenever the Global Note Certificate is to be exchanged for Individual Note Certificates, such Individual Note Certificates will be issued in an aggregate principal amount equal to the principal amount of the Global Note Certificate within five Business Days of the delivery, by or on behalf of the registered holder of the Global Note Certificate, Euroclear and/or Clearstream, Luxembourg, to the Registrar of such information as is required to complete and deliver such Individual Note Certificates (including, without limitation, the names and addresses of the persons in whose names the Individual Note Certificates are to be registered and the principal amount of each such person's holding) against the surrender of the Global Note Certificate at the specified office of the Registrar. Such exchange will be effected in accordance with the provisions of the Agency Agreement and the regulations concerning the transfer and registration of Notes scheduled thereto and, in particular, shall be effected without charge to any registered holder, but against such indemnity as the Registrar may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such exchange. In this paragraph, "**Business Day**" means a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Registrar or (as the case may be) the relevant Transfer Agent has either the office identified with its name in the Conditions of the Notes or any other office notified to any relevant parties pursuant to the Agency Agreement.

2. Accountholder

For so long as all of the Notes are evidenced by the Global Note Certificate and the Global Note Certificate is held on behalf of Euroclear and/or Clearstream, Luxembourg, each person who is for the time being shown in the records of Euroclear or Clearstream, Luxembourg as the holder of a particular principal amount of such Notes (each an "**Accountholder**") (in which regard any certificate or other document issued by Euroclear or Clearstream, Luxembourg as to the principal amount of such Notes standing to the account of any person shall, in the absence of manifest error, be conclusive and binding for all purposes) shall be treated as the holder of such principal amount of such Notes for all purposes (including for the purposes of any quorum requirements of, or the right to demand a poll at, meetings of the Noteholders) other than with respect to the payment of principal, interest and any other amounts on or in respect of such Notes, the right to which shall be vested, as against the Issuer, the Guarantors and the Trustee, solely in the registered holder of the Global Note Certificate in accordance with and subject to the terms of the Global Note Certificate and the Trust Deed.

3. Transfers

Book-entry interests in the Notes evidenced by the Global Note Certificate are transferable only in accordance with, and subject to, the provisions hereof and the rules and operating procedures of the Clearing Systems. Transfers of such book-entry interests will be effected through the records of the Clearing Systems and their respective direct and indirect participants

in accordance with the rules and procedures of the Clearing Systems and their respective direct and indirect participants.

4. Payments

Payments due in respect of Notes evidenced by the Global Note Certificate which, according to the Conditions, require surrender or endorsement of a Note Certificate, shall be made to or to the order of the registered holder and such payment will discharge the obligations of the Issuer and the Guarantors in respect of the relevant payment under the Notes. Each Accountholder must look solely to Euroclear or Clearstream, Luxembourg as the case may be, for its share of each payment made to or to the order of the registered holder.

5. Notices

Notwithstanding Condition 13 (*Notices*), so long as all of the Notes are evidenced by the Global Note Certificate and the Global Note Certificate will be held on behalf of the Clearing Systems, or any other clearing system (an "**Alternative Clearing System**"), notices to Noteholders may be given by delivery of the relevant notice to Euroclear and/or Clearstream, Luxembourg and/or such Alternative Clearing System (as the case may be) for communication to the relative accountholders rather than by publication as required by Condition 13 (*Notices*), **provided that**, so long as the Notes are admitted to listing or trading on any stock exchange, such notice is also given in a manner which complies with the rules and regulations of such stock exchange or other relevant authority.

Any such notice shall be deemed to have been given to the Noteholders on the day on which such notice is delivered to Euroclear and/or Clearstream, Luxembourg and/or such Alternative Clearing System (as the case may be) as aforesaid.

6. Payment Business Day

In the case of all payments made in respect of the Notes evidenced by the Global Note Certificate, so long as the Global Note Certificate is held on behalf of a Clearing System or an Alternative Clearing System, the definition for "**Payment Business Day**" in Condition 6.5 (*Payments only on a Payment Business Day*) shall be amended and shall be any day on which banks are open for general business (including dealings in foreign currencies) in London.

7. Record Date

For so long as the Global Note Certificate evidences all Notes and is held on behalf of the Clearing Systems, the Record Date shall be determined in accordance with Condition 6.3 (*Record Date*), **provided that** the words "fifteenth day" shall be deemed to be replaced with "Clearing System Business Day". "**Clearing System Business Day**" means a day on which each Clearing System is open for business.

8. Calculation of interest

For so long as all of the Notes outstanding are evidenced by the Global Note Certificate, interest will be calculated in respect of the aggregate principal amount of the Notes evidenced by the Global Note Certificate (and not per €1,000 as provided in Condition 5.3 (*Calculation of Interest*)) but otherwise in accordance with Condition 5 (*Interest*).

9. Electronic Consent and Written Resolution

For so long as the Notes are evidenced by the Global Note Certificate and the Global Note Certificate is held on behalf of the Clearing Systems and/or an Alternative Clearing System then, in respect of any resolution proposed by the Issuer, a Guarantor or the Trustee:

(a) where the terms of the resolution proposed by the Issuer, a Guarantor or the Trustee (as the case may be) have been notified to the Noteholders through the Clearing Systems and/or an Alternative Clearing System as provided in the Trust Deed, each of the Issuer, the Guarantors and the Trustee shall be entitled to rely upon approval of such resolution given by way of electronic consents communicated through the

electronic communications systems of the relevant Clearing Systems and/or an Alternative Clearing System, as the case may be, to the Principal Paying Agent or another specified agent and/or the Trustee in accordance with their operating rules and procedures by or on behalf of the holders of not less than 75 per cent. in aggregate principal amount of the Notes outstanding by close of business on the relevant time and date for the blocking of their accounts in the relevant Clearing System and/or Alternative Clearing System (an "**Electronic Consent**"). Any resolution passed in such manner shall be binding on all Noteholders, even if the relevant consent or instruction proves to be defective. None of the Issuer, the Guarantors nor the Trustee shall be liable or responsible to anyone for such reliance; and

(b) where Electronic Consent is not being sought, for the purpose of determining whether a Written Resolution (as defined in the Trust Deed) has been validly passed, the Issuer, the Guarantors and the Trustee shall be entitled to rely on consent or instructions given in writing directly to the Issuer and/or either Guarantor and/or the Trustee, as the case may be, (i) by accountholders in the Clearing Systems and/or an Alternative Clearing System, as the case may be, with entitlements to such Global Note Certificate and/or, (ii) where the accountholders hold any such entitlement on behalf of another person, on written consent from or written instruction by the person identified by that Accountholder as the person for whom such entitlement is held. For the purpose of establishing the entitlement to give any such consent or instruction, the Issuer, the Guarantors and the Trustee shall be entitled to rely on any certificate or other document issued by, in the case of (i) above, the Clearing Systems and/or an Alternative Clearing System, as the case may be, and, in the case of (ii) above, the Clearing Systems and/or an Alternative Clearing System, as the case may be, and the accountholder identified by the relevant clearing system for the purposes of (ii) above. Any Written Resolution passed in such manner shall be binding on all Noteholders, even if the relevant consent or instruction proves to be defective. Any such certificate or other document shall be conclusive and binding for all purposes. Any such certificate or other document may comprise any form of statement or print out of electronic records provided by the relevant clearing system (including Euroclear's EUCLID or Clearstream, Luxembourg's CreationOnline system) in accordance with its usual procedures and in which the accountholder of a particular principal or nominal amount of the Notes is clearly identified together with the amount of such holding. None of the Issuer, the Guarantors and the Trustee shall be liable to any person by reason of having accepted as valid or not having rejected any certificate or other document to such effect purporting to be issued by any such person and subsequently found to be forged or not authentic.

10. Put Option

For so long as all of the Notes are evidenced by the Global Note Certificate and the Global Note Certificate is held on behalf of any clearing system, the option of the Noteholders provided for in Condition 7.4 (*Redemption at the option of the Noteholders upon a Put Event*) may be exercised by an Accountholder giving notice to the Principal Paying Agent in accordance with the standard procedures of the relevant clearing system (which may include notice being given on his instructions by any relevant clearing system for them to the Principal Paying Agent by electronic means) of the principal amount of the Notes in respect of which such option is exercised.

The Issuer shall procure that any exercise of any option or any right under the Notes, as the case may be, shall be entered in the records of the relevant clearing system and upon any such entry being made, the principal amount of the Notes evidenced by the Global Note Certificate shall be adjusted accordingly.

11. Eurosystem eligibility

The Notes are intended upon issue to be held under the new safe-keeping structure with the intention that they are held in a manner which would allow Eurosystem eligibility, subject to compliance with the other eligibility requirements therefor from time to time. Therefore, on issue, the Notes will be registered in the name of Euroclear or Clearstream, Luxembourg (or a

nominee therefor) as common safekeeper. This does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that all Eurosystem eligibility criteria prevailing from time to time have been met.

12. Euroclear and Clearstream, Luxembourg

References in the Global Note Certificate and this summary to Euroclear and/or Clearstream, Luxembourg shall be deemed to include references to any other clearing system capable of clearing notes in accordance with the new safekeeping structure and approved by the Trustee.

USE OF PROCEEDS

The net proceeds of the Notes offered hereby, which are expected to amount to approximately €248,210,000, will be used by the Issuer to purchase some or all of its €300,000,000 3.500 per cent. Guaranteed Notes due June 2021 (ISIN: XS1429814830) (of which €287,800,000 is outstanding at the date of this Offering Circular) pursuant to the tender offer in respect thereof announced by the Issuer on 29 June 2020 and for general corporate purposes, including repayment of bank debt.

CAPITALISATION

The table below shows the pro forma capitalisation of Titan Group as at 31 May 2020 and as adjusted following the issue of the Notes:

Illustrative capitalisation before and after issuance of the Notes

	31 May 2020	Adjustment	After issuance of the Notes	Illustrative Cash Flow Ratios
		(in € millions)		
Existing bank and other Debt & Existing Leases	412.1	(90.0)[1]	322.1	
Existing notes due 2021 ("**2021 Notes**") (net book value) [2]	287.1	(150.0)[3]	137.1	
Existing notes due 2024 ("**2024 Notes**") (net book value) [2]	347.8	-	347.8	
New Notes offered hereby[4]	-	250.0	250.0	
Total Debt	1,047.0	10.0	1,057.0	3.9x[5]
Cash and cash equivalents	(181.5)	(4.0)[6]	(185.5)	(0.7x)[7]
Net Debt	865.5	6.0	871.5	3.2x[8]

(1) Assumes repayment of total bank debt amounting to €90.0 million.

(2) Includes unamortised borrowing fees.

(3) Assumes €150.0 million principal amount of 2021 Notes tendered and accepted in the Tender Offer. The actual amount of 2021 Notes tendered and accepted in the Tender Offer may be lesser or greater.

(4) Assumes a target issue size of €250.0 million of Notes.

(5) Total Debt divided by EBITDA for the twelve months ended 31 May 2020 of €272.2 million.

(6) Estimated gross proceeds of the offering of the Notes less estimated fees and expenses of the offering of the Notes and the purchase price premium above par assumed to be paid in connection with the purchase of 2021 Notes tendered and accepted in the Tender Offer.

(7) Cash and cash equivalents divided by EBITDA for the twelve months ended 31 May 2020 of €272.2 million.

(8) Total Debt less cash and cash equivalents divided by EBITDA for the twelve months ended 31 May 2020 of €272.2 million.

DESCRIPTION OF THE ISSUER

1. History

The Issuer was incorporated in the United Kingdom (registered number 06199510) on 2 April 2007 as a public limited company, established and operating under the Companies Act 1985 (as amended) under the name Titan Global Finance Plc. Its registered address is No. 12 Shed, King George Dock, Hull HU9 5PR and its telephone number is +44 1482 784012.

The Issuer's immediate controlling party is Titan Cement Company S.A., a company incorporated in Greece. The Issuer's ultimate parent undertaking and controlling party is Titan Cement International S.A., a company incorporated in Belgium. The Issuer is a wholly owned direct subsidiary of Titan Cement Company S.A. and a wholly owned indirect subsidiary of Titan Cement International S.A.

2. Principal Activities

The Issuer is the Group's funding vehicle, its objectives including, according to article 4 (e) of its Memorandum of Association "to borrow or raise money by any method, to obtain any form of credit or finance", including the issuance of securities.

3. Share Capital of the Issuer

The Issuer's share capital as at 31 December 2019 was £12,500,000 (€14,574,310.50). The issued shares of the Issuer are not listed on any stock exchange and are not dealt in on any other organised market.

The Issuer has no subsidiaries.

4. Directors and Secretary

The directors of the Issuer at the date hereof are:

Name	Function	Other Principal Activities
Charles Richard Field	Director Non-executive member of the Board since 2 April 2007	- Senior Partner, Member of the Board, Rollits
Lawrence Hugh Wilt, Jr.	Director Executive member of the Board since 22 March 2010	- Vice President and CFO, Titan America LLC
Karen Virginia Fittler	Director Executive member of the Board since 22 March 2010	- Director of Tax, Titan America LLC
Nikolaos Andreadis	Director Executive member of the Board since 15 September 2017	- Group Treasurer

The company secretary of the Issuer is Rollits Company Secretaries Limited. The address of the company secretary is Citadel House, 58 High Street Hull HU1 1QE.

The business address of the directors is No. 12 Shed, King George Dock, Hull HU9 5PR, UK.

5. Directors' Interests

No director has any interest in the promotion of, or any property acquired or proposed to be acquired by the Issuer and no director has any conflict of interest and/or any potential conflict of interest between any of her/his duties to the Issuer and her/his private interests and/or other

duties. In accordance with English law, each director has a duty to act in good faith with a view to promoting the success of the Issuer, regardless of any other directorships he may hold.

DESCRIPTION OF TCI

1. **History**

TCI was incorporated on July 11, 2018 in Belgium. TCI is registered with the register of legal entities (Brussels, Frenchspeaking section) under enterprise number 0699.936.657. Its registered address is Rue de la Loi 23, 1040 Brussels, Belgium and its telephone number is +32 27 26 8058. TCI's seat of management is in Cyprus. TCI is treated as a foreign-resident company for the purpose of Belgian income tax and as a Cypriot tax resident for the purpose of the tax treaty concluded between Belgium and Cyprus.

So far as TCI is aware, TCI is not directly or indirectly owned or controlled by any natural or legal person. TCI is the parent entity of the Group.

2. **Principal Activities**

For a description of TCI's and the Group's principal activities, see "Description of the Group" below.

3. **Share Capital of TCI**

As at 31 December 2019, TCI's share capital was €1,159,347,807.86 and was represented by 82,447,868 shares, without nominal value, with voting rights, each representing an equal share of the capital.

TCI's shares listed on Euronext Brussels, with a secondary listing on Athens Stock Exchange and Euronext Paris.

For a list of TCI's subsidiaries, see Note 16 of the 2019 Consolidated Financial Statements.

4. **Board of Directors**

The table below sets out the names of TCI's Directors and current role in TCI as of 31 May 2020. The business address of each of the directors is Rue de la Loi 23, 1040 Brussels, Belgium. With respect to the governance of TCI, a new structure has been set up, in compliance with the 2020 Belgian Code on corporate governance.

The current members of the Board of Directors of TCI were elected at the annual general assembly of its shareholders in May 2019 (except for Dimitrios Tsitsiragos who was elected in May 2020) for a three-year term expiring at the annual general meeting of the shareholders of TCI in 2022. The majority of the members of the Board of Directors are independent non-executive directors, building on the Group's established record of transparency and accountability to shareholders and stakeholders.

Name	Function	Other Principal Activities
Efstratios – Georgios (Takis) Arapoglou...............	- Chairman of the BoD - Non-Executive Director - Chairman of the Nomination Committee	- Chairman and non-executive director of Tsakos Energy Navigation (TEN) Limited, a company listed on the new York Stock Exchange - Non-executive director of Hermes Holding SAE listed on the stock exchanged of Cairo and London - Non-executive director of Credit Libanais SAL - Non-executive director of bank Alfalah listed on the Stock Exchange of Karachi representing the IFC
Kyriacos Riris	- Vice-Chairman of the BoD - Non-Executive Independent Director	- Chairman and CEO of DOVEN LTD (Cyprus) - Non-executive director of Hellenic Value S.A.

Name	Function	Other Principal Activities
	- Chairman of the Audit and Risk Committee	- Non-executive director of Orilina REIC (Real Estate Investment COMPANY) ΑΕΕΑΠ - Non-executive director of Diana Shipping Inc - Non-executive director of DECA MIFID S.A. - Non-executive director of 2Kapital S.A. - Non-Executive director of Nissos Holdings (Cyprus) - Chairman of the Audit Committee of Frigoglass S.A.
Dimitri Papalexopoulos	- Chairman of the Group Executive Committee - Executive Director	- Chairman of the Board of the Hellenic Federation of Enterprises (SEV) - Member of the Board of the Foundation for Economic and Industrial Research (IOBE) - Member of the board of the Hellenic Foundation for European and Foreign Policy (ELIAMEP) - Member of the board of European Round Table for Industrialists (ERT)
Michael Colakides..	- Managing Director - Group CFO - Member of the Group Executive Committee - Member of the Management Committee	- Member of the board of EUROBANK CYPRUS Ltd
William Antholis....	- Non-Executive Independent Director - Member of the Remuneration Committee	- Director and CEO of the Miller Center, a nonpartisan affiliate of the University of Virginia.
Andreas Artemis.....	- Non-Executive Independent Director - Member of the Nomination Committee	- Director of Commercial General Insurance Ltd (Cyprus) - Director of J. C. Christophides (Holdings) Ltd (Cyprus) - Director of TGA Insurance Agencies Ltd (Cyprus) - Director of Aechmi SA (Greece) - Director of Midas SA (Greece) - Director of Iktinos SA (Greece - Director of Employers & Industrialists Federation (Cyprus) - Director of Red Cross Society (Cyprus)
Haralambos (Harry) David......................	- Non-Executive Independent Director - Member of the Audit and Risk Committee	- Member of the Organizing Committee of the Athens Classic Marathon - Member of the TATE Modern's Africa Acquisitions Committee
Leonidas Kanellopoulos	- Executive Director	- Member of the BoD of SEN/Junior Achievement Greece
Alexandra Papalexopoulou......	- Executive Director - Member of the Group Executive Committee	- Non-executive director of Coca-Cola HSC AG, - Member of the board of directors of the Paul and Alexandra Canellopoulos Foundation - Member of the board of ALBA Graduate Business School. - Trustee in the American College of Greece

Name	Function	Other Principal Activities
Stylianos (Stelios) Triantafyllides	- Non-Executive Independent Director - Member of the Remuneration Committee	- Partner of the law firm of Antis Trinatafyllides and Sons LLC - Member of the Committee on the Cyprus Stock Exchange of the Cyprus bar Council
Dimitrios Tsitsiragos	- Non-Executive Independent Director	-Senior Advisor, Emerging Markets at the Pacific Investment Management Company (PIMCO)
Maria Vassalou.......	- Non-Executive Independent Director - Member of the Nomination Committee	- Partner in Perella Weinberg - Partners' Asset Management business. - Professional Fellow, Institute of Finance and Financial Regulation - Member of the Board of Directors, Tsakos Energy Navigation, (NYSE: TNP) - Member of the Editorial Board, Financial Analysts Journal - Member of the Board of Overseers, Gennadius Library at the American School of Classical Studies at Athens
Bill Zarkalis............	- Executive Director - Member of the Group Executive Committee	- CEO of Titan America
Mona Zulficar	- Non-Executive Independent Director - Chairwoman of the Remuneration Committee	- Founding Partner & Chairperson, Zulficar & Partners Law Firm - Chairperson EFG Hermes Holding, SAE (2008 – to date) - Member, National Council for Human Rights, Egypt (Sept.2013 to date) - Chairperson, Egyptian Microfinance Federation (2015 – to date) - C Chairperson, Women's Health Improvement Association, Cairo - Chairperson, Al Tadamun Microfinance Foundation

5. **Directors' Interests**

There are no material conflicts of interest or potential conflicts of interest between the duties to TCI of each member of the Board of Directors of TCI and his/her private interests or other duties.

DESCRIPTION OF TCC

1. History

TCC was founded in 1902 with the establishment of the first cement plant in Greece in the town of Elefsina. On February 16, 1911, TCC became a public limited liability company (société anonyme) under the name Titan Cement Company S.A., under Royal Decree dated 19.4/1.5.1835. Registered in the General Electronic Commercial Registry with register No. 224301000 (formerly the Register of Sociétés Anonymes Number 6013/06/B/86/90) TCC operates under applicable law on Sociétés Anonymes, as amended and currently in force and was listed on the ATHEX since 1912 until July 2019. Its registered address is Halkidos Street, 111 43 Athens, Greece and its telephone number is +30 210 2591111.

2. Principal Activities

For a description of TCC's and activities, see "Description of the Group".

3. TCC's Share Capital

TCC's share capital as at 31 December 2019 was €291,982,222 divided into 84.632.528 shares having a par value of €3.45 each.

The issued shares of TCC are not listed on any stock exchange and are not dealt in on any other organised market.

TCC is a direct subsidiary of TCI and is the parent company of all of TCI's other subsidiaries.

4. Directors

The directors of TCC at the date hereof are:

Name	Function	Other Principal Activities
Nellos Canellopoulos	Chairman	–
Socratis Baltzis	Vice-Chairman	- Executive Director Egypt & Group Trading
Dimitri Papalexopoulos	Managing Director	- Chairman of the Board of the Hellenic Federation of Enterprises (SEV) - Member of the Board of the Foundation for Economic and Industrial Research (IOBE) - Member of the board of the Hellenic Foundation for European and Foreign Policy (ELIAMEP) - Member of the board of European Round Table for Industrialists (ERT)
Yanni Paniaras	Delegated Director	
Nikolaos Andreadis	Director	- Group Treasurer
Nikolaos Birakis	Director	- Finance Director Greece and Group Tax Director
Angelos Kalogerakos	Director	- Operations Director, Cement Division, TCC
Loukas Petkidis	Director	- Deputy Group Chief Financial Officer
Efthymios Vidalis	Director	- Member

The business address of the directors is Halkidos Street, 111 43 Athens, Greece.

5. Directors' Interests

None of TCC's directors has a potential conflict of interest between his/her duties to TCC and his/her private interests and/or any other duties he or she may have.

DESCRIPTION OF THE GROUP

Overview

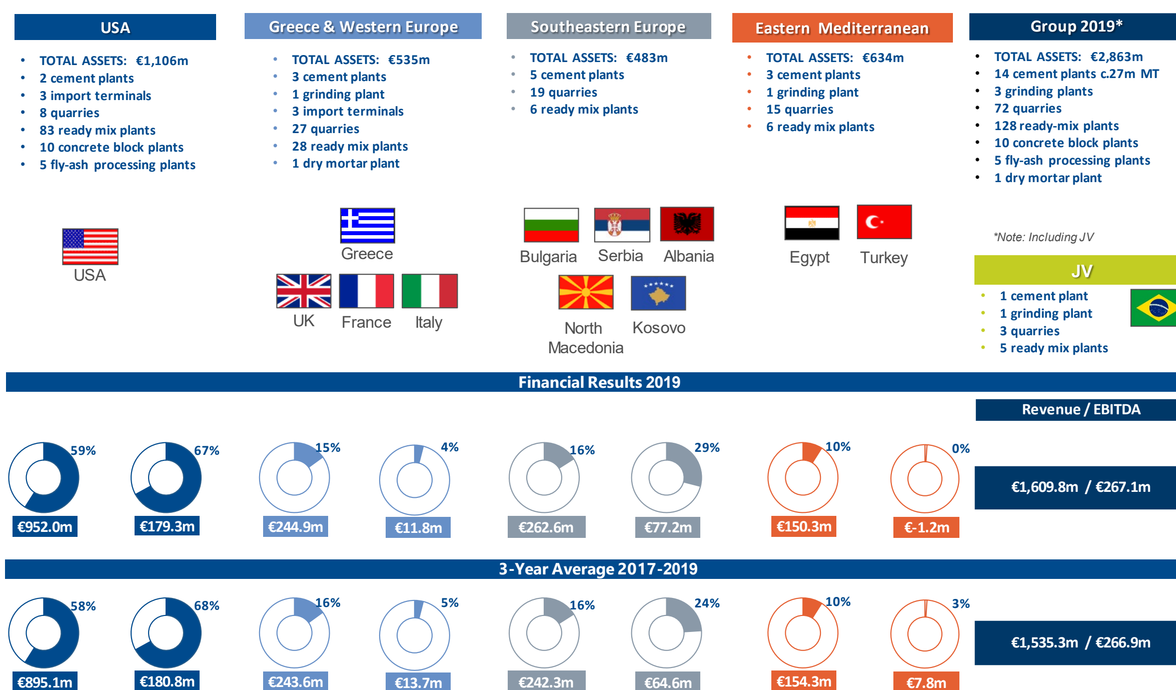
TCI is the parent company of a vertically integrated group that manufactures, distributes and trades cement, aggregates, ready-mix concrete and related building products in four regions: (i) the United States (including Canada), (ii) Greece and Western Europe (including import terminals in France, Italy and the United Kingdom), (iii) Southeastern Europe (including Albania, Bulgaria, North Macedonia, Kosovo, Serbia and Montenegro) and (iv) the Eastern Mediterranean (including Egypt and Turkey).

The Group operates a multi-regional business with two cement plants in the United States, three in Greece, two in Egypt and one in each of Albania, Bulgaria, North Macedonia, Kosovo, Serbia, Turkey and Brazil.

The Group (including its joint venture in Brazil) operates 14 cement plants, three grinding plants, 33 distribution terminals, including six import terminals, 72 quarries, 128 ready-mix plants, ten concrete block plants, five fly-ash processing plants and one dry mortar plant. The Group's total cement capacity (including cement, grinding plants and cementitious materials) is approximately 27.3 million MT per year. In addition to the Group's operations in the four regions mentioned above, the Group also participates in a joint venture in Brazil (Companhia Industrial De Cimento Apodi ("**Cimento Apodi**")), the results of which are consolidated by the Group on an equity basis. A complete list of the subsidiaries of TCI can be found in Note 16 of the 2019 Consolidated Financial Statements, which have been incorporated by reference in this Offering Circular.

As at 31 May 2020, the Group had total assets of €2.9 billion. As at 31 December 2019 and 2018, the Group had total assets of €2.9 billion. For the five-month periods ended 31 May 2020 and 2019, the Group generated revenue of €641.8 million and €655.4 million and EBITDA of €97.3 million and €92.2 million, respectively. For the years ended 31 December 2019 and 2018, the Group generated revenue of €1,609.8 million and €1,490.1 million and EBITDA of €267.1 million and €259.7 million, respectively. For the five-month periods ended 31 May 2020 and 2019, 85.6 per cent and 84.1 per cent of the Group's revenue and 96.5 per cent and 93.4 per cent of the Group's EBITDA, respectively, was generated outside Greece and Western Europe. For the years ended 31 December 2019 and 2018, 84.8 per cent and 84.1 per cent of the Group's revenue and 95.6 per cent and 95.8 per cent of the Group's EBITDA, respectively, was generated outside Greece and Western Europe.

The following table shows the geographic diversification of the Group's operations by region for the three-year average (2017-2019), and the year ended 31 December 2019:



The Group has grown its production even during recent economic downturns, as its cement production capacity has reached 27.3 million MT as at 31 May 2020. The Group's management believes that this growth has been driven as part of the Group's geographic diversification, which has allowed areas of growth to mitigate the effects of regions in which the construction sector has remained stagnant.

1. History

TCC was founded in 1902 with the establishment of the first cement plant in Greece in the town of Elefsina. On February 16, 1911, TCC became a public limited liability company (*société anonyme*) under the name Titan Cement Company S.A., under Royal Decree dated 19.4/1.5.1835. Registered in the General Electronic Commercial Registry with register No. 224301000 (formerly the Register of Sociétés Anonymes Number 6013/06/B/86/90).

The Group's second cement plant in Greece began operations in Thessaloniki in 1962. The Group began operating its third and fourth cement plants at Drepano (located in the Peloponnese region) and Kamari (located near Athens) in 1968 and 1976, respectively. By 1980, the Group was the second largest Greek exporter, and in 1985 it made its first exports to the United States. By the end of 1994, the Group operated its own cement distribution terminals in New Jersey (United States), Venice (Italy), Marseille (France) and Hull (United Kingdom).

The Group's overseas expansion began in 1992, when it acquired a controlling stake in Roanoke Cement, Virginia, United States. In 1998, the Group acquired a majority holding in the Plevenski Cement in Bulgaria and in Cementarnica Usje in North Macedonia. In 1999, the Group entered the Egyptian market by the acquisition, through a 50/50 joint-venture with the Lafarge Group, which at the time owned a 76.0 per cent stake in Beni Suef Cement Company ("**Beni Suef**").

In 2000, the Group acquired a significant presence on the U.S. East Coast with vertically integrated activities stretching from the south of New York to Florida. The Group purchased Tarmac America, by acquiring 100.0 per cent of the Roanoke (Virginia) and the Pennsuco (Florida) cement plants, as well as two quarries, 45 concrete production facilities and three cement distribution terminals in Norfolk (Virginia), Tampa (Florida) and New Jersey.

In 2002, the Group reinforced its position in Southeastern Europe through the acquisition of the Serbian cement company, Kosjeric. In the same year, the Group announced a 50.0 per cent acquisition, through its existing joint venture with the Lafarge Group in Egypt, of the Egyptian cement company Alexandria Portland Cement Company ("**Alexandria Portland**"). In 2003, within the framework of the Group's strategy to expand its cement holdings internationally, the Group acquired Zlatna Panega Cement AD in Bulgaria. Subsequent to the acquisition of the Zlatna Panega cement in Bulgaria, and with the aim of simplifying the shareholding structures and balancing its presence in the different markets of the region, the Group announced the conclusion of the sale of 99.9 per cent of PLEVENSKI Cement AD in Bulgaria and the acquisition of a 46.5 per cent stake in Usje Cementarnica AD in the North Macedonia, which resulted in the increase of the Group's stake in the company to 94.8 per cent.

Throughout 2006 and 2007, Titan America, the Group's subsidiary operating in the United States, expanded its vertically integrated activities through a mix of acquisitions and organic growth of ready-mix units, aggregates and building blocks. In 2010, the Group completed the construction of a new cement plant in Albania, Antea.

In 2008, the Group acquired (through a 50/50 joint venture with the Cem Sak Group) a 50.0 per cent equity stake in Adocim Marmara Cimento Beton Sanayi ve Ticaret A.S. in Turkey ("**Adocim Marmara**"). During the same year, the Group acquired Lafarge's 50.0 per cent stake in the Lafarge-Titan Egyptian Investments joint venture, which consisted of two cement plants in Egypt, Alexandria Portland and Beni Suef and took over the completion of construction of a second production line in Beni Suef.

In December 2010, the Group announced the signing of a definitive agreement with the Privatization Agency of Kosovo for the purchase, through Sharr Beteiligungs GmbH (owned by 51.0 per cent by the Group), of the Sharr cement plant.

In 2016, the Group expanded its geographical footprint in Brazil by acquiring an equity stake in Cimento Apodi (47.0 per cent in September 2016 and a further 3.0 per cent in September 2017), a cement manufacturer in the state of Ceará in Northeast Brazil with a production capacity of more than 2.0 million MT of cement per year.

In October 2018, the Group concluded a transaction to increase its participation in its joint venture in Turkey, Adocim Cimento, by acquiring an additional 25.0 per cent of Adocim Cimento from its joint venture partner increasing the Group's overall holding to 75.0 per cent of Adocim Cimento's share capital, while at the same time disposing of its 50.0 per cent participation in its grinding plant in Antalya. The results of Adocim Cimento are fully consolidated with the Group results, see Notes 16 and 15.2 of the 2019 Consolidated Financial Statements, which have been incorporated by reference in this Offering Circular.

In July 2019, TCI announced the successful outcome of the voluntary share exchange offer that was submitted on 16 April 2019 to acquire all of the ordinary and preference shares issued by TCC. The result was that 93 per cent of TCC's ordinary shares and 92.36 per cent of TCC's preference shares were tendered. Given the successful outcome of the tender offer, TCI became the parent company of the Group and its shares were listed on 23 July 2019 on Euronext Brussels, the Athens Stock Exchange and Euronext Paris. On 19 August 2019, TCI completed the correlated squeeze-out procedure and acquired 100 per cent of the ordinary and preference shares of TCC from its minority shareholders.

In November 2019, the Group acquired the minority stakes of IFC in the Group's subsidiaries in Southeastern Europe, including Albania, Serbia, North Macedonia and Kosovo, and Egypt for an aggregate price €81.8 million.

2. The Group's Competitive Strengths and Strategy

2.1 An established Group with a Strong Shareholder Base, Dedicated Management Team, Strong Governance and a Long-Term Vision

TCC is one of the oldest corporations in Greece, founded more than 115 years ago and TCC was listed on the Athens Stock Exchange from 1912 until 2019. The founding family members have been the key shareholders of TCC throughout the Group's history. The Group's governing objective is to grow as a multi-regional, vertically

integrated building materials producer, combining an entrepreneurial spirit and operational excellence with respect for people, society and the environment. To achieve this objective, the Group focuses on its long-term strategic priories of geographical diversification, continuous competitive improvement, vertical integration and human capital and corporate social responsibility ("**Corporate Social Responsibility**" or "**CSR**"), which are underpinned by a committed management team, strong corporate governance and are backed by its core shareholders. The Group's inclusive strategy combines a focus on commercial priorities with a range of stakeholder needs over the long-term, taking into account both its financial and sustainability considerations. The Group's corporate strategy is developed and continually refined in the context of the global and local markets in which it operates.

A focus on human resources and Corporate Social Responsibility is a key part of the Group's corporate strategy, and the Group develops and continuously improves its relations with all internal and external stakeholders based on mutual respect and understanding. For details on the Group's CSR policy, see "*—Corporate Social Responsibility and Sustainable Development*" below.

The Group has always been a people-driven organization. It builds long-term relationships with employees grounded on mutual trust, reliability and shared values. The Group continues to provide significant employment opportunities worldwide and is committed to investing substantial resources in developing its employees' knowledge and skills. Moreover, in 2016, the Group introduced an internal platform, "Leading the Titan Way," for empowering employees to:

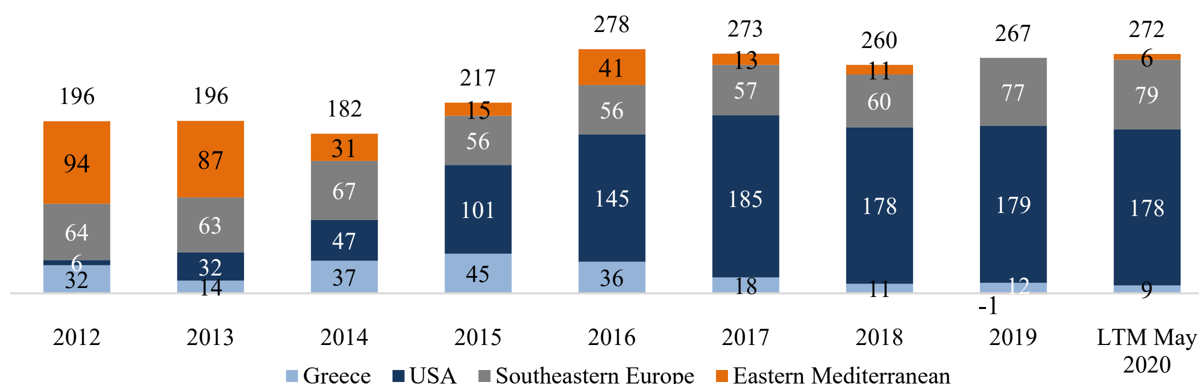
- build unity and facilitate cooperation;
- provide solutions and deliver results;
- envision and implement change inside the group; and
- inspire and develop people.

2.2 A Geographically Diversified Portfolio with a Good Mixture of Assets in Emerging and Developed Markets and Leading Market Positions

The Group currently operates across four distinct geographical regions, specifically Greece and Western Europe, the United States, Southeastern Europe and Eastern Mediterranean. To further diversify geographically, the Group may selectively extend its operations and strengthen its asset portfolio through acquisitions in existing or attractive new markets and joint ventures in regions that offer attractive economics and meaningful diversification potential, or by developing plants or other facilities in new sites. This geographical diversification reduces the Group's reliance on any one market, provides the Group with additional export opportunities and furthers its ability to capture future growth opportunities across the globe.

The Group's geographical diversification has been a key advantage over time as conditions in specific markets vary widely. As shown in the graphic below, throughout the last decade, Southeastern Europe and Eastern Mediterranean have underpinned the Group's EBITDA, while the U.S. market initially and the Greek market subsequently experienced challenging market conditions. During recent years, the recovery in the United States market has counterbalanced weaker trends in the other regions in which the Group operates. The U.S. market is expected to remain the key driver for the Group's operating performance.

The evolution of the Group's EBITDA is presented below for the relevant periods (in million Euros):

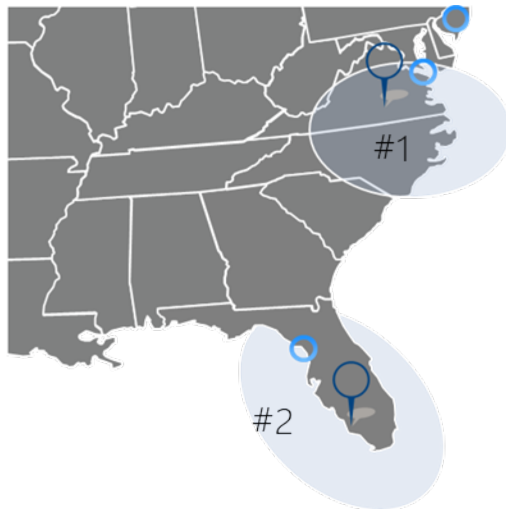


For the year ended 31 December 2018, the Group demonstrated a degree of geographic diversity in its earnings, with a relatively low dependence on Greece. The United States, which the Group first entered in 1985, grew in the year ended 31 December 2019 to represent 59.1 per cent of the Group's revenue and 67.1 per cent of the Group's EBITDA. Greece accounted for 15.2 per cent of the Group's revenue and 4.4 per cent of the Group's EBITDA in the year ended 31 December 2019 with domestic cement sales representing less than one-third of the production of Greek plants due to the continuing distressed economic environment. As a result, exports from Greece to the United States, Italy, France and the United Kingdom continued to absorb more than two-thirds of production. Southeastern Europe has acted as a steady cash flow source for the Group, while Egyptian operations achieved fuel sufficiency, leading to lower cost base. The Group believes that it is well prepared to serve a growing although oversupplied market.

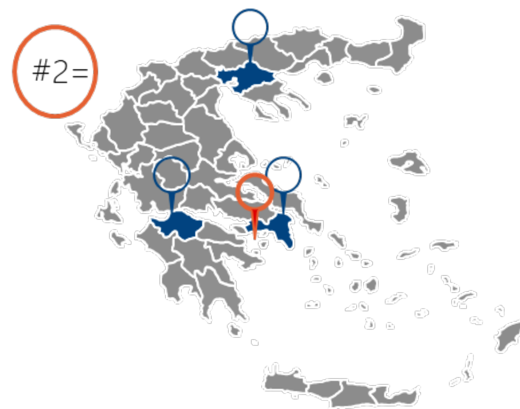
In 2016, the Group expanded its geographical footprint in Brazil, with the acquisition of a 47.0 per cent equity stake in Cimento Apodi, a Brazilian cement manufacturer operating in the state of Ceará in Northeast Brazil. The Group increased its stake in Cimento Apodi in 2017 to 50.0 per cent. Cimento Apodi owns and operates a modern integrated cement plant in Quixeré, which has been in operation since 2015, and a grinding cement plant in Pecém port, close to the city of Fortaleza, which has been in operation since 2011. Cimento Apodi has a production capacity of over 2.0 million MT of cement per year. With this investment, the Group believes it has entered a market with long-term potential, joining forces with well-established local partners and investing in state-of-the-art facilities.

The Group benefits from production and distribution facilities which are located close to its end markets, and in most of the markets in which it operates, the Group commands a top-three market share. In the United States, the Group has a significant presence in the East Coast area and the Group's management believes the Group is well positioned to capture growth in the region. It ranks first in Virginia and second in Florida. Both states are experiencing strong growth in construction activity. The Group is also active in the states of North and South Carolina through vertical integrated operations. The Group's import terminals located in Norfolk (Virginia) and Tampa (Florida) provide flexibility by allowing for cement imports from the Group's other plants to serve additional demand in Virginia and Florida. Moreover, the Group also owns a terminal in New Jersey, which allows it to serve the New Jersey and New York markets. In Greece, the Group's plants are close to the three major cities and ports, facilitating exports, and the Group is the largest operator in aggregates and ready-mix concrete. In Southeastern Europe, the Group is the largest producer of cement and covers the whole region through synergies among countries. In Egypt, the Group's plants are located in Cairo and Alexandria, the key demand centers of the country, while in Turkey, the Group's cement plant is located in the northeast, near the Black Sea region, and its grinding plant is located in Marmara.

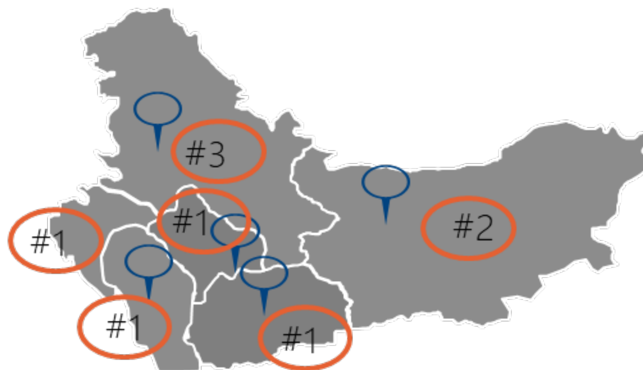
USA



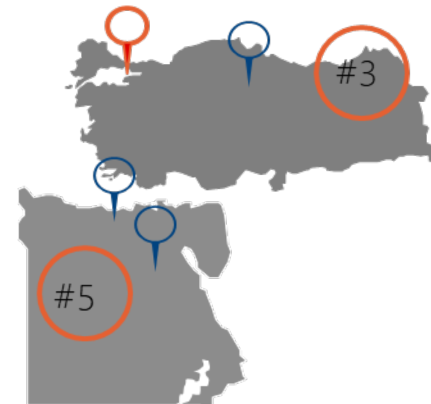
Greece

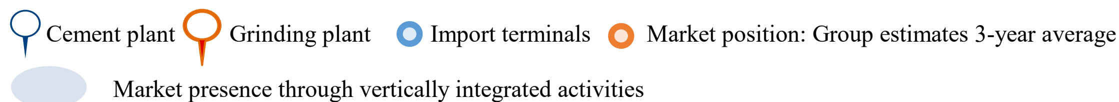


Southeastern Europe



Eastern Mediterranean





2.3 Vertically Integrated Business Model, Strengthening Market Positions for Maximum Value

In addition to its principal cement offering, the Group extended its product offering into other product areas in the cement value chain, such as ready-mix concrete, aggregates, concrete blocks, dry mortars and fly-ash (a strategy that the Group refers to as "vertical integration"). The Group owns and operates its own grinding plants, distribution terminals, ready-mix plants and quarries in locations where it is commercially advantageous to do so.

The Group runs its operations across its geographical locations, particularly in the U.S. and Greek markets, in a vertically integrated manner which allows it to ensure access to the market, reduce its reliance upon external suppliers and distributors, reduce earnings volatility, operate its cement plants at higher capacity rates, enjoy economies of scale and increase proximity to end users. Vertical integration has resulted in revenue from products other than cement contributing 43.5 per cent of the Group's revenue of €1,609.8 million for the year ended 31 December 2019, compared to 21.0 per cent of the Group's revenue of €267.0 million in 1992.

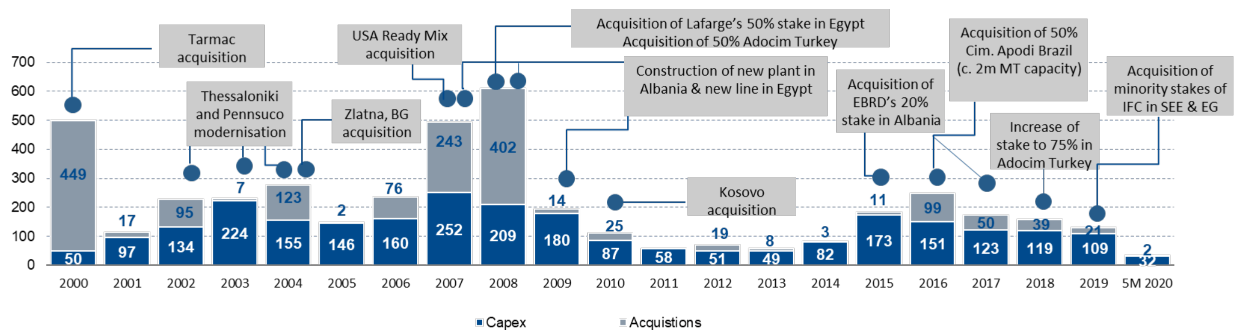
2.4 Well Invested, Low Cost, Modern Asset Base, Well Positioned for Future Growth

The Group maintains a well invested asset base across geographies with most of the Group's plants being either newly built or upgraded within the last decade, providing flexibility on capital expenditure management during the down-cycles. Moreover, historically the Group has demonstrated its ability to operate with low capital expenditures, particularly in the aftermath of financial crisis. Since 2000, the Group has invested approximately

€4.3 billion, of which approximately €2.6 billion was invested in both organic expansion and maintenance projects in connection to the Group's existing plants, and approximately €1.7 billion in new acquisitions (net of disposals).

The Group accelerated capital investment over the course of a two-year period, 2015 and 2016, and implemented a €324.0 million capital expenditure program, with a primary focus on technology competitiveness, revenue growth, cost efficiencies, capital investment and environmental protection. The majority of the capital expenditure program was directed primarily to the United States and then to Egypt to further improve operating performance and fuel costs savings. In addition, the Group undertook several projects to improve operating efficiencies by implementing new SAP and IT systems, centralizing procurement, optimizing the supply chain, leveraging digital technology and automating the maintenance process. Looking forward, having completed these major upgrades, the Group expects its capital expenditure to revert to lower levels, focusing primarily on maintenance and normal course of business improvements.

The chart below sets forth the Group's capital expenditures and amounts spent for acquisitions for the relevant periods (in million Euros):

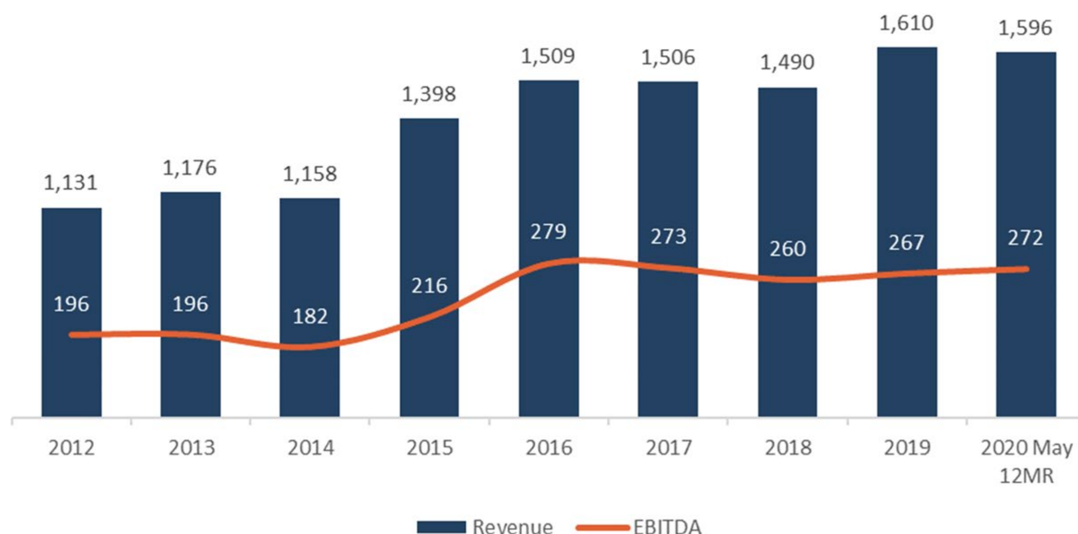


The Group aims at continuously improving its cost structure and productivity, and enhancing its competitive position by investing in its asset base and implementing new methods and processes throughout its business. To this end, the Group strives for the optimal utilization of its human resources, encouraging the adaptation of its workforce to the Group's international identity, transferring production know-how, as well as rationalizing and modernizing operations. The Group also makes persistent efforts to reduce its CO_2 emissions through the use of the best available technologies, the production of blended cement and increased consumption of alternative fuels, thereby demonstrating its commitment to environmental issues.

The Group's latest areas of focus include excellence in operational maintenance, new digital and IT infrastructure, enhanced product and process innovation capacity, as well as two major Group-wide initiatives, on procurement and people development.

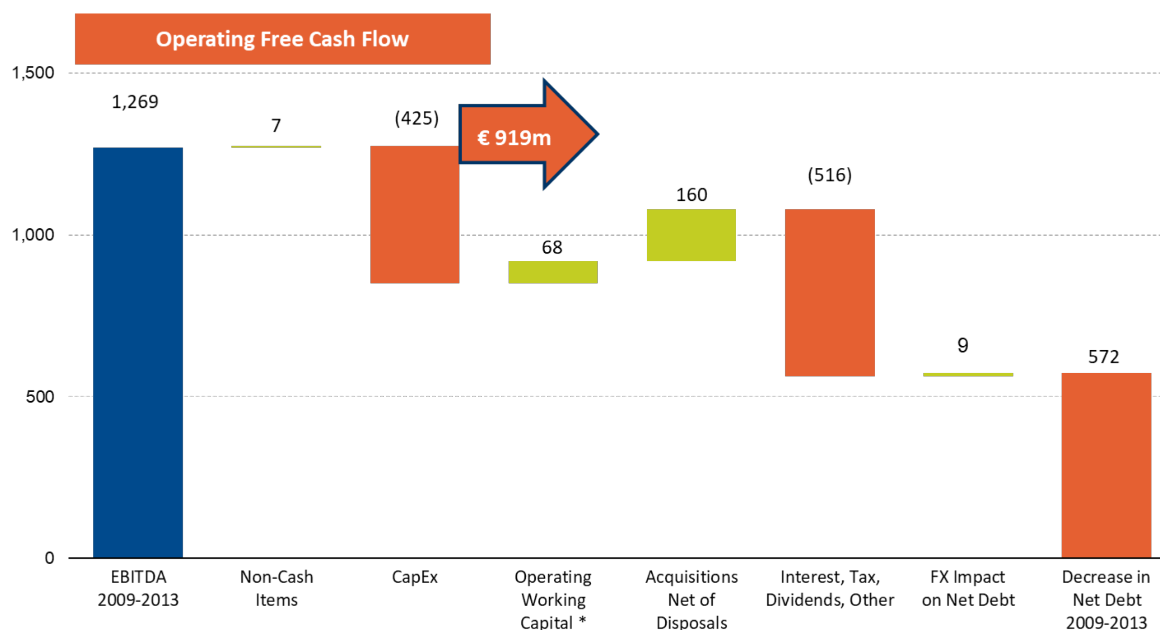
2.5 *Strong Financial Track Record with Healthy Cash Flow Generation and Proven Ability to Manage Leverage*

The Group has achieved significant growth and robust cash generation during the last eight years. The Group's revenue increased from €1,130.7 million in the year ended 31 December 2012, to €1,596.2 million in the twelve month period ended 31 May 2020. The Group's EBITDA increased from €195.8 million in the year ended 31 December 2012 to €272.2 million in the twelve month period ended 31 May 2020.



The Group has demonstrated its ability to adapt its leverage policy to meet growth opportunities and safely navigate volatile macroeconomic periods. In an effort to strengthen its financial position during the global economic crisis from 2009 to 2013, the Group generated €919.0 million operating free cash flow and successfully deleveraged and reduced its Net Debt by €572.0 million during such period.

The below chart shows the Group's sources and uses of cash during the period 2009-2013:

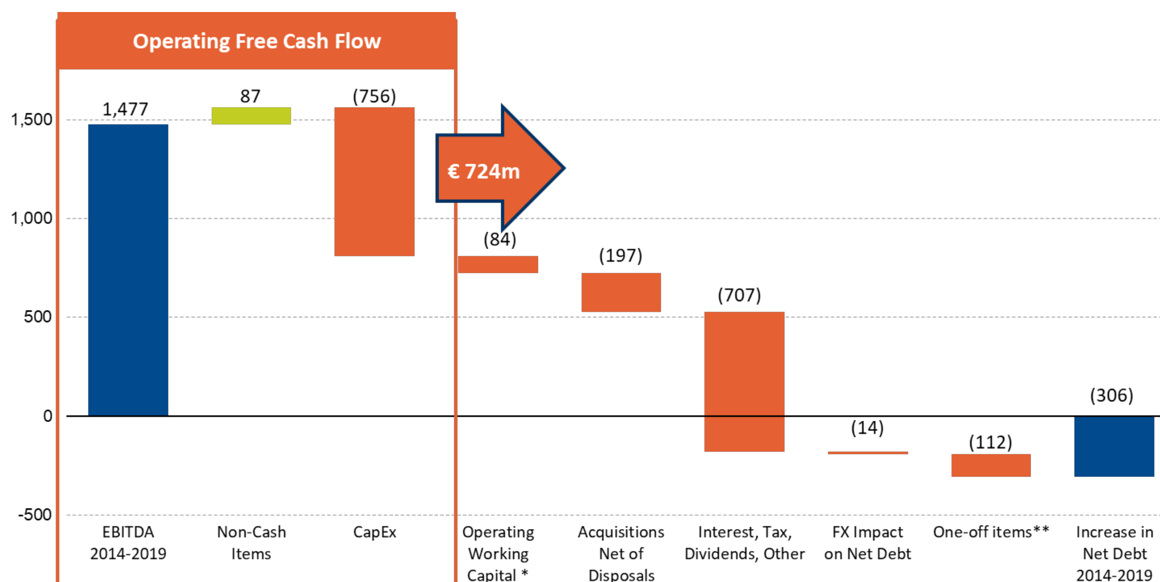


(1) Acquisitions, Interest and tax related payments are presented separately and excluded from Operating Working Capital cash movements.

(2) Excludes the effects of Adocim's Full Consolidation / Equity.

On the contrary, continued cash flow generation over the period 2014 to 2019, facilitated the Group to invest in growth and operational excellence initiatives, as well as in new acquisitions, resulting in an increase of €306.0 million to its Net Debt.

The below chart shows the Group's sources and uses of cash during the period 2014-2019:

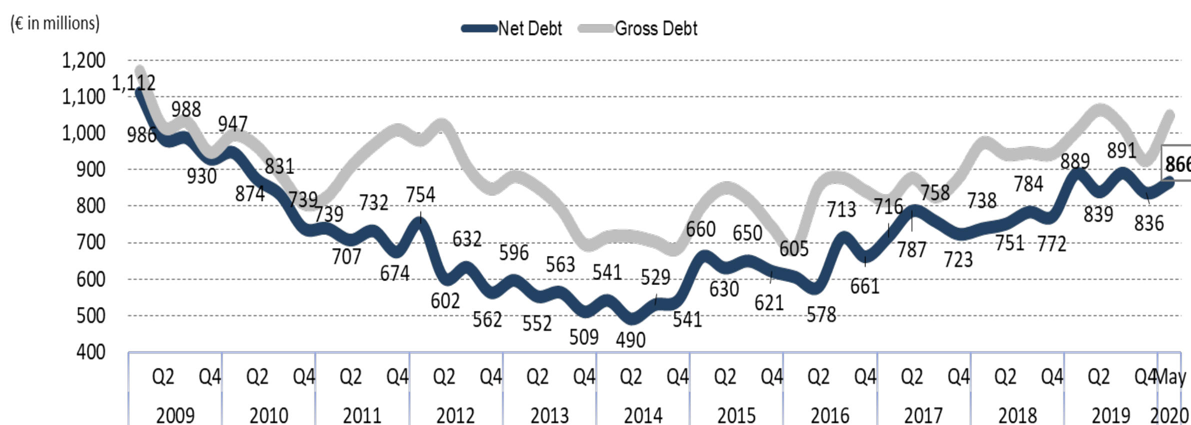


(1) Acquisitions, Interest and tax related payments are presented separately and excluded from Operating Working Capital cash movements.

(2) Excludes the effects of Adocim Full Consolidation / Equity.

(3) One-off items include the impact of adoption of IFRS 16 and the purchase of own shares (squeeze-out) for the new listing of TCI in 2019.

The chart below sets forth the Group's Gross Debt (in grey) and Net Debt (in blue) evolution as at the end of the respective periods (in million Euros):



(1) Figures as at 30 June 2019, as at 31 December 2019 and as at 31 May 2020, reflect the impact of IFRS 16 (Leases) without restating the historical comparative figures, including with respect to short- and long-term lease liabilities.

(2) Net Debt corresponds to the Group's short-term borrowings plus long-term borrowings less cash and cash equivalents (excluding the Group's joint venture in Brazil) at the end of the respective period.

(3) Gross Debt corresponds to the Group's short-term borrowings plus long-term borrowings (excluding the Group's joint venture in Brazil) at the end of the respective period.

The Group has in the past entered into strategic partnerships with international organizations, most notably with the IFC, the development branch of the World Bank, which acquired a minority stake in the Group's operations in Egypt in November 2010 and a minority stake in the Group's operations in the Western Balkans in June 2012. In November 2019, the Group acquired the minority stakes of IFC in the Group's subsidiaries in Southeast Europe, including Albania, Serbia, North Macedonia and Kosovo, and Egypt for an aggregate price €81.8 million. This further investment highlights the Group's long-term commitment in Southeastern Europe.

The Group's dividend and distribution policy is driven by the aim of ensuring the soundness of the Group's statement of financial position and the maintenance of its financial ratios in line with the targets set by the Group.

Moreover, the Group manages liquidity risk by putting in place adequate credit facilities with international banks well in advance of its financing needs, as well as by diversifying its funding through capital markets financing. The Group has successfully completed multiple bond issuances, thereby increasing the proportion of debt funding from bond markets to 60.6 per cent of its indebtedness as at 31 May 2020, from 31.0 per cent as at 31 December 2013. In November 2017, the Group issued €250.0 million notes due 2024 with a 2.375 per cent coupon, increased by a €100.0 million additional tap issuance in January 2018. Additionally, in April 2017, the Group refinanced and extended up to January 2022 a €300.0 million multicurrency revolving committed facility agreement between TGF and a syndicate of banks, including HSBC Bank plc (the "**Multicurrency Facility**") serving mainly as a standby buffer facility. In December 2019, TCI acceded as a guarantor and obligor to the Multicurrency Facility and the Multicurrency Facility was amended to reduce the available commitment to €200.0 million, with more competitive margins aligned with the prevailing market conditions. As of the date of this Offering Circular, the Group has not drawn any amounts under the Multicurrency Facility. The Group repaid an amount of €160.6 million 4.25 per cent of its outstanding notes that matured in July 2019.

The Group enters into hedging transactions to match its risk profile under its commercial, investment and borrowing activities and does not engage in speculative transactions. As at 31 May 2020 and 31 December 2019, the Group had €206.2 million and €242.0 million, respectively, of long-term committed and undrawn bank facilities and €181.5 million and €90.4 million, respectively, of cash and cash equivalents, to service its short-term liabilities.

3. Impact of COVID-19

Beginning in December 2019, a new strain of the coronavirus ("**COVID-19**") has spread rapidly throughout the world, including in the United States, Europe and Southeastern Mediterranean, affecting the jurisdictions in which the Group operates. This pandemic and associated governmental responses have adversely affected workforces, consumer sentiment, economies and financial markets, and, along with decreased consumer spending, have led to an economic downturn in many of the markets in which the Group operates.

Since mid-March 2020 the outbreak of COVID-19 had a significant, although unevenly distributed impact on demand for the Group's products. The early impact of the pandemic on its sector was less severe than what initially projected. Construction has been deemed to be an essential service in most markets and all of the Group's cement plants continued their operations, adjusting their production to satisfy the current level of demand.

From the emergence of the COVID-19 pandemic, the Group's focus was to protect its employees and their families, along with its business partners, customers and its local communities, particularly the most rural and distant from authorities and public care.

The Group took additional protective measures for those working on-site to ensure they operate under the safest possible conditions. Over 35 per cent of total employees switched to remote working. It organized communication with management and experts to ensure that all may have updated and complete information and support as needed. The Group also continued its collaborative efforts with local authorities, public health institutions and

civil society organizations focused on health, safety and hygiene. It supported financially and with equipment the operation of local hospitals and medical care centers in several locations. At the same time, the Group ensured that disruptions to its operations were minimal and that it continued to provide the best possible service to its customers.

In the context of considerable uncertainty, the Group has taken action to anticipate developments, including improving its liquidity position to approximately over €400 million (cash and undrawn committed loan facilities) as of 31 May 2020, reviewing its capital expenditures plan and suspending €50 million of non-essential expenditure for the year 2020 and is in the process of materializing approximately €33 million of cost savings throughout the year 2020. The Group closely monitors the situation in order to further adjust to the evolving market dynamics.

4. Selected Financial Information and Other Data

The tables below set out selected financial information for the Group as at and for the years ended 31 December 2019, 2018 and 2017 and as at 31 May 2020 and for the five-month periods ended 31 May 2020 and 2019. The financial information presented below is derived from the 2018 Consolidated Financial Statements, the 2019 Consolidated Financial Statements and the unaudited preliminary financial information of TCI as at 31 May 2020 and for the five months ended 31 May 2020 and 2019.

	For the Year Ended 31 December			**For the Five-Month Periods Ended 31 May**	
	2019	**2018**	**2017**	**2020**	**2019**
		(€ million) *(audited)*		*(€ million)* *(preliminary and unaudited)*	
Income Statement Data:					
Revenue	1,609.8	1,490.1	1,505.8	641.8	655.4
Cost of sales	(1,184.9)	(1,091.1)	(1,070.3)	(481.9)	(497.4)
Gross profit before depreciation, amortization and impairment, administrative, selling and marketing expenses	**424.9**	**399.0**	**435.5**	**159.9**	**158.0**
Administrative, selling and marketing expenses	(161.5)	(147.5)	(148.1)	(63.5)	(66.8)
Other net operating income, net impairment losses of financial assets	3.7	8.2	(14.0)	1.0	1.1
Profit before interest, taxes, depreciation, amortization and impairment (EBITDA)	**267.1**	**259.7**	**273.4**	**97.3**	**92.2**
Depreciation, impairment and amortization	(140.0)	(115.8)	(116.4)	(58.9)	(56.1)
Net finance costs	(59.6)	(63.8)	(64.1)	(30.6)	(25.6)
(Loss)/ Gain from foreign exchange differences	(4.5)	9.3	(22.3)	(1.3)	(4.4)
Share of profit (loss) of associates / joint ventures	1.4	(3.7)	(7.5)	(2.1)	(2.2)
Other income/(losses), net	-	(3.1)	0.2	-	-
Profit before taxes	**64.4**	**82.6**	**63.3**	**4.4**	**3.9**
Income tax expense	(11.2)	(26.6)	(18.9)	(1.4)	(0.3)
Profit attributable to non-controlling interests	(2.3)	(2.1)	(1.6)	(0.5)	(0.2)
Profit attributable to equity holders of the parent after taxes	**50.9**	**53.8**	**42.7**	**3.5**	**3.8**

	For the Year Ended 31 December			For the Five-Month Periods Ended 31 May	
	2019	2018	2017	2020	2019
		(€ million)		*(€ million)*	
		(audited)		*(preliminary and unaudited)*	
Cash Flows Data:					
Net cash generated from operating activities..........	274.4	261.3	226.1	50.2	46.4
Net cash flows used in investing activities	(97.8)	(139.2)	(165.3)	(31.9)	(39.9)
Net cash flows (used in)/from financing activities..	(260.1)	(108.4)	(82.6)	73.6	(34.5)
Cash and cash equivalents at end of the period/year	**90.4**	**171.0**	**154.2**	**181.5**	**145.8**

Financial Position Data:	As at 31 December			As at 31 May
	2019	2018	2017	2020
		(€ million)		
		(audited)		*(preliminary and unaudited)*
Non-current assets..	2,292.2	2,204.8	2,001.4	2,251.9
Current assets	571.2	665.1	594.1	693.8
Total assets	**2,863.4**	**2,869.9**	**2,595.5**	**2,945.7**
Equity attributable to equity holders of the parent	1,375.2	1,394.1	1,307.2	1,332.5
Total equity	**1,409.8**	**1,471.3**	**1,369.7**	**1,360.6**
Non-current liabilities...................................	1,052.1	906.4	929.4	1,160.7
Current liabilities..	401.5	492.2	296.4	424.3
Total liabilities	**1,453.6**	**1,398.6**	**1,225.8**	**1,585.1**

NON-IFRS FINANCIAL DATA

The Group uses non-IFRS financial data to provide additional information to investors and to enhance their understanding of its results and to measure the performance of its business. The Group presents the below APMs because it believes that they and similar measures are widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity. The APMs may not be comparable to similarly titled measures of other companies and have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of the Group's operating results as reported under IFRS.

Although these measures are derived from the 2018 Consolidated Financial Statements, the 2019 Consolidated Financial Statements and the unaudited preliminary financial information of TCI as at 31 May 2020 and for the five months ended 31 May 2020 and 2019, they are not a measure of financial performance under IFRS, nor have these measures been reviewed by an independent auditor, consultant or expert. As these terms are defined by the Group's management, they may not be comparable to similar terms used by other companies.

Operating Free Cash Flow & Effect on Net Debt	For the Year Ended 31 December			For the Five-Month Periods Ended 31 May	
	2019	2018	2017	2020	2019
		(audited)		*(preliminary and unaudited)*	
		(€ million, except if indicated otherwise)			
EBITDA	**267.1**	**259.7**	**273.4**	**97.3**	**92.2**
Non-Cash Items[(1)]	18.3	11.9	16.7	1.5	5.9
Capital expenditures[(2)]	(109.3)	(118.5)	(122.5)	(32.6)	(42.6)
Operating working capital[(3)]	(1.0)	(1.1)	(49.2)	(47.7)	(46.5)
Operating Free Cash Flow	**175.1**	**152.0**	**118.4**	**18.6**	**9.0**
Acquisitions, net of disposals[(4)]	(13.9)	(25.3)	(48.3)	(1.8)	1.1
Payment of interest, tax, dividends and others[(5)]	(88.2)	(124.0)	(169.6)	(26.5)	(31.2)
Foreign exchange impact on Net Debt[(6)]	(25.4)	(23.5)	37.3	(20.1)	(15.8)
Net Debt of Acquired Entities[(7)]	-	(28.1)	-	-	-
Impact of IFRS 16 adoption[(8)]	(59.2)	-	-	-	(59.2)
Impact of the TCI Listing[(9)]	(52.2)	-	-	-	-
(Increase) in Net Debt	**(63.9)**	**(48.9)**	**(62.2)**	**(29.8)**	**(96.1)**

(1) Consists of non-cash items included in EBITDA such as provisions, accruals, impairment and others.

(2) Consists of acquisitions of property, plant and equipment, right of use assets, investment property and intangible assets.

(3) Consists of cash released from, or absorbed by, changes to working capital in the period, reflecting (i) (increase)/decrease in inventories, (ii) (increase)/decrease in trade and other receivables, (iii) increase/(decrease) in operating long-term receivables and payables, and (iv) (decrease)/increase in trade payables.

(4) Consists of (i) proceeds from sale of property, plant and equipment, intangible assets and investment property,(ii) payments for investing in associates and joint ventures, (iii) share capital increase in associates and joint ventures, (iv) payments for acquisition of subsidiaries, net of cash acquired and (v) acquisition of non-controlling interests.

(5) Consists of income tax paid, interest paid and received, dividends paid and received, (payments)/proceeds for purchase/sale of treasury shares and other payments of financing activities.

(6) Consists of effects of exchange rate changes on cash and debt balances.

(7) Includes Net Debt of acquired subsidiaries, namely Adocim Cimento in connection with the years ended 31 December 2018.

(8) Impact on financial liabilities following the adoption of IFRS 16 as at 1 January 2019.

(9) Consists of costs and payments in connection with the purchase of own shares in connection with the listing of Titan Cement International, including with respect to the squeeze-out procedure and transaction costs.

Net Debt & Leverage Ratio	As at 31 December			As at 31 May
		(audited)		*(preliminary and unaudited)*
		(€ million, except if indicated otherwise)		
	2019	2018	2017	2020
Gross Debt[(1)]	926.1	942.9	877.2	1,047.0
Net Debt[(2)]	835.7	771.9	723.0	865.5
Leverage Ratio[(3)]	3.1x	3.0x	2.5x	-

(1) *Corresponds to the Group's short-term borrowings plus long-term borrowings (excluding the Group's joint venture in Brazil) and, from 1 January 2019, short- and long-term lease liabilities.*

(2) *Corresponds to the Group's short-term borrowings plus long-term borrowings less cash and cash equivalents (excluding the Group's joint venture in Brazil) and, from 1 January 2019, short- and long-term lease liabilities. The table below sets forth a reconciliation of short- and long-term borrowings to Gross debt and Net Debt.*

(3) *Corresponds to the Group's Net Debt, divided by EBITDA for the last twelve months ended at each period end, after excluding certain exceptional items, which include restructuring costs, results from discontinued operations and other one-off items.*

	As at 31 December			At as May 31
	2019[(1)]	2018	2017	2020
		(audited)		*(preliminary and unaudited)*
		(€ million, except if indicated otherwise)		
Long-term borrowings	776.7	745.2	820.4	877.5
Long-term lease liabilities	46.1	-	-	43.2
Short-term borrowings	86.3	197.6	56.8	109.7
Short-term lease liabilities	17.0	-	-	16.6
Gross Debt	**926.1**	**942.9**	**877.2**	**1,047.0**
Less cash and cash equivalents	90.4	171.0	154.2	181.5
Net Debt	**835.7**	**771.9**	**723.0**	**865.5**

(1) *Figures as at 31 December 2019 and as at 31 May 2020, reflect the impact of IFRS 16 (Leases) without restating the historical comparative figures as at 31 December 2018 and 2017, including with respect to short- and long-term lease liabilities.*

5. Principal Factors Affecting the Group's Financial Condition and Results of Operations

5.1 Macroeconomic Trends in the Construction Market in the Jurisdictions in Which the Group Operates

The construction industry is cyclical and demand for building materials and services is affected by a number of macroeconomic factors such as gross domestic product growth (which tends to precede demand growth in the cement industry by approximately six to 12 months in most markets), as well as interest rates, employment, demographics and government policy. In the markets in which the Group operates, the main drivers of the construction cycle are increasing urbanization, residential construction patterns and public infrastructure spending. These cyclical factors affect demand for, and therefore volumes and pricing of, building materials and services, including the products sold by the Group.

Economic slowdowns or downturns, or declines in public investment or infrastructure spending in significant individual markets or on a regional or global scale, will generally result in lower volumes of products sold by the Group and also adversely affect their pricing, with both factors adversely affecting the Group's revenue and profit before interest and taxes. In addition to cyclical economic factors, demand for building materials and services has been, and will continue to be, affected by political instability and volatility, which varies greatly in its nature and impact across the markets in which the Group operates. For example, the Group's results of operations in the United States were negatively impacted following the global recession in 2008, which led to the collapse of the housing market and the construction sector. Similarly, in Greece, the long-term economic decline and the imposition of higher taxes on real property, in addition to periods of high political uncertainty, have led to a 50-

year low in cement consumption in 2018. Infrastructure spending is largely dictated by the government budget and developmental needs of the country, which in turn are driven by a range of underlying variables such as the level of tax revenues and political conditions. Permit costs and levies may also affect the Group's business or the construction industry as a whole. In some circumstances these costs may be difficult to pass on to customers, for example in Egypt, where the Group competes with a cement plant owned by the national army, and where significant supply in the market dictates that prices remain low.

The Group's results are also dependent on its ability to react swiftly and effectively to changes in market conditions. During periods of a downturn in demand, the Group may continue to accrue fixed costs to maintain its plant and labour force, which could lower profitability in combination with any reduction in lower volumes of its products sold.

5.2 Geographic Diversification

The Group actively employs its geographical diversification strategy to mitigate the adverse effects of the construction sector's cyclical nature, the macroeconomic trends affecting the markets in which the Group operates and other regional variations which impact specific geographical markets. The Group also pursues its strategy through acquisitions in markets in which the Group was not previously present, such as the acquisition of Cimento Apodi in 2016 in Brazil. For example, although the U.S. residential construction market collapsed in the 2007-2009 recession, it has seen a relatively strong recovery since, whereas other regions either have not experienced a downturn at the same time, or have not recovered at the same rate. Demand can also be less predictable in emerging markets such as Egypt and Turkey, which the Group believes will prove to be high-growth markets in the long term, but which may experience variable progress in any given year.

In the decade since the global financial crisis in 2007-2009, the Group's sales and prospects have diminished in its historical home market in Greece, and have significantly grown in the United States and other global markets. Prior to the extended economic stagnation in Greece, residential construction accounted for a majority of the Group's cement sales in the country; whereas currently, demand for building materials used in housing in Greece is at a near five-decade low, with signs that the construction industry has entered a gradual recovery state. In contrast, the revenue and profitability of Titan America has posted continuous and marked improvement in the last five years, in tandem with the strong recovery of the construction sector in the United States, where demand is driven by population growth and healthy federal and state fiscal budgets which translate into significant funding of infrastructure projects. The Group's successful geographical diversification strategy and the Group's reliance on the United States operations is also highlighted by the EBITDA derived from the U.S. Group's operations as a percentage of the Group's EBITDA, amounting to 67.1 per cent of the Group's total EBITDA in the year ended 31 December 2019. In the years ended 31 December 2019 and 2018, 59.1 per cent and 57.7 per cent of the Group's total revenue (excluding intra-Group sales) was generated by its operations in the United States, 15.2 per cent and 15.9 per cent by Greece and Western Europe, 16.3 per cent and 16.0 per cent by Southeastern Europe and 9.4 per cent and 10.4 per cent by its Eastern Mediterranean operations, respectively.

5.3 Costs of Energy, Raw Materials and Transportation

Cement production is highly energy-intensive, resulting in significant fuel and electricity expenses for the Group. The Group requires thermal energy from sources such as coal or natural gas to fire its kilns, and electrical power to move heavy equipment in the Group's plants, such as cement and grinding plants. In addition, the products manufactured by the Group are heavily dependent on the availability of raw materials, including, among others, limestone, clay and gypsum. Raw material and energy costs are therefore a significant component of the Group's cost of sales.

The Group's energy is procured through a variety of arrangements in the markets in which it operates, but is principally through open market purchases or short-term (three to 12 month) forward agreements. As a result, the Group's results of operations are affected by movements in energy prices . Energy prices and, to a lesser extent, raw material prices, are subject to significant price fluctuations beyond the Group's control. Although options are limited for hedging movement in prices for thermal energy, more options are available in relation to electricity,

as electricity trading is permitted in some markets. The Group does not enter into long-term hedging instruments in connection with thermal and electric energy prices, and its hedging exposures are limited to taking positions less than 12 months forward and are for hedging rather than speculative purposes. Also, in certain of the markets in which the Group operates, electricity prices are also influenced by governmental policy. For example, in July 2018, the government of Egypt decreased subsidies on electrical energy, which led to a 43.0 per cent increase in electricity costs for the industrial sector and contributed to higher cost of sales for the Group's operations in Egypt.

Changes in energy prices typically also result in corresponding increases or decreases in the Group's transportation costs, which are substantial due to the heavy weight of its products. The Group seeks to control transportation costs by passing them on to customers to the extent possible. In addition, the Group mitigates its exposure to transportation cost increases through the strategic placement of quarries and aggregate production sites in geographic proximity to key markets. The Group's transportation costs are typically incurred for either (a) domestic land transportation within each market where its products are sold or (b) shipping (by sea) for the exportation of products and importation of fuels like pet-coke or coal. For its land transportation needs, the Group maintains its own fleet of trucks in the United States but in other markets may subcontract domestic transportation to independent truckers, which the Group believes can be replaced without undertaking a time-consuming or burdensome process, and without having a material impact to the Group's cost of sales. For its marine transportation needs, apart from one sea vessel owned by the Group (which is managed by a third-party), the Group uses third-party shipping providers at international market rates on a spot rate basis, and, therefore, is not reliant on a single or small number of third party providers as long as the spot market is functioning. In either case, both the costs of third party providers of land and sea transport, as well as the cost of fuel both introduce variability into the cost of transportation over time.

The Group has been engaging in a series of actions to reduce energy costs and the Group's environmental footprint. In recent years, investments in the Group's Greek plants were focused on cost improvements, as well as safety and environmental conditions. More than 1.3 million MT of alternative raw materials and more than 200,000 MT of alternative fuels were used, substituting for primary raw materials and fossil fuels, respectively.

5.4 Investment Program and Production Capacity

The Group's cement production capacity was approximately 27.3 million MT as at 31 May 2020. The Group has a well-invested, low-cost, modern asset base and upgrades its plants continuously, adopting modern technology and ensuring lower production costs and environmental compliance. The Group's capital expenditures amounted to €109.3 million in the year ended 31 December 2019, whereas the majority of the Group's investments were directed to the Group's United States operations. Similarly, the Group's capital expenditures amounted to €118.5 million in the year ended 31 December 2018, primarily on maintenance and modernization projects, in particular in connection with the Group's plants in the United States. For a discussion of historical capital expenditures of the Group in the periods under review, please see "*—Liquidity and Capital Resources—Capital Expenditures*."

Due to the impact of COVID-19, the Group is reviewing its capital expenditures plan and has suspended €50 million of non-essential capital expenditures for the year 2020. In the short to medium-term, the Group expects to invest primarily on maintenance and modernization projects. The timing of the incurrence of these capital expenditures will depend on the Group's results of operations, cost and availability of financing, and market conditions.

5.5 Acquisitions and Investments of the Group

Historically the Group has experienced substantial growth over time as a result of acquisitions, investing over €1.7 billion in acquisitions (net of disposals) since January 1, 2000, of which €87.5 million was invested in the three-year period from 2017 to 2019.

Since January 1, 2015, the Group:

- has acquired 20.0 per cent of the share capital of Antea, with operations in Albania, from EBRD in February 2015, increasing the Group's overall holding to 80.0 per cent of Antea's share capital (with the remaining 20.0 per cent being held by the IFC);

- has acquired an equity stake in Cimento Apodi, Brazil (47.0 per cent in September 2016 and a further 3.0 per cent in September 2017);

- has acquired the remaining 50.0 per cent of Adocim Marmara in Turkey in August 2016, increasing the Group's overall holding to 100.0 per cent of Adocim Marmara's share capital;

- has acquired an additional 25.0 per cent in Adocim Cimento in October 2018 from its joint venture partner, increasing the Group's overall holding to 75.0 per cent of Adocim Cimento's share capital; and

- has acquired the minority stakes of IFC in the Group's subsidiaries in Southeast Europe, including Albania, Serbia, North Macedonia and Kosovo, and Egypt in November 2019, and now holds all or substantially all of the entire share capital of such subsidiaries.

5.6 Seasonality

Demand for cement, aggregates and other construction materials and related services is subject to seasonal fluctuations because climate and weather conditions affect the level of activity in the construction sector. Businesses in the construction sector, including the Group, typically experience a decrease in sales in the first and fourth quarters, reflecting the effect of the winter season mostly in the northern hemisphere, including Southeastern Europe, Greece and the United States, and the rainy season in tropical climates in Latin America and Florida, and an increase in sales in the second and third quarters, reflecting the effect of the summer season. During the low seasons there is typically lower activity in the construction sector, especially where meteorological conditions make large-scale construction projects difficult, resulting in lower demand for building materials. These seasonal fluctuations can have a material effect on the Group's business, results of operations and financial condition, especially during harsh winters. In addition, heavy rainfall can adversely affect operations. Similarly, in the second half of 2017, Hurricane Irma impacted Titan America's performance in Florida and temporarily offset the underlying growth trends of the local market, leading to a loss in revenue. Conversely, an extended period of mild weather could see construction activity accelerating, which would result in additional volumes sold.

5.7 Pricing and Product Mix

The Group's results of operations are affected by its product mix and the prices and margins for its products, given that profit margins may vary between products and between different periods. Since 1992, the Group has selectively employed a vertical integration strategy, diversifying its product offering to include an increasing proportion of products other than cement (ready-mix, aggregates, dry mortars and building blocks) in addition to cement products (including cementitious materials). Such vertical integration enables the Group to channel its aggregates and fly-ash production to its customers, mainly through its ready-mix concrete and cement channels, and better adjust to fluctuating market conditions that affect pricing for the Group's products such as production costs, energy costs, transportation costs, and competitors' prices. In the year ended 31 December 2019, cement revenue represented 56.5 per cent of the Group's total revenue, compared to 79.0 per cent in 1992, whereas revenue from other products amounted to 43.5 per cent for the year ended 31 December 2019 compared to 21.0 per cent in 1992.

5.8 Currency Exchange Rates

The functional and presentation currency of the Group, in which the consolidated financial statements are presented, is the Euro. The Group operates in more than 15 countries, eight of which present their financial statements in currencies other than the Euro. Consequently, the Group's results of operations have been, and will continue to be, affected by the rate of depreciation or appreciation of the Euro against foreign currencies. Thus,

the Group is exposed to foreign exchange effects from the translation of income statements of its subsidiaries that are denominated in foreign currencies into Euros upon consolidation. The higher the contribution of non-Euro revenue and EBITDA to consolidated revenue and EBITDA, the more susceptible consolidated results are to foreign exchange fluctuations. Such translation effects are in particular relevant to the Group's United States and Egyptian operations. Moreover, the Group exports a substantial part of its Greek production to the U.S. and elsewhere through U.S. dollar denominated contracts, resulting in the revenue of the Group being affected by fluctuations in the U.S. dollar – Euro exchange rate. A weaker U.S. dollar leads to a decrease in effective export prices and puts downward pressure to the Greek and Western Europe region's revenue and profit margins in Euros.

In addition, the Group's statement of financial position is only partially hedged by debt in foreign currencies, and therefore a significant decrease in the aggregate value of such local currencies against the Euro may have a material effect on the Group's shareholders' equity. Further, such foreign exchange losses affecting the Group's equity could be also recognized as loss on the Group's income statement, should the Group dispose the relevant subsidiary. Similarly, the Group's statement of comprehensive income is also affected by foreign exchange variations, mainly deriving from the translation of the statement of financial position as well as the income statement and the statement of other comprehensive income of the Group's subsidiaries that are denominated in foreign currencies, when these are translated to Euro.

The Group seeks to reduce the overall exposure by netting purchases and sales in each currency on a global basis where feasible, and then covers its net position in the market. The Group often hedges transaction exposure by using derivative instruments, including, among others, foreign exchange forward contracts and currency swaps, besides using natural hedging to match liabilities in the same currency as the cash flow generated from operating activities. To the extent that such hedges are not effective in terms of accounting classification, they will have a direct impact on the Group's income statement.

6. Results of Operations

6.1 Summary of Results of Operations for the Five-Month Period Ended 31 May 2020

The following table sets forth the revenue, EBITDA and EBITDA Margin of the Group and by region for the five-month periods ended 31 May 2020 and 2019:

	For the Five-Month Periods Ended 31 May		
	2020	**2019**	**Change (%)**
	(preliminary and unaudited)		
	(€ million, except if indicated otherwise)		
Revenue			
United States	391.9	393.3	(0.4)
Greece and Western Europe	92.1	104.0	(11.4)
Southeastern Europe	88.9	99.2	(10.4)
Eastern Mediterranean[1]	68.9	59.0	16.9
Group	**641.8**	**655.4**	**(2.1)**
EBITDA			
United States	64.7	66.0	(2.0)
Greece and Western Europe	3.4	6.1	(45.2)
Southeastern Europe	27.5	25.9	6.1
Eastern Mediterranean[1]	1.8	(5.8)	NM
Group	**97.3**	**92.2**	**5.5**
EBITDA Margin[1] (%)			
United States	16.5	16.8	(0.3) p.p.
Greece and Western Europe	3.7	5.9	(2.2) p.p.
Southeastern Europe	30.9	26.1	4.8 p.p.
Eastern Mediterranean	2.6	(9.8)	12.4 p.p.
Group	**15.2**	**14.1**	**1.1 p.p.**

(1) EBITDA Margin is defined as EBITDA divided by revenue.

6.1.1 Group Results

Over the five-month period ended 31 May 2020, consolidated revenue of the Group at €641.8 million dropped by 2.1 per cent, following a 6.1 per cent growth recorded in the first quarter of the year and a subsequent slowdown in April and May, during the peak of the COVID-19 crisis. The impact of the COVID-19 pandemic on the Group was less severe than what was initially feared. Construction was deemed to be an essential service in most markets and all the Group's cement plants in all geographies continued their operations, adjusting their production to satisfy the level of market demand. Operating profitability in the five-month period ended 31 May 2020 recorded an improvement compared to the same period in 2019, rising by 5.5 per cent to €97.3 million reflecting a reduction in costs, mainly due to lower fuel costs. Profit before taxes remained stable at approximately €4 million (€4.4 million in the five-month period ended 31 May 2020 compared to €3.9 million in the same period in 2019). The Group's Operating Free Cash Flow was €18.6 million for the five-month period ended 31 May 2020 compared to €9.0 million in the same period in 2019, due to improved EBITDA and lower capital expenditures.

6.1.2 Results of Operations by Region

6.1.2.1 United States

Activity in the U.S. saw a strong start in the first quarter of the year 2020, with positive market trends and favorable weather conditions leading to a 6.2 per cent revenue growth compared to 2019. Operations continued uninterruptedly with a moderate slowdown of demand in Florida and the Mid-Atlantic since mid-March. The effect of lockdown measures were more felt by the Group's import terminal that supplies the New York Metro area during April, followed by a recovery of sales volumes since the beginning of May. Infrastructure construction spending was resilient whereas residential and commercial projects continued. Overall, for the five-month period ended 31 May 2020 revenue and EBITDA of the U.S. operations were close to the performance over the same period in 2019, with revenue at €391.9 million (a decrease of 0.4 per cent) and EBITDA at €64.7 million (a decrease of 2.0 per cent).

6.1.2.2 Greece and Western Europe

In Greece, the market started on a positive growth momentum in the first quarter of 2020, thanks to public works projects, tourism infrastructure spending and increased private investment, while cement export sales were at similar level with 2019. In the first quarter of the year 2020, revenue was up by 2.4 per cent compared to the same period in 2019. In April, domestic sales volumes were hit by the COVID-19 lockdown measures. Also, most export destinations postponed cement shipments because of local lockdowns. Following a weak April, resurgent demand in the domestic construction sector, as well as restored export volumes, resulted in a May performance which was at par with last year. Total revenue for the Greece and Western Europe region in the five-month period ended 31 May 2020 declined by 11.4 per cent to €92.1 million. EBITDA reached €3.4 million compared to €6.1 million in the five-month period ended 31 May 2019 reflecting the lower production levels in April and May.

6.1.2.3 Southeastern Europe

Construction in Southeastern Europe had a good start to the year with revenue at the 2019 levels, which turned to a slowdown in late March and April, primarily due to the COVID-19 lockdown measures. In May, sales volumes gradually recovered. Despite the lockdown measures and state of emergency applied in some countries in the region, which inevitably affected construction overall market demand proved quite resilient and exhibited a milder slowdown. Construction activity resumed, over the five-month period ended 31 May 2020, revenue for the Southeastern Europe region posted a 10.4 per cent decrease at €88.9 million. The combination of a positive pricing environment with declining cost of solid fuels, led to an improvement in profitability as EBITDA reached €27.5 million, increasing by €1.6 million (an increase of 6.1 per cent) compared to the five-month period ended 31 May 2019.

6.1.2.4 Eastern Mediterranean

Demand in Egypt recorded significant growth in the first quarter of the year 2020, posting about 4.7 per cent market increase. April sales continued, while there was a slowdown in May when COVID-19 spread more widely. In Turkey, the Group experienced growth in domestic sales in the beginning of the year 2020 as demand remained strong fueled by both public works and private projects. Additionally, exports contributed towards revenue growth. Total revenue in the Eastern Mediterranean region posted a 16.9 per cent increase reaching €68.9 million in the five-month period ended 31 May 2020. In the first quarter of the year 2020, revenue increased by 21.3 per cent compared to the same period in 2019. In an environment of declining solid fuel costs, but stagnant market prices at low levels, operating performance improved as EBITDA was €1.8 million positive in the five-month period ended 31 May 2020 versus a €5.8 million loss in the same period in 2019.

6.1.2.5 Brazil

The year started strong in the first quarter of 2020 for Apodi with increased sales volumes and it was followed by a slowdown due to strict COVID-19 lockdown measures. Sales rebounded in May, driven by real estate projects,

resulting in an overall revenue growth of 1.8 per cent for the five-month period ended 31 May 2020. The increase in revenue and reduction in fuel costs resulted in improved profitability.

6.2 Comparison of the Results of Operations for the Financial Years Ended 31 December 2019 and 2018

The following table sets forth the revenue, EBITDA and EBITDA Margin of the Group and by region for the years ended 31 December 2019 and 2018:

	Years Ended 31 December		
	2019	**2018**	**Change (%)**
	(€ million, except if indicated otherwise)		
Revenue			
United States	952.0	860.1	10.7
Greece and Western Europe	244.9	237.1	3.3
Southeastern Europe	262.6	238.6	10.1
Eastern Mediterranean[(1)]	150.3	154.3	(2.6)
Group	**1,609.8**	**1,490.1**	**8.0**
EBITDA			
United States	179.3	177.9	0.8
Greece and Western Europe	11.8	10.9	8.3
Southeastern Europe	77.2	59.6	29.5
Eastern Mediterranean[(1)]	(1.2)	11.3	(NM)
Group	**267.1**	**259.7**	**2.8**
EBITDA Margin[(2)] (%)			
United States	18.8	20.7	(1.9) p.p.
Greece and Western Europe	4.8	4.6	0.2 p.p.
Southeastern Europe	29.4	25.0	4.4 p.p.
Eastern Mediterranean[(1)]	(0.8)	7.3	(8.1) p.p.
Group	**16.6**	**17.4**	**(0.8) p.p.**

(1) The results of Adocim Cimento are consolidated as from October 1, 2018.

(2) EBITDA Margin is defined as EBITDA divided by revenue.

6.2.1 Group Results

6.2.1.1 Revenue

The Group's revenue for the year ended 31 December 2019 was €1,609.8 million, an increase of €119.7 million (or 8.0 per cent) compared to €1,490.1 million for the year ended 31 December 2018, mostly due i) to growth in the U.S. business, ii) increased cement sales and higher prices in Southeastern Europe due to increased construction activity that also resulted in increased plant utilization rates, and iii) increased sales in Greece benefitting from the improved domestic market conditions, in particular in the tourism sector and housing market. Titan America delivered another robust performance with increased cement sales and higher prices supported by the positive macroeconomic environment and the strong demographics in the markets in which it operates. Revenue was partially offset by lower sales of the Group's Eastern Mediterranean operations where both Egypt and Turkey faced significant challenges. In Egypt, such challenges were the result of market slowdown, increased competition and a decline in domestic cement prices whereas in Turkey, these challenges were related mostly to a decrease in cement demand.

6.2.1.2 *Profit before interest, taxes, depreciation, amortization and impairment (EBITDA) and EBITDA Margin*

The Group's EBITDA for the year ended 31 December 2019 was €267.1 million, an increase of €7.4 million (or 2.8 per cent) compared to €259.7 million for the year ended 31 December 2018, driven by improved performance mainly in the U.S. and Southeastern Europe, partially offset by higher distribution and import costs and lost earnings from the fly ash business in the U.S., weak market conditions in Egypt and Turkey, and higher overall cost of raw materials. The Group's EBITDA Margin decreased by 0.8 percentage points to 16.6 per cent in the year ended 31 December 2019, compared to 17.4 per cent for the year ended 31 December 2018.

6.2.1.3 *Net Profit Attributable to Equity Holders of the Parent*

The Group's net profit for the year ended 31 December 2019, after taxes and non-controlling interests, was €50.9 million, compared to €53.9 million in the year ended 31 December 2018, a decrease of €3.0 million (or 5.6 per cent), due to higher depreciation and impairments charge (primarily due to adoption of IFRS 16) and foreign exchange losses in 2019 compared to foreign exchange gains in 2018.

6.2.2 *Results of Operations by Region for the Years ended 31 December 2019 and 2018*

6.2.2.1 *Revenue and EBITDA*

6.2.2.1.1 United States

The Group's U.S. operations had revenue of €952.0 million for the year ended 31 December 2019, an increase of €91.9 million (or 10.7 per cent) compared to €860.1 million for the year ended 31 December 2018, primarily driven by increased sales volumes in both Florida and Mid-Atlantic, higher levels of demand for housing and increased commercial and infrastructure construction spending, improved weather conditions compared to the same period in 2018 and favourable demographics, partially offset by a decline in revenue in fly ash products due to supply shortages, as natural gas continued to replace coal as fuel in the U.S. power generation industry.

The Group's U.S. operations recorded EBITDA of €179.3 million for the year ended 31 December 2019, an increase of €1.4 million (or 0.8 per cent) compared to €177.9 million for the year ended 31 December 2018, mainly due to increased cement consumption of 2.3 per cent and increased sales volumes across all product lines, except for fly ash which was short in supply, and higher selling prices partially offset by higher cement import costs, higher distribution costs and lower than expected fly ash sales. The Group's EBITDA Margin for the U.S. region decreased by 1.9 percentage points at 18.8 per cent in the year ended 31 December 2019, compared to 20.7 per cent for the year ended 31 December 2018.

6.2.2.1.2 Greece and Western Europe

The Group's Greece and Western Europe operations had revenue of €244.9 million for the year ended 31 December 2019, an increase of €7.8 million (or 3.3 per cent) compared to €237.1 million for the year ended 31 December 2018, due to modest growth in demand, mainly in domestic cement sales volumes in the private sector, including tourism infrastructure, and the positive effect of the U.S. dollar – Euro exchange rate. However, demand remains at low levels and new major infrastructure projects were further postponed for 2020.

The Group's Greece and Western Europe operations had EBITDA of €11.8 million for the year ended 31 December 2019, an increase of €0.9 million (or 8.3 per cent), compared to €10.9 million for the year ended 31 December 2018, mainly as a result of higher revenue due to increased cement sales volumes, lower fuel costs due to higher utilization rates of alternative fuels, partially offset by a decrease in exports, in particular lower margin clinker exports. The Group's EBITDA Margin for the Greece and Western Europe region increased by 0.2 percentage points at 4.8 per cent in the year ended 31 December 2019, compared to 4.6 per cent for the year ended 31 December 2018.

6.2.2.1.3 Southeastern Europe

The Group's Southeastern Europe operations had revenue of €262.6 million for the year ended 31 December 2019, an increase of €24.0 million (or 10.1 per cent) compared to €238.6 million for the year ended 31 December 2018, primarily as a result of increased construction activity mainly in the residential segment but also in infrastructure projects, supported by continued economic growth in the markets in which the Group operates, which resulted in higher sales volumes and higher prices.

The Group's Southeastern Europe operations had EBITDA of €77.2 million for the year ended 31 December 2019, an increase of €17.6 million (or 29.5 per cent), compared to €59.6 million for the year ended 31 December 2018, mainly due to increased revenue driven by increased construction activity and higher prices and improved capacity utilization, partially offset by higher distribution and labour costs in certain of the markets in which the Group operates. The Group's EBITDA Margin for Southeastern Europe increased by 4.4 percentage points at 29.4 per cent in the year ended 31 December 2019, compared to 25.0 per cent for the year ended 31 December 2018.

6.2.2.1.4 Eastern Mediterranean

The Group's Eastern Mediterranean operations had revenue of €150.3 million for the year ended 31 December 2019, a decrease of €4.0 million (or 2.6 per cent) compared to €154.3 million for the year ended 31 December 2018, due to the challenging environment in Egypt and Turkey. In Egypt this was mostly due to the oversupply, which was enhanced by the operations of the army's plant. In Turkey, the construction industry faced significant challenges, including a substantial decrease in cement demand of approximately 30 per cent and a housing over-supply restricting demand for building materials.

The Group's Eastern Mediterranean operations had negative EBITDA of €1.2 million for the year ended 31 December 2019, compared to positive EBITDA of €11.3 million for the year ended 31 December 2018, mainly driven by low sales volumes and prices in both Turkey and Egypt, as well as higher electricity costs, the imposition of clay taxes in Egypt and the decline of the Turkish Lira. The Group's EBITDA Margin for the Eastern Mediterranean region decreased by 8.1 percentage points at negative 0.8 per cent in the year ended 31 December 2019, compared to 7.3 per cent for the year ended 31 December 2018.

6.3 *Comparison of the Results of Operations for the Financial Years Ended 31 December 2018 and 2017*

The following table sets forth the revenue, EBITDA and EBITDA Margin of the Group and by region for the years ended 31 December 2018 and 2017:

	Years Ended 31 December		
	2018	**2017**	**Change (%)**
	(€ million, except if indicated otherwise)		
Revenue			
United States	860.1	873.2	(1.5)
Greece and Western Europe	237.1	248.7	(4.7)
Southeastern Europe	238.6	225.7	5.7
Eastern Mediterranean[(1)]	154.3	158.2	(2.5)
Group	**1,490.1**	**1,505.8**	**(1.0)**
EBITDA			
United States	177.9	185.1	(3.9)
Greece and Western Europe	10.9	18.3	(40.4)
Southeastern Europe	59.6	56.9	4.7
Eastern Mediterranean[(1)]	11.3	13.2	(14.4)
Group	**259.7**	**273.4**	**(5.0)**
EBITDA Margin[(2)] (%)			
United States	20.7	21.2	(0.5)
Greece and Western Europe	4.6	7.4	(2.8)
Southeastern Europe	25.0	25.2	(0.2)
Eastern Mediterranean[(1)]	7.3	8.3	(1.0)
Group	**17.4**	**18.2**	**(0.8)**

(1) The results of Adocim Cimento are consolidated as from October 1, 2018.

(2) EBITDA Margin is defined as EBITDA divided by revenue.

6.3.1 *Group Results*

6.3.1.1 Revenue

The Group's revenue for the year ended 31 December 2018 was €1,490.1 million, a decrease of €15.7 million (or 1.0 per cent) compared to €1,505.8 million for the year ended 31 December 2017, mostly due to foreign exchange translation impact, as the Euro strengthened against the U.S. dollar and the Egyptian Pound. In addition, poor weather and prolonged maintenance projects adversely affected sales of the United States region during the first half of 2018. Also contributing to the decrease were lower sales volumes in Greece for the first half of the year, and the entrance of new supply in Egypt which reduced the volumes sold by the Group. This was partially offset by higher sales volumes in the United States and the Southeastern Europe regions, in which overall performance improved in the second half of 2018, compensating for the lower sales in the first half of 2018 compared to sales in the first half of 2017. Excluding negative foreign exchange translation impact, the Group's revenue would have increased by 2.4 per cent in the year ended 31 December 2018 compared to revenue for the year ended 31 December 2017.

6.3.1.2 *Profit before interest, taxes, depreciation, amortization and impairment (EBITDA) and EBITDA Margin*

The Group's EBITDA for the year ended 31 December 2018 was €259.7 million, a decrease of €13.7 million (or 5.0 per cent) compared to €273.4 million for the year ended 31 December 2017. The decrease was due to the foreign exchange translation impact of a strengthening Euro, mainly arising from the Group's operations in the U.S. and Egypt, as well as increased energy costs, particularly in Greece, Egypt and Southeastern Europe, and a decrease in demand in Greece. These factors were partially offset by an increase in EBITDA in Southeastern Europe due to higher revenue and the increased use of alternative fuels, which allowed the Group to mitigate the negative effects of increasing energy costs. The Group's EBITDA Margin decreased by 0.8 percentage points to 17.4 per cent in the year ended 31 December 2018, compared to 18.2 per cent for the year ended 31 December 2017.

6.3.1.3 *Net Profit Attributable to Equity Holders of the Parent*

The Group's net profit for the year ended 31 December 2018, after taxes and non-controlling interests, was €53.8 million, compared to €42.7 million in the year ended 31 December 2017, an increase of €11.1 million (or 26.0 per cent), mainly due to foreign exchange gains.

6.3.2 *Results of Operations by Region for the Year ended 31 December 2018 and the year ended 31 December 2017*

6.3.2.1 *Revenue and EBITDA*

6.3.2.1.1 United States

The Group's U.S. operations had revenue of €860.1 million for the year ended 31 December 2018, a decrease of €13.1 million (or 1.5 per cent) compared to €873.2 million for the year ended 31 December 2017, primarily driven by foreign exchange translation impact caused by the weakening of the U.S. dollar against the Euro, the wet weather that prevailed in the East Coast in the first half of the year which reduced construction activity, as well as by the effects of Hurricane Florence which struck the Southeastern and Mid-Atlantic regions in September 2018 negatively affecting the Group's sales (albeit at lower levels compared to the effects of Hurricane Irma in 2017), which were partially offset by increased sales in Florida and a positive pricing environment across the Group's products and markets in which it operates. In addition, the introduction of new supply in the New York and New Jersey areas decreased sales volumes for the Group's import terminal. Despite the above, in U.S. dollars, revenue was higher year-on-year due to high demand, healthy construction activity, higher housing starts and a growing projects backlog for the Group's operations in the U.S.

The Group's U.S. operations recorded EBITDA of €177.9 million for the year ended 31 December 2018, a decrease of €7.2 million (or 3.9 per cent) compared to €185.1 million for the year ended 31 December 2017, primarily affected by foreign exchange translation impact, changes in the product sales mix and wet weather, in particular in the Mid-Atlantic regions in 2018. The Group's production in Florida faced operational challenges for the first half of 2018 related to maintenance programs that affected the Group's production for longer than expected, and in order to meet its sales commitments, the Group had to import and sell cement through its Tampa import terminal, resulting in lower EBITDA and margins compared to sales of cement produced locally. The decrease in EBITDA was mitigated by the return of the Group's production in Florida to full capacity during the second half of 2018 and the improved results recorded in Florida. The Group's EBITDA Margin for the U.S. region decreased by 0.5 percentage points at 20.7 per cent in the year ended 31 December 2018, compared to 21.2 per cent for the year ended 31 December 2017.

6.3.2.1.2 Greece and Western Europe

The Group's Greece and Western Europe operations had revenue of €237.1 million for the year ended 31 December 2018, a decrease of €11.6 million (or 4.7 per cent) compared to €248.7 million for the year ended 31

December 2017, due to lower clinker exports and pressure on cement prices, as domestic building activity remained at low levels, with the Group's exports to the U.S. absorbing the majority of the Group's production in Greece. The launch of new major infrastructure projects was further postponed beyond 2018, while domestic demand was supported by growth in building activity in the tourism sector and the modest domestic sales growth in the second half of 2018 compared to the second half of 2017.

The Group's Greece and Western Europe operations had EBITDA of €10.9 million for the year ended 31 December 2018, a decrease of €7.4 million (or 40.4 per cent), compared to €18.3 million for the year ended 31 December 2017, mainly as a result of lower revenue and increased energy costs, due to higher pet-coke prices and electricity charges, that could not be passed on to the Group's customers through higher pricing. The Group's EBITDA Margin for the Greece and Western Europe region decreased by 2.8 percentage points at 4.6 per cent in the year ended 31 December 2018, compared to 7.4 per cent for the year ended 31 December 2017.

6.3.2.1.3 Southeastern Europe

The Group's Southeastern Europe operations had revenue of €238.6 million for the year ended 31 December 2018, an increase of €12.9 million (or 5.7 per cent) compared to €225.7 million for the year ended 31 December 2017, primarily as a result of increased demand and increased construction activity and higher volumes sold, in addition to the positive effects of economic growth that the region has experienced recently and a stable pricing environment.

The Group's Southeastern Europe operations had EBITDA of €59.6 million for the year ended 31 December 2018, an increase of €2.7 million (or 4.7 per cent), compared to €56.9 million for the year ended 31 December 2017, due to higher sales which were partially offset by increased energy costs, contained by the Group's investments for the expansion and use of alternative fuel usage. The Group's EBITDA Margin for Southeastern Europe decreased by 0.2 percentage points at 25.0 per cent in the year ended 31 December 2018, compared to 25.2 per cent for the year ended 31 December 2017.

6.3.2.1.4 Eastern Mediterranean

The Group's Eastern Mediterranean operations had revenue of €154.3 million for the year ended 31 December 2018, a decrease of €3.9 million (or 2.5 per cent) compared to €158.2 million for the year ended 31 December 2017, due to a decrease in cement demand in Egypt which amounted to approximately 6.0 per cent according to Group estimates compared to 2017 and the increased competition in Egypt following the introduction of increased supply in the market in the second quarter of 2018, which resulted to a decrease in the Group's capacity utilization rates. The Group's Eastern Mediterranean region revenue was also affected by the decline in construction activity in Turkey, which decreased demand for cement.

The Group's Eastern Mediterranean operations had EBITDA of €11.3 million for the year ended 31 December 2018, a decrease of €1.9 million (or 14.4 per cent), compared to €13.2 million for the year ended 31 December 2017, due to an increase in clay tax (by EGP20.0 per cement ton) and higher electricity costs as a result of a reduction in government subsidies by 43.0 per cent in Egypt. The Group's Eastern Mediterranean region EBITDA was also adversely affected by the sharp decline of the Turkish Lira against the euro and increased energy costs in Turkey. The Group's EBITDA Margin for the Eastern Mediterranean region decreased by 1.0 percentage points at 7.3 per cent in the year ended 31 December 2018, compared to 8.3 per cent for the year ended 31 December 2017.

7. Liquidity and Capital Resources

The Group's principal liquidity requirements are its operating expenses, capital expenditures relating to acquisitions and to the maintenance of its facilities, servicing of its indebtedness, dividend payments and tax payments.

The Group's principal sources of liquidity have been cash flow from operating activities, loans and financings and issuance of debt securities in the international capital markets.

During the five-month period ended 31 May 2020, the Group used cash flow generated by its operations primarily for capital expenditures and servicing its debt. As at 31 May 2020, the Group's consolidated cash and cash equivalents were €181.5 million and the Group's consolidated working capital (defined as receivables, prepayments and other current assets, plus inventories, less trade income tax and other payables) increased by €47.7 million. As at 31 May 2020, the Group had €206.2 million and €72.2 million of long-term and short-term committed and undrawn bank facilities, respectively, available to draw at that date.

The Group believes that its cash and cash equivalents on hand, cash from operations, overdraft checking accounts and borrowings available to it will be adequate to meet its operational requirements and liquidity needs for the foreseeable future.

7.1 Capital Expenditures

Capital expenditure for the year ended 31 December 2019 was €109.3 million, a decrease of €9.2 million (or 7.8 per cent), compared to €118.5 million for the year ended 31 December 2018, due to a further shift in the Group's capital expenditure programs, mainly focused on maintenance programs and normal course of business improvements, with the majority of such expenditures being channelled to the Group's U.S. operations.

Capital expenditure for the year ended 31 December 2018 was €118.5 million, a decrease of €4.0 million (or 3.3 per cent), compared to €122.5 million for the year ended 31 December 2017, as the Group's expansion capital expenditure programs had been finally completed during 2017, resulting in Group capital expenditure in 2018 which has been largely focused on low cost maintenance programs and normal course of business improvements, and including €28.8 million in capital expenditures relating to environmental matters, see "*Description of the Group–Health, Safety and Environment*".

The table below sets the Group's capital expenditures and acquisitions (net of disposals) for the periods indicated below:

	For the Years Ended 31 December			**For the Five-Month Periods Ended 31 May**	
	2019	**2018**	**2017**	**2020**	**2019**
		(audited)		*(preliminary and unaudited)*	
			(€ million)		
Capital Expenditures[(1)]	(109.3)	(118.5)	(122.5)	(32.6)	(42.6)
Acquisitions, net of disposals	(13.9)	(25.3)	(48.3)	(1.8)	1.1

(1) Consists of acquisitions of property, plant and equipment, right of use assets, investment property and intangible assets

Ongoing Capital Expenditure

The three projects in progress to further improve the Group's operational performance are:

- UnITe, a global information technology program, the main objective of which is to implement a common ERP system and unify the Group's systems, data and processes;
- Group Procurement, which is targeted at centralizing all major procurement activities and minimizing costs; and
- Group Maintenance, which focuses on sustaining the business, reducing maintenance costs and improving performance.

Due to the impact of COVID-19, the Group is reviewing its capital expenditures plan and suspending €50 million of non-essential expenditure for the year 2020. In the short to medium-term, the Group expects to invest primarily on maintenance and modernization projects. The timing of the incurrence of these capital expenditures will depend on the Group's results of operations, cost and availability of financing, and market conditions. The Group expects to meet these capital expenditure needs from its operating cash flow and cash on hand.

7.2 Indebtedness

The Group currently conducts its external funding through the Issuer and selected local borrowings, when such borrowings are advantageous for the Group. The Issuer acts as the international financing company for the Group, and raises funds with international banks and in the capital markets. The Issuer then on-lends funds through intercompany loans to the Group companies globally. Other than funds on-lent to the Group's Greek operations, these funds flows typically do not pass through Greece, thereby limiting the impact of the sovereign risk of the Group's financing structure. As of the date of this Offering Circular, the Issuer has a BB (outlook stable) credit rating from Standard and Poor's.

The Group has followed a deleveraging strategy since 2008, and has reduced its Net Debt from a peak of €1.1 billion as at 31 March 2009 to a low of €508.5 million as at 31 December 2013. In the period 2015-2019, the Group invested in growth, by completing capital expenditure projects to strengthen its competitive position, investing in new digital and IT infrastructure and completing bolt-on acquisitions.

As at 31 December 2019, Net Debt was €835.7 million, higher by €63.9 million compared 31 December 2018, due to €111.4 million one-off items, specifically the impact of the adoption of IFRS 16 that amounted to €59.2 million and the purchase of own shares in connection with the squeeze out process for TCI's listing that amounted to €52.2 million (including transaction costs). Furthermore, net debt increased by €20.3 million representing the initial payment for the acquisition of the minority stakes of IFC in Southeasteastern Europe and Egypt. Excluding the aforementioned elements, Net Debt would have recorded a decrease by €67.6 million. As at 31 May 2020, the Group's Net Debt was €865.5 million, higher by €29.8 million compared 31 December 2019, also affected by the strengthening of the U.S. dollar against the Euro. The Group has robust key financials and has strengthened its liquidity position to approximately over €400.0 million as of 31 May 2020, in combination of cash in hand and available committed bank credit facilities.

In April 2017, the Issuer entered into a €300.0 Multicurrency Facility due 2022 with a syndicate of banks including, among others, HSBC Bank plc, and guaranteed by Titan Cement Company. The Group is subject to certain financial covenants set out in the Multicurrency Facility. In particular, the Group has to comply with a leverage ratio test (Net Debt divided by EBITDA for the last twelve months ended at each period end, after excluding certain exceptional items, which include restructuring costs, results from discontinued operations and other one-off items) of 4.0x for any annually and semi-annually reporting period and a Net Debt to equity ratio test of 0.75x. In December 2019, Titan Cement International acceded as a guarantor and obligor to the Multicurrency Facility and the Multicurrency Facility was amended to reduce the available commitment to €200.0 million, with more competitive margins aligned with the prevailing market conditions. As of the date of this Offering Circular, the Group has not drawn any amounts under the Multicurrency Facility. The Group repaid an amount of €160.6 million 4.25 per cent of its outstanding notes that matured in July 2019.

The table below sets the Group's Gross Debt and Net Debt as at the dates indicated below:

	As at 31 December			At as May 31
	2019[1]	2018	2017	2020
		(audited)		*(preliminary and unaudited)*
		(€ million, except if indicated otherwise)		
Long-term borrowings	776.7	745.2	820.4	877.5
Long-term lease liabilities	46.1	-	-	43.2
Short-term borrowings	86.3	197.6	56.8	109.7
Short-term lease liabilities	17.0	-	-	16.6
Gross Debt	**926.1**	**942.9**	**877.2**	**1,047.0**
Less cash and cash equivalents	90.4	171.0	154.2	181.5
Net Debt	**835.7**	**771.9**	**723.0**	**865.5**

(1) *Figures as at 31 December 2019 and as at 31 May 2020, reflect the impact of IFRS 16 (Leases) without restating the historical comparative figures as at 31 December 2018 and 2017, including with respect to short- and long-term lease liabilities.*

The following table sets forth selected information with respect to the Group's outstanding material indebtedness as at 31 May 2020:

Borrowings	Interest Rate p.a.	Maturity Date	Currency	Amount outstanding including unamortised borrowing fees	Credit Rating (S&P)
	(%)			*(million)*	
€350 million Euro Bond issued by the Issuer, guaranteed by Titan Cement Company and Titan Cement International	2.375	November 2024	€	347.8	BB
€300 million Euro Bond issued by the Issuer, guaranteed by Titan Cement Company and Titan Cement International	3.500	June 2021	€	287.1	BB
Total utilized bank debt	Various	Various	Various	161.3	N/A

The following table sets a breakdown of the Group's debt classifications for the periods indicated below:

	As at 31 December			At as May 31
	2019	2018	2017	2020
		(audited)		*(preliminary and unaudited)*
		(€ million, except if indicated otherwise)		
Debt Breakdown				
Bank debt	**633.5**	**699.9**	**662.1**	**651.3**
Of which committed	401.0	480.5	481.3	425.5
Of which utilized	119.8	113.0	137.6	146.9
Of which unutilized	281.2	367.5	343.7	278.6
Of which uncommitted	232.5	219.4	180.8	225.8
Of which utilized	15.6	24.2	17.0	14.4
Of which unutilized	216.9	195.2	163.8	211.4
Total utilized bank debt (a)	**135.4**	**137.2**	**154.6**	**161.3**
Bond debt (b) [1]	**646.6**	**805.7**	**722.6**	**634.9**
Greek Bond loan (c) [1]	**80.9**	**-**	**-**	**190.9**
Lease liabilities (d)	**63.2**	**-**	**-**	**59.8**
Total debt outstanding (a)+(b)+(c)+(d)[2]	**926.1**	**942.9**	**877.2**	**1,047.0**

(1) *Including unamortised borrowing fees.*

(2) *Excludes the Group's joint venture in Brazil.*

The following table sets a breakdown of the Group's debt per borrowing entity / region:

Borrowing Entity / Region	As at 31 May 2020 (€ million)	As at 31 December 2019 (€ million)
Titan Cement International [1]	0.2	0.2
Titan Cement Company	192.4	82.4
Issuer	684.9	696.6
United States	46.7	49.7
Greece	8.2	8.7
Southeastern Europe	29.3	11.9
Eastern Mediterranean	85.3	76.6
Total debt outstanding	**1,047.0**	**926.1**

(1) The debt of Titan Global Finance and Titan Cement Company includes unamortised borrowing fees.

7.2.1 Short-Term Indebtedness

As at 31 May 2020, the Group's total short-term committed lines were approximately €119.6 million, out of which approximately €72.2 million were unutilised. As at 31 December 2019, the Group's total short-term committed lines were €59.6 million, out of which approximately €38.9 million were unutilised.

The Group uses these lines of credit to finance fuel purchases and working capital requirements. The Group believes that it will be able to continue to obtain sufficient credit to finance its working capital needs and service its indebtedness.

7.2.2 Long-Term Indebtedness

As at 31 May 2020, the Group's total long-term committed lines (including bonds and fully drawn loans) were approximately €1,124.7 million, out of which approximately €206.2 million (excluding unamortised borrowing fees) were unutilized. As at 31 December 2019, total long-term committed lines (including bonds and fully drawn loans) were approximately €1,065.0 million, out of which approximately €242.0 million (excluding unamortised borrowing fees) were unutilized. Total available cash and cash equivalents as at 31 May 2020 and 31 December 2019 were €181.5 million and €90.4 million respectively.

7.2.3 Off Balance Sheet Commitments and Arrangements

As at 31 May 2020, certain Group companies have extended guarantees to third parties on behalf of Group subsidiaries in relation to certain obligations by those subsidiaries and have also incurred contingent liabilities in relation to bank guarantee letters as well as contingent liabilities in connection with other collateral used against trade or other receivables.

7.2.4 Debt Maturity Profile

The following table presents information relating to the Group's debt maturity profile as at 31 May 2020, after giving pro forma effect to the issuance of the Notes in accordance with the section "Capitalisation" in this Offering Circular:

	As at 31 May 2020						
	Before Dec. 2020	Between Dec. 2020 and Dec. 2021	Between Dec. 2021 and Dec. 2022	Between Dec. 2022 and Dec. 2023	Between Dec. 2023 and Dec. 2024	Later than Dec. 2024	Total
				(€ million)			
Bonds	-	287.1	-	-	347.8	-	634.9
Bank debt	86.1	29.1	37.1	3.6	5.4	-	161.3
Greek bond loan	-	-	190.9	-	-	-	190.9
Lease liabilities	-	16.6	12.8	7.8	3.2	19.4	59.8
Total	**86.1**	**332.8**	**240.8**	**11.4**	**356.4**	**19.4**	**1,047.0**

The following table presents information relating to the Group's debt maturity profile as at 31 December 2019:

	As at 31 December 2019						
	Less than one year	Between 1 year and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Total
				(€ million)			
Bonds	-	299.0	-	-	347.6	-	646.6
Bank debt	86.3	3.3	45.0	0.8	-	-	135.4
Greek bond loan	-	-	80.9	-	-	-	80.9
Lease liabilities	17.0	13.7	8.2	3.5	2.8	18.0	63.2
Total	**103.3**	**316.0**	**134.1**	**4.3**	**350.4**	**18.0**	**926.1**

8. Critical Accounting Policies

Critical accounting policies are those that are important to the presentation of the Group's financial condition and results of operations and that require the Group's management to make difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the possible future resolution of the uncertainties increases, those judgments become even more subjective and complex. In order to provide an understanding of how the Group's management forms its judgments about future events, including the variables and assumptions underlying the estimates, and the sensitivity of those judgments to different circumstances, the Group has identified the following critical accounting policies:

- goodwill impairment reviews, undertaken annually or more frequently if there are indications for potential impairment;
- impairment tests of non-financial assets (other than goodwill), undertaken annually, or whenever there are indications that the carrying amount of an non-financial asset may not be recoverable;
- provision estimates, which represent liabilities of uncertain timing or amount, such as provisions for rehabilitation of quarries, site restoration, restructuring or onerous contracts; and

- depreciation and amortization of assets, which involves estimating residual values and useful lives, undertaking reviews at each reporting date and making adjustments, if needed.

For information on the Group's significant accounting policies, see Note 1 of the 2019 Consolidated Financial Statements incorporated by reference in this Offering Circular.

9. Significant Accounting Pronouncements

For a description of new standards, amendments to standards and interpretations of IFRS that are applicable to the Group beginning on or after January 1, 2019, see Note 1.1.1 of the 2019 Consolidated Financial Statements incorporated by reference in this Offering Circular. Other than the impact of changes in IFRS 16 discussed in Note 1.1.1 of the 2019 Consolidated Financial Statements, the other changes discussed in Note 1.1.1 did not have a material impact on the Group's consolidated financial statements or its results of operations.

For a description of new standards, amendments to standards and interpretations of IFRS that have been issued but are not mandatory for the first time for the financial year beginning 1 January 2019, see Note 1.1.2 of the 2019 Consolidated Financial Statements.

The Group applied the IFRS 16 "Leases" standard from its mandatory adoption date of 1 January 2019 by applying the modified retrospective method, so it did not restate the comparative amounts. In adopting the new standard of leases, the Group elected to use a number of exemptions proposed by the standard. Among them were the exemptions for: 1) lease contracts that, at the commencement date, had a lease term of 12 months or less, 2) lease contracts for which the underlying asset was of low value and 3) the accounting for operating leases for leases with a remaining lease term of less than 12 months as at 1 January 2019.

As at 1 January 2019, the transition to IFRS 16 had the following impact:

- the right of use of assets increased by €53.5 million;
- the lease liabilities increased by €59.2 million;
- the deferred tax liabilities decreased by €1.5 million; and
- the prepayments of non-trade creditors decreased by €0.2 million.
- The Group's net assets decreased by €4.4 million.

10. Business Overview

10.1 Products

The table below shows the Group's revenue by product for the five-month period ended 31 May 2020:

Product	**Revenue (€ million)**	**Percentage of the Group's revenue (%)**
Cement[(1)(2)]	342.2	53.3
Products other than cement[(2)(3)]	299.6	46.7
Total	**641.8**	**100.0**

(1) Cement sales include clinker and cementitious materials.

(2) Excludes the Group's joint venture in Brazil and associates.

(3) Products other than cement include ready-mix concrete, aggregates, building blocks, and other products.

The table below shows the Group's revenue by product for the year ended 31 December 2019:

Product	**Revenue (€ million)**	**Percentage of the Group's revenue (%)**
Cement[(1)(2)]	909.3	56.5
Products other than cement [(2)(3)]	700.5	43.5
Total	**1,609.8**	**100.0**

(1) Cement sales include clinker and cementitious materials.

(2) Excludes the Group's joint venture in Brazil and associates.

(3) Products other than cement include ready-mix concrete, aggregates, building blocks, and other products.

The table below shows the Group's revenue by product for the year ended 31 December 2018:

Product	**Revenue (€ million)**	**Percentage of the Group's revenue (%)**
Cement[(1)(2)]	847.7	56.9
Products other than cement [(2)(3)]	642.4	43.1
Total	**1,490.1**	**100.0**

(1) Cement sales include clinker and cementitious materials.

(2) Excludes the Group's joint venture in Brazil and associates.

(3) Products other than cement include ready-mix concrete, aggregates, building blocks, and other products.

The table below shows the Group's sales volumes by product for the periods indicated:

	For the Year Ended 31 December			**For the Five-Month Periods Ended 31 May**	
Sales Volumes	**2019**	**2018**	**2017**	**2020**	**2019**
Cement[(1)(2)] (in million MT)	17.0	18.2	19.3	6.4	6.7
Aggregates[(2)] (in million MT)	18.0	17.1	16.0	7.6	7.5
Ready-mix[(2)] (in million cubic meters)	5.2	5.3	5.6	2.2	2.2

(1) Cement sales include clinker and cementitious materials.

(2) Includes the Group's joint venture in Brazil, but does not include associates.

10.1.1 Cement

Cement used in construction is the Group's largest product offering by sales, and is sold in all of the regions where the Group operates. The Group's sales of cement accounted for revenue of €342.2 million and €909.3 million for the five-month period ended 31 May 2020 and the year ended 31 December 2019, respectively, which represented 53.3 per cent and 56.5 per cent of the Group's total revenue for the period. The Group's cement sales volumes amounted to 17.0 million MT in the year ended 31 December 2019, a decrease of 6.6 per cent compared to 18.2 million MT in the year ended 31 December 2018. As at 31 May 2020, the Group operated 14 cement and three grinding plants with an installed annual worldwide production capacity of approximately 27.3 million MT of cement.

The table below shows the cement production capacity for the Group as at 31 May 2020:

	As at 31 May
	2020
	(*million MT*)
United States	3.5
Greece and Western Europe	6.5
Southeastern Europe	6.3
Eastern Mediterranean	7.1
Joint Venture (Brazil)	2.0
Total cement production capacity	**25.4**
Other cementitious materials capacity	1.9
Total	**27.3**

Cement is manufactured through a large-scale, complex, and capital and energy-intensive process. At the core of the production process is a rotary kiln, in which limestone and clay are heated to approximately 1,450 degrees Celsius. The semi-finished product, called clinker, is created through a sintering process. In the cement mill, gypsum is added to the clinker and the mixture is ground to a fine powder, which is a traditional Portland cement. Other high-grade materials such as granulated blast furnace slag, fly-ash, pozzolan and limestone are added in order to modify the properties of the cement to cater to different applications.

The Group produces an extensive line of cements and other hydraulic binders. These range from traditional Portland cements and classic masonry cements to specialized products designed for specific types of environments, such as, for example, environments exposed to seawater, sulfates and other harsh natural conditions, where cements with high slag or pozzolan content provide greater durability. The Group also develops solutions intended for specific applications, for example, white cement, oil-well cements and road surfacing binders. In addition, the Group provides a variety of complementary services, including technical support, order and delivery logistics, documentation and demonstrations, as well as training related to the characteristics and proper use of cement.

Cement customers include construction and public works organizations, manufacturers (producers of ready-mix concrete and prefabricated products) and, via retailers, the general public. At a basic level, the market can be segmented into bag and bulk cement. Bag markets consist of highly fragmented customer groups and, in particular, specific emerging markets, which tend to be the largest consumers of bagged cement. Bulk markets are more industrialized, as they are mainly focused on larger business-to-business customers such as construction companies or building product manufacturers. Most mature markets in Europe and North America are predominantly bulk markets.

Cement is costly to transport over land. Consequently, the radius within which a typical cement plant is competitive extends for no more than 300 kilometers for the most common types of cement. However, cement can be shipped more economically by sea and inland waterway over greater distances. Most Group plants are located close to customers in highly populated areas, thereby benefiting from the on-going global urbanization trend.

10.1.2 Aggregates

Aggregates are produced by the Group in all of the regions where the Groups operates, and are sold to third-party customers mainly in Greece, the United States, Bulgaria and North Macedonia. The Group's aggregate sales volumes reached 7.6 million MT in the five-month period ended 31 May 2020, an increase of 1.0 per cent compared to 7.5 million MT in the five-month period ended 31 May 2019. The Group's aggregate sales volumes

reached 18.0 million MT in the year ended 31 December 2019, an increase of 5.3 per cent compared to 17.1 million MT in the year ended 31 December 2018. As at 31 May 2020, the Group operated 72 quarries worldwide, either owned by the Group or operated through lease agreements.

Aggregates include crushed stone, gravel and sand. They can also be recycled from concrete material. Aggregates are typically produced by blasting hard rock from quarries and then extracting and crushing it. Aggregates can also be produced through the extraction of sand and gravel from both land and marine locations, which generally requires less crushing. In both cases, the aggregates are then screened to obtain various sizes to meet different needs. Aggregates differ in terms of their physical characteristics, such as hardness, geological nature (limestone, granite, etc.), granularity (ranging from sand to riprap used in seawalls), shape, color and granular distribution. These characteristics determine the applications for which the various types of aggregates are suited (e.g., concrete, masonry, asphalt, or base materials for roads, landfills and buildings).

The Group also markets high-quality recycled aggregates made from crushed concrete and asphalt issued from deconstruction. Aggregates are used as raw materials for concrete, masonry and asphalt and as base materials for roads, landfills, and buildings. As such, they are a key component of construction projects worldwide. There is a very broad range of customers for aggregates. Major customers include concrete and asphalt producers, manufacturers of prefabricated products, and construction and public works contractors of all sizes. Because of the high weight of aggregates and their cost of transportation, aggregates markets are nearly always local.

10.1.3 Ready-mix concrete

Ready-mix concrete is mainly sold by the Group in Greece and the United States, but also in Bulgaria, North Macedonia, Egypt, Turkey and Brazil. In the five-month period ended 31 May 2020, the Group's ready-mix concrete sales volumes remained stable at 2.2 million cubic meters. In the year ended 31 December 2019, the Group's ready-mix concrete sales volumes decreased by 1.9 per cent to 5.2 million cubic meters compared to 5.3 million cubic meters in the year ended 31 December 2018. As at May 31, 2020, the Group operated 128 ready-mix concrete plants.

The most common type of concrete, ready-mix concrete, is formed and batched at local plants due to the limited amount of time available for transportation to the customer. Ready-mix concrete is used to make pavement, architectural structures, motorways and roads, bridges and overpasses, parking structures, walls and footings for gates, fences and poles, among other things. The ready-mix concrete industry is generally less capital intensive than the cement industry. It is also highly decentralized, since concrete is a heavy product that must be delivered quickly, requiring that production facilities be near the place of use.

Buyers of ready-mix concrete are typically construction and public works contractors, ranging from major multinational corporations to small-scale customers.

10.1.4 Fly-ash

Fly-ash is mainly produced and sold by the Group in North America (the United States and Canada). As at 31 May 2020, the Group operated five fly-ash processing plants.

Fly-ash is a natural by-product of coal combustion and a valuable additive in the ready-mix concrete business. The use of fly-ash in concrete greatly improves performance by enhancing the workability and durability of the mix. The proprietary electrostatic separation ("**ESS**") process is a preferred choice for ash management issues facing the utility industry, as it removes unburned carbon from the fly-ash, allowing the ash to be used as a consistent and reliable product in the cement and concrete industry, while the retrieved unburned carbon can be used again as fuel.

The world leading green ESS process was featured in the Energy Innovations Publication of the European Round Table of Industrialists. Use of the technology around the world results in energy savings equivalent to the power

needs of 340,000 households per month and a reduction of CO_2 emissions of 1.3 million MT per year. It also conserves landfill space equal to the annual solid waste produced by nearly 1.4 million citizens.

11. Operations

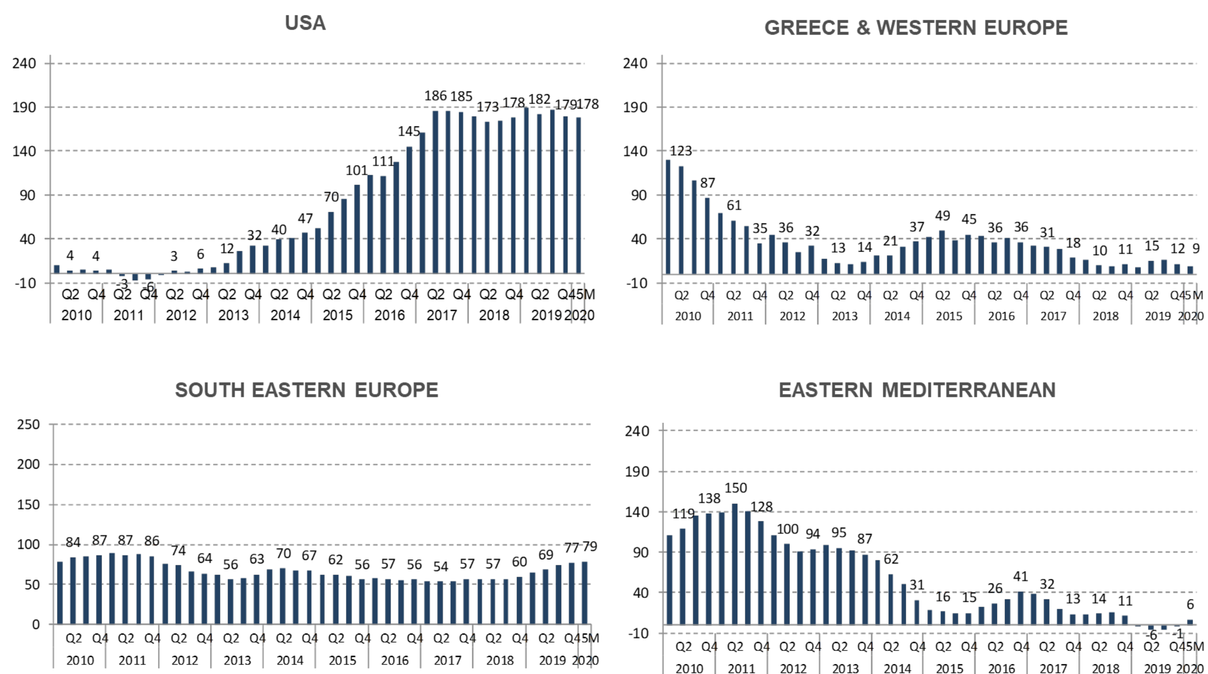
The Group operates in four regions:

- the United States (including Canada);
- Greece and Western Europe (including import terminals in France, Italy and the United Kingdom);
- Southeastern Europe (Albania, Bulgaria, North Macedonia, Kosovo, Serbia and Montenegro); and
- Eastern Mediterranean (Egypt and Turkey).

The Group operates a multi-regional business, with two integrated cement plants in the United States, three in Greece, two in Egypt and one in each of Albania, Bulgaria, North Macedonia, Serbia, Kosovo, Turkey and Brazil. It also operates one cement grinding plant in Greece, one in Turkey and one in Brazil. The Group's total cement capacity (including cement, grinding plants and cementitious materials) is approximately 27.3 million MT per year.

The Group operates through its joint venture in Brazil, Cimento Apodi, the results of which are consolidated by the Group on an equity basis.

The below charts show each region's EBITDA on a twelve month-rolling basis for the periods indicated (in millions Euro):

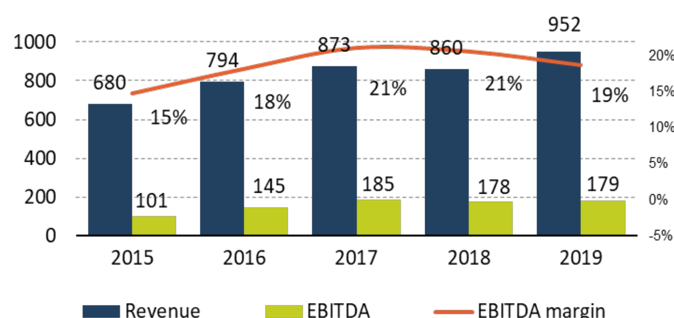


11.1 United States

Titan America LLC ("**Titan America**"), a wholly-owned subsidiary of the Group, manufactures, distributes, and sells cement, fly-ash, construction aggregates, ready-mix concrete, concrete blocks, and related building materials to construction contractors and resellers in the Eastern region of the United States, primarily Florida, Virginia, North and South Carolina, and the New York metropolitan area.

Titan America's facilities in the United States include two cement plants, 83 active ready-mix concrete plants, ten concrete block plants, eight quarries/mines, 14 distribution terminals (of which three are water-borne import facilities) and five fly-ash plants (including one plant in Canada). In the year ended 31 December 2019, the Group's operations in the United States contributed 59.1 per cent of the Group's revenue (€952.0 million) and 67.1 per cent of the Group's EBITDA (€179.3 million). In the five-month period ended 31 May 2020, the Group's operations in the United States contributed 61.1 per cent of the Group's revenue (€391.9 million) and 66.5 per cent of the Group's EBITDA (€64.7 million). As at 31 December 2019, the United States region had total assets with a book value of €1,106.2 million (38.6 per cent of the Group's total assets). As at 31 May 2020, the United States region had total assets with a book value of €1,159.1 million (39.3 per cent of the Group's total assets).

The below chart shows the revenue, EBITDA and EBITDA Margin of the U.S. region for the periods indicated:



Utilization rates of Titan America cement plants are currently high, and Titan America's vertically integrated cement activities have more spare capacity to address the market. Titan America's cement import terminals in Tampa, Florida, and Norfolk, Virginia, imported volumes have been directed to internal market channels and external customers close to the import terminals, improving operating flexibility, logistics costs, and customer service.

The Group's customers in the United States mainly comprise of developers, consumers in the homebuilding, commercial construction and big-box retail sectors, construction companies, concrete product produces and distributors. The Group distributes its products directly, using its own equipment and trucks or through third-party contractors. The Group's sales are destined both for residential and commercial building activity, based on demand and pricing levels.

Energy efficiency and environmental stewardship are among the highest of the Group's priorities in the United States. Titan America is improving its environmental impact by changing the profile of the fuel it uses from traditional fossil fuels to renewable energy sources and secondary fuels. U.S. operations continued to meet the criteria for EnergyStar certification for the Roanoke cement plant (tenth year of certification), as well as for the Pennsuco cement plant. In addition, the Wildlife Habitat Council certified both of Titan America's cement plants for their "Wildlife at Work" programs. This prestigious distinction was awarded in recognition of each plant's demonstrated commitment toward long-term wildlife habitat enhancement efforts. Furthermore, Roanoke Cement Company was accepted as an Exemplary Environmental Enterprise participant in the Virginia Environmental Excellence Program, run by the Department of Environmental Quality and the Pennsuco Complex became the first facility of its kind in the United States to be officially certified as a Gold Level Zero Waste facility.

Titan's capital expenditure program in the United States for the three year period from 2016 to 2018 amounted to €205.3 million. The investment program's focus was on productivity improvements and targeted organic growth opportunities to enable Titan America to capture growth opportunities, to realize the benefits of operating leverage, and deliver higher levels of profitability and free cash flow. Specific investments included an increase of Titan America's mobile fleet and new equipment to support the growth experienced and expected in the ready-mix concrete, concrete block and aggregates segments, and improvements at the Norfolk and Tampa import terminals in anticipation of further regional growth and increased import activity.

11.1.1 Cement

Titan America operates two cement production plants, one near Roanoke, Virginia ("**Roanoke**"), and the other near Miami, Florida ("**Pennsuco**"), with a combined total annual capacity of 3.5 million MT, and which the Group believes are highly efficient. Both plants produce Portland, Masonry and Stucco cement in bulk and bagged form.

The Roanoke cement plant is the only cement plant in Virginia. The plant's integrated quarry has raw material reserves, namely limestone and shale, with an estimated life of more than 50 years based on current production rates.

The Pennsuco cement plant was modernized in 2004 and currently has the highest clinker production capacity in Florida, on the basis of a report issued by PCA in 2016 and the Group's estimates. The integrated quarry's limestone reserves provide the plant and related construction aggregates business with an estimated life period of more than 30 years based on current production rates.

Titan America markets its cement under three brand names: Titan cement, manufactured at the Pennsuco facility; Roanoke cement, manufactured at the Roanoke facility; and Essex cement, in relation to cement imported and distributed in the New York and New Jersey areas through the Group's water-borne cement terminal in New Jersey. In 2016, the Group's import terminals in Tampa, Florida, and in Norfolk, Virginia were re-activated and have the capacity to serve increased demand in Florida and the Mid-Atlantic region.

11.1.2 Ready-mix concrete

Titan America has 83 active ready-mix concrete plants in Virginia, North and South Carolina, and Florida, which are managed through fully-automated order-taking, batching and dispatching software systems. The U.S. region's ready-mix sales averaged 4.6 million cubic yards in the last three years, benefitting from substantial investments made in the ready-mix business in 2015 and 2016.

Ready-mix concrete is delivered from Titan America's facilities directly to customers via an active fleet of approximately 850 ready-mix trucks owned by the Group. Titan America operates in the ready-mix business under the Titan Florida brand name in Florida, Titan Virginia Ready Mix and Powhatan Concrete in Virginia and S&W in North and South Carolina.

11.1.3 Concrete blocks

Titan America's concrete block business has a strong presence in Florida with manufacturing facilities located in the most populated areas of the state capable of producing more than 80 million blocks annually. These plants, located on Florida's Atlantic coast, Tampa and Orlando, produce a wide variety of concrete block products designed to meet the demanding Florida State building code.

Transportation of blocks to customers is primarily handled by third-party contract haulers through truck delivery to customers in the homebuilding, commercial construction, and big-box retail sectors.

11.1.4 Aggregates

Titan America operates two quarries for raw materials used by its cement plants in Roanoke and Miami. The quarry in Miami is also used for sales of aggregate materials. In addition, the Group operates a limestone quarry in Southwest Florida (near Fort Myers), and five sand mines, two in Florida and three in Virginia. These quarries/mines supply the Titan America ready-mix and concrete block plants while also serving an external customer base of concrete products producers, developers, and contractors with construction aggregates used in the residential, commercial, and infrastructure sectors.

11.1.5 Fly-ash

Acquired by Titan America in 2002, Separation Technologies LLC ("**Separation Technologies**") was founded in 1989 to develop commercial applications for a proprietary, patented technology to beneficiate fly-ash and other dry fine particle materials. Titan America is the leading producer of beneficiated fly-ash in the United States, processing more tons annually and at more power plants than any other competing company. Having perfected its technology through the beneficiation of fly-ash (since producing its first commercially viable separator in 1995), Separation Technologies' addressable market now includes a wide array of industrial minerals processes, on a global basis, which require or would benefit from the dry separation of fine particles. This includes, but is not limited to, the beneficiation of fly-ash, calcium carbonate, barite, talc and potash. More recently, the Group has achieved technical success separating and concentrating agricultural products such as aquaculture proteins which creates promising opportunities. As at 31 December 2018, the Group operated five fly-ash processing plants in the United States.

A state-of-the-art engineering center in Needham, MA conducts R&D, including pilot testing of new materials and further development of the technology. In 2014, Titan America launched ST Equipment & Technology LLC to further expand the development of its separation technology in fly-ash, minerals, and food applications worldwide.

Processed fly-ash is sold in 13 states and Canada under the ProAsh® brand name and delivered by third-party contract haulers via truck to end users primarily involved in the production of ready-mix concrete. In addition, the Group has also franchised project/market development rights in the United States, Europe and East Asia.

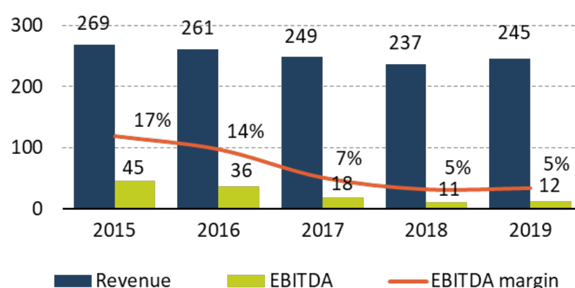
11.1.6 Distribution terminals

Titan America operates 14 cement distribution terminals, including three marine import terminals, located in Port Newark (New Jersey), Norfolk (Virginia) and Tampa (Florida). The strategically positioned network of terminals ensures that Titan America's customers are receiving their products in a timely manner while Titan America minimizes distribution costs through network efficiencies.

11.2 Greece and Western Europe

The Group's operations in Greece are vertically integrated, with products ranging from raw materials (such as aggregates, gypsum and kaolin) to ready-mix concrete. The facilities of the Group in Greece include three cement plants, one grinding plant, 27 quarries, 28 ready mix plants, six distribution terminals, including three import terminals in Italy, France and the United Kingdom, and one dry mortar plant. The Group is one of the three integrated cement producers in Greece. The Group's annual cement production capacity in Greece is approximately 6.5 million MT. In the year ended 31 December 2019, the Group's operations in Greece and Western Europe contributed 15.2 per cent of the Group's revenue (€244.9 million) and 4.4 per cent of the Group's EBITDA (€11.8 million). In the five-month period ended 31 May 2020, the Group's operations in Greece and Western Europe contributed 14.4 per cent of the Group's revenue (€92.1 million) and 3.5 per cent of the Group's EBITDA (€3.4 million). As at 31 December 2019, the Greece and Western Europe region had total assets with a book value of €534.6 million (18.7 per cent of the Group's total assets). As at 31 May 2020, the Greece and Western Europe region had total assets with a book value of €609.1 million (20.7 per cent of the Group's total assets).

The below chart shows the revenue, EBITDA and EBITDA Margin of the Greece and Western Europe region for the periods indicated:



The Group's cement plants in Greece have the advantage of being located near the major population centers, allowing the Group to benefit from lower transportation costs, and near deep sea ports, which facilitate exports.

The Group's customers in Greece and Western Europe mainly comprise ready-mix producers, construction companies, wholesalers, distributors, retail and pre-cast concrete producers. The Group distributes its products directly, using its own equipment and trucks, or through third-party contractors. The Group's sales are destined both for residential and commercial building activity, based on demand and pricing levels.

11.2.1 Cement

The Group's core cement operations in Greece consists of three integrated cement plants and one grinding plant with a total annual cement production capacity of approximately 6.5 million MT. The plants are strategically located near large limestone reserves (which are either owned or operated under long-term lease) as well as near to the three largest Greek metropolitan areas.

The Kamari plant is located 39 kilometers from Athens. It has two cement production lines and is the Group's second largest fully-operational plant in terms of capacity. The plant is highly efficient, with low extraction costs for raw materials, low calorific consumption, high labour productivity, full process automation and modern cement grinding equipment. Raw material reserves for the cement production (limestone) are expected to last for more than 50 years.

The Patras plant has two production lines and commands raw material reserves which are expected to last for over 50 years and is located on its own deep-water port. The recent installation of two new silos at the port has enabled the increase of loading rates and the loading of larger vessels.

The Thessaloniki plant is the only clinker-producing plant in Northern Greece and was expanded in 2003 with the addition of a new production line. In 2004, a new vertical cement-grinding mill was installed, adhering to the highest technological standards and efficiencies. In 2007, a twin vertical mill became operational, reducing environmental impact through lower electricity consumption.

The Elefsina plant is a grinding plant for white cement, which is a high-margin specialty product that complements the use of gray cement in many decorative applications and is also used in the production of various high-value building products.

Cement distribution in Greece is sustained by the operation of one bulk and bagged cement distribution terminal in Crete and three bagged cement distribution terminals in Kavala, Halkida and Markopoulo.

Greece has been able to support its trading volumes through the economic downturn by focusing on its exports. It exports to its import terminals located in Europe (Italy, France and the United Kingdom), as well as to Titan

America terminals in the United States. Greece also exports to third parties in North and Western Africa, and North America. In 1997, the Group launched INTERMIX for the production and sale of dry mixed building products, including renders, screeds and mortars. These were the first pre-blend dry building products to be manufactured in Greece. The fully automated industrial process takes place in Elefsina and produces a high-quality product.

11.2.2 Ready-mix concrete

The Group, through its subsidiary Interbeton Building Materials, S.A. ("**Interbeton**") operates 28 ready-mix concrete plants throughout Greece. Concrete production and delivery provides strategic benefits, as a down-stream business from its core cement business. As with aggregates, sales of concrete are channeled to a diversified clientele. In 2008, Interbeton launched a value-adding products initiative, expanding the range of applications and meeting specific customer needs through specialized, proprietary ready-mix products which are developed in-house in the state-of-the-art cement and concrete laboratories. Twelve years later, the initiative is moving forward, with the product range expanded to a number of branded families of ready-mix products.

11.2.3 Aggregates

In Greece, the Group has expanded through integration in the production and distribution of aggregates. At present the Group operates 27 quarries in Greece, half of which are mainly used to supply its cement production and the other half are used for aggregates sales to third parties. The quarries are strategically located across the country and most of them are operated by Interbeton. With a customer base ranging from ready-mix and asphalt producers to major contractors, the Group's aggregates business in Greece is supported by an extended network of concrete production plants across the different prefectures.

Investments in quarry modernization have been carried out, with an emphasis on safety and environmental protection, through projects such as modifications on crushing-classification facilities and the introduction of waste management processes. In addition to quarries, the Group has mining operations in the island of Crete, for minerals critical to the production of cement. These minerals are gypsum, kaolin and pozzolan.

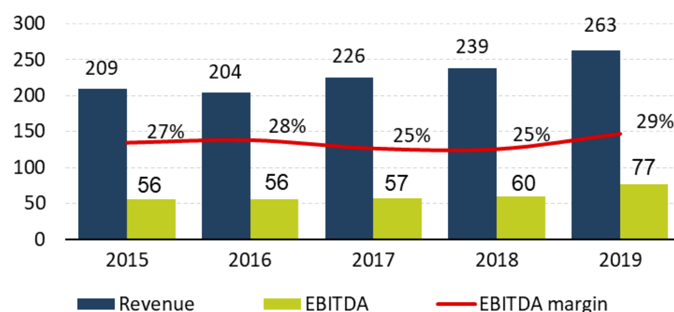
11.2.4 Waste management

In addition, with a view to securing secondary fuels for its cement operations, since 2015, the Group has also diversified into waste management through Ecorecovery SA ("**Ecorecovery**"), the Group's joint venture with Polyeco Group S.A, of which the Group owns 48.0 per cent. Through Ecorecovery, the Group processes, manages and trades solid waste for the production of alternative fuels, and has submitted to the authorities the relevant studies for the construction and operation of a plant in Attiki, which would process commercial and industrial waste to produce solid recovered fuels. Ecorecovery also owns 97 per cent of Nordeco SA, a company which has already set up and is operating a similar plant in Northern Greece.

11.3 Southeastern Europe

The Group's cement plants in North Macedonia, Bulgaria, Serbia, Kosovo and Albania, form a strategic ring in Southeastern Europe, with total combined cement production capacity of 6.3 million MT as at 31 May 2020, up from 3.0 million MT compared to 31 December 2009. The Group has a strong presence in the region, with top-three market shares in each of the five countries in which it operates. The Group's facilities in Southeastern Europe include five cement plants, 19 quarries, six ready mix plants and one distribution terminal. In the year ended 31 December 2019, the Group's operations in Southeastern Europe contributed 16.3 per cent of the Group's revenue (€262.6 million) and 28.9 per cent of the Group's EBITDA (€77.2 million). In the five-month period ended 31 May 2020, the Group's operations in Southeastern Europe contributed 13.9 per cent of the Group's revenue (€88.9 million) and 28.3 per cent of the Group's EBITDA (€27.5 million). As at 31 December 2019, the Southeastern Europe region had total assets with a book value of € 483.4 million (16.9 per cent of the Group's total assets). As at 31 May 2020, the Southeastern Europe region had total assets with a book value of €487.3 million (16.5 per cent of the Group's total assets).

The below chart shows the revenue, EBITDA and EBITDA Margin of the Southeastern Europe region for the periods indicated:



In 2012, the IFC became a minority partner to the Group's operations in Southeastern Europe, holding 11.2 per cent in its operations in North Macedonia and 11.8 per cent in Serbia and Kosovo. In 2015, the Group, through its subsidiary, Alvacim Limited, purchased the 20.0 per cent stake held by EBRD in Antea in Albania, and, in November 2019, the Group acquired IFC's minority stake in the Group's subsidiaries. These further investments highlight the Group's long-term commitment in Southeastern Europe.

The Group's customers in Southeastern Europe mainly comprise of ready-mix producers, construction companies, wholesalers, distributors, retail and pre-cast concrete producers. The Group distributes its products directly, using its own equipment and trucks, or through third-party contractors. The Group's sales are destined both for residential and commercial building activity, based on demand and pricing levels.

11.3.1 North Macedonia

The Group's operations in North Macedonia revolve around its Usje cement plant, Usje Cementarnica AD ("**Usje**"), located in the capital city of Skopje. Usje is the sole producer of cement in the country and is vertically integrated with activities in ready-mix concrete and aggregates. The Group first entered the market in 1998 in a joint venture with Holcim Limited. As part of its strategic expansion in Southeastern Europe, it acquired a further 46.5 per cent stake in Usje in 2004, buying out its partner. Over the subsequent years, the Group purchased additional minority stakes. As a result of an investment in Usje made by the IFC in 2012, the Group currently holds an 83.6 per cent stake in Usje. In November 2019, the Group acquired IFC's minority stake in Usje and now owns 94.8 per cent of its share capital. Besides serving the domestic market, Usje exports cement, with the majority of its exports being channeled to neighboring Kosovo.

11.3.2 Bulgaria

The Group entered the Bulgarian market in 1998 through its acquisition of Plevenski Cement. In 2004 it expanded further by selling its Plevenski plant to Holcim Limited and acquiring a larger plant, the Zlatna Panega Cement AD ("**Zlatna**") from Heidelberg Cement. Zlatna operates a cement plant close to the capital, Sofia. By 2006, Zlatna was fully modernized, with an annual production capacity of 1.5 million MT. The Group's operations in Bulgaria consist of six ready-mix concrete plants (three in Sofia, one in Plovdiv, one in Veliko Ternovo and one in Stara Zagora). Zlatna also has a share in the aggregates business through its participation in Holcim Karierni Materiali AD Sofia (four quarries) and Holcim Karieri AD Plovdiv (five quarries).

In 2011, the Group launched GAEA Green Alternative Energy EAD ("**GAEA**"), a Bulgarian company offering solutions for waste management, environmental protection, waste utilization and alternative fuels production. In 2019, the thermal substitution rate, which corresponds to the rate of replacing conventional fuels used as a source of thermal energy by alternative fuels, increased to more than 50.0 per cent compared to 20.0 per cent in 2015, driven by the use of waste streams including Processed Engineered Fuel ("**PEF**"), tires, higher heating value

materials such as textile, plastics and rubber, and biomass. The increased use of alternative fuels resulted in significantly lower fuel costs for the Zlatna cement plant and lower CO2 emissions, while at the same time providing an environmentally friendly and safe process for waste management to local communities. To secure higher quality PEF waste streams, GAEA has established strategic partnerships with many Bulgarian waste management companies.

11.3.3 Serbia and Montenegro

In April 2002, the Group acquired 70.0 per cent of the share capital of the Kosjeric Cement Company ("**Kosjeric**") from the Serbian Privatization Agency, whose facilities consist of a single cement plant in Zlatibor, in Central Serbia. The plant was subsequently modernized and, at the end of 2008, the Group acquired a further 22.1 per cent stake. In May 2009, the Group acquired the remaining stake, increasing its total share to 100.0 per cent. As a result of an investment in Kosjeric by the IFC in 2012, the Group currently held an 88.2 per cent stake in Kosjeric and, in November 2019, the Group acquired IFC's minority stake in Kosjeric, and now owns 100 per cent of its share capital.

Montenegro is an important market for exports for Kosjeric due to the plant's geographical proximity. To that extent, Kosjeric has established a trading subsidiary, TCK Montenegro DOO, in that market, to meet local demand.

11.3.4 Albania

As part of its strategy in Southeastern Europe, the Group completed the construction of a greenfield cement plant, with an annual capacity of 1.5 million MT, in 2010 in the area of Boka e Kuqe, which is close to Tirana, Albania. The IFC and EBRD were minority shareholders in the operating company, Antea Cement Sh.A ("**Antea**"), each holding a 20.0 per cent stake, acquired in November 2008.

In February 2015, the Group purchased the 20.0 per cent stake which was held by the EBRD in Antea and, in November 2019, the Group acquired IFC's minority stake in Antea and now owns 100 per cent of it.

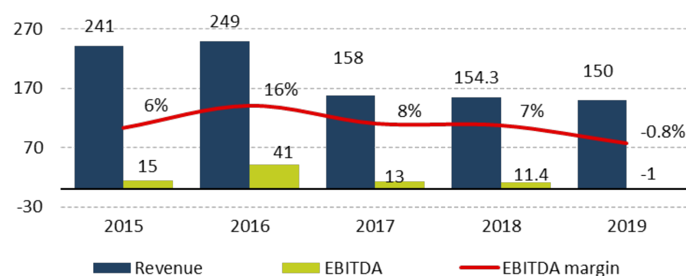
11.3.5 Kosovo

In December 2010, the Group announced the signing of a definitive agreement with the Privatization Agency of Kosovo for the purchase of the Sharr cement plant, with a rated capacity of 0.6 million MT per year, which the Group already managed through a lease agreement. The plant is operated by the Group's subsidiary, SharrCem Sh.P.K ("**Sharr**"). The Group has made significant investments to modernize the cement plant, with an emphasis on environmental protection and operational efficiencies.

11.4 Eastern Mediterranean

The Group's operations in the Eastern Mediterranean include two cement plants in Egypt and one in Turkey, with total cement production capacity of 7.1 million MT, one cement grinding plant in Turkey, 15 quarries, six ready mix plants and one distribution terminal. In the year ended 31 December 2019, the Group's operations in Eastern Mediterranean contributed 9.4 per cent of the Group's revenue (€150.3 million) and had no positive impact on the Group's EBITDA. In the five-month period ended 31 May 2020, the Group's operations in Eastern Mediterranean contributed 10.7 per cent of the Group's revenue (€68.9 million) and 1.8 per cent of the Group's EBITDA (€1.8 million). As at 31 December 2019, the Eastern Mediterranean region had total assets with a book value of €634.2 million (22.1 per cent of the Group's total assets). As at 31 May 2020, the Eastern Mediterranean region had total assets with a book value of €614.8 million (20.9 per cent of the Group's total assets).

The below chart shows the revenue, EBITDA and EBITDA Margin of the Southeastern Europe region for the periods indicated:



The Group's customers in Eastern Mediterranean mainly comprise of ready-mix producers, construction companies, wholesalers, distributors, retail and pre-cast concrete producers. The Group distributes its products directly, using its own equipment and trucks or through third-party contractors. The Group's sales are destined both for residential and commercial building activity, based on demand and pricing levels.

11.4.1 Egypt

The Group first entered the Egyptian market in 1982 with trading operations. In 1999, the Group entered into a 50/50 joint venture with Lafarge Group, the owner of 76.0 per cent of Beni Suef Cement Company ("**Beni Suef**"), through a government privatization program. The joint venture raised its stake in Beni Suef to 95.0 per cent in January 2000. In July 2002, the Group announced the acquisition of 50.0 per cent of the Lafarge Group investment in Alexandria Portland Cement Company ("**Alexandria Portland**"), listed in the Cairo stock exchange (which had at that time, an 88.5 per cent majority stake).

In May 2008, and after nine years of a successful 50/50 joint venture, the Group acquired Lafarge's entire share in the joint venture and, consequently, the remaining interest of Lafarge in Alexandria Portland and Beni Suef. The Group's operations in Egypt, comprising of its interests in Beni Suef and Alexandria Portland, are referred to as "**Titan Cement Egypt**."

In November 2010, the Group announced the completion of the €80.0 million equity investment by the IFC, which resulted in it acquiring a 15.2 per cent stake in the operations of Titan Cement Egypt. In November 2019, the Group acquired the minority stake of IFC in the Group's subsidiaries in Egypt. Following that transaction, Alexandria Portland undertook a mandatory tender offer to acquire shares owned by minority shareholders and is in the process of delisting its shares from the Cairo Stock Exchange.

The Beni Suef plant is located 120 kilometers south of Cairo on the east bank of the River Nile and has excellent access to the main highways linking North and South Egypt. The plant was upgraded in 2007, resulting in lower fuel and electric energy consumption, and a second 1.5 million ton cement production capacity line became operational in 2009. Limestone quarries are located close to the plant, with reserves expected to last over 50 years, and two clay quarries are located 10 to 15 kilometers from the site.

In March 2016, the second coal grinding mill went into operation at the Beni Suef cement plant, allowing Titan Cement Egypt to reduce energy costs. The Group's subsidiary in Egypt, GAEA, commenced operation in 2016, producing refuse-derived fuel from municipal solid waste in Alexandria to supply the local cement plant, and dried sewage sludges and biomass for the Beni Suef plant. Titan Cement Egypt also began co-processing, a practice referring to the use of waste as energy source, in Egypt in the autumn of 2016, with thermal substitution rate daily peaks of 20.0 per cent in Alexandria and 5.0 per cent in Beni Suef.

Alexandria Portland operates a plant located in Alexandria, the second most populous city in Egypt. The modernized plant is located close to the sea, thus facilitating exports. Alexandria's new coal-grinding mill was commissioned in December 2016 and supported fuel cost containment. A ready-mix plant at Borg El-Arab

(Alexandria city) was established in 2010 and a second ready-mix plant at West Cairo was completed in October 2012.

11.4.2 Turkey

The Group's operations in Turkey are part of the Group's Eastern Mediterranean operations and are conducted through its subsidiaries Adocim Marmara and Adocim Cimento. Adocim Marmara was fully acquired by the Group in 2016. The Group acquired a 50.0 per cent equity stake in Adocim Cimento in April 2008 and further increased its overall holding to 75.0 per cent in October 2018 by acquiring an additional 25.0 per cent from its joint venture partner. Adocim Marmara operates a grinding plant, which serves the Istanbul market. Adocim Cimento operates one integrated cement plant in Tokat near the Black Sea, which facilitates exports to the Black Sea market, and three ready-mix facilities in Tokat, Sivas and Artova. The business operations of Adocim Marmara are integrated with the operations of Adocim Cimento.

11.5 Joint Venture – Brazil

In September 2016, the Group acquired an equity stake in Cimento Apodi, a Brazilian cement manufacturer operating in the state of Ceará in Northeast Brazil. Cimento Apodi is jointly owned and controlled by the Group (with a 50.0 per cent stake), and a prominent Brazilian family business, through a joint venture agreement. Cimento Apodi operates a modern integrated cement plant in Quixeré, which has been in operation since 2015 and a cement grinding plant in Pecém port, close to the city of Fortaleza, which has been in operation since 2011. Cimento Apodi has a production capacity of over 2.0 million MT of cement per year. Quixere plant is the only plant in Latin America with a Waste Heat Recovery system. Cimento Apodi also owns and operates five ready-mix facilities, three quarries and 11 distribution terminals.

Despite difficult market conditions, the Group's joint venture in Brazil, Cimento Apodi, has managed to increase its market position by taking advantage of discontinued production by some competitor plants. Moreover, the North and Northeast regions of Brazil are believed to have particularly strong growth prospects, and growth in these regions has contributed to improvements in both volume and prices.

12. Production Process

12.1 Cement

The Group extracts raw materials such as limestone, clay, pozzolan and gypsum from its quarries to produce cement through the following process:

Raw materials extraction and storage. The principal raw materials (mainly limestone and clay) used for cement production are mined, using processes such as blasting and drilling, or through powerful excavators. In the pre-operational phase, the mine is researched and probed to identify the quality and quantity of raw materials. Once it is established that mining is economically feasible for a given site, the final digging configuration is defined and the size of the fleet of vehicles and equipment that will be required is decided. In the operational phase, blocs are marked and holes are made by punch presses. Explosives are loaded into the holes to loosen the limestone and bulldozers are deployed to remove dirt and the overburden, which is the rock, soil, and ecosystem that lies above and covers the limestone. The extracted raw materials are then loaded onto trucks and transported to the crushing plant. The raw materials are separately crushed and subsequently stored by type in silos, before they are fed to the raw mills for mixing in the appropriate proportions.

Homogenization and grinding. Homogenization refers to the process of mixing and grinding the raw materials. Limestone, gypsum and clay are mixed with iron acquired from third parties. The drying and grinding of raw materials takes place either in horizontal mills that crush the raw materials into powder or vertical mills that are used to pulverize the raw materials through pressure. Drying is effected through the use of hot kiln off-gases. The quality of the resulting raw material is monitored by examining samples of each batch and processing them using

quality control software, which confirms that the blend meets internal quality standards. The raw material is blended into a powder and subsequently stored in a silo until it is ready to be used.

Clinkerization. Clinker is produced by transferring the powdered raw material to a heater or calciner, where it is pre-heated to transform it into calcium oxide. At the pre-heating stage, the kiln temperature reaches approximately 900 degrees Celsius. After being processed, the raw material is fed to the rotary kiln, where intense heat causes the calcium oxide to fuse partially with iron ore, aluminum and silica to form a mixture of calcium silicates and other silicates. At this stage, the kiln temperature reaches approximately 2,000 degrees Celsius. The clinker is then cooled to a temperature of approximately 200 degrees Celsius and is stored in a silo or outdoor patio.

Cement grinding and storage. After the clinker has cooled, it is mixed with gypsum or other natural or artificial materials and this mixture is fed into a mill, where it is ground into a fine powder to produce cement. In this form, cement acts as a binding agent that becomes concrete or mortar when mixed with water, sand, stone and other aggregates. The exact mix of materials is strictly specified and continuously monitored. After passing through the mill, the cement is stored in concrete silos designed to preserve its quality until distribution.

Packaging. The cement is either packaged into bags and loaded into trucks, a majority of which belong to the Group's fleet with others that are operated by third parties, to be transported for distribution, or transported unpacked in bulk via specially designed trucks that deliver large amounts to designated work sites or by third-party chartered vessels.

12.2 Ready-Mix Concrete

Ready-mix concrete is produced by mixing cement with water and aggregates. Aggregates are inert granular materials such as sand, gravel or crushed stone which are obtained from quarries and then transferred to the ready-mix plants, where they are unloaded and stored separately, and constitute approximately 70.0 per cent of the ready-mix concrete's volume. Ready-mix concrete is produced either in concrete plants and transported to construction sites as ready-mix concrete or mixed at the construction site. Once the cement has been mixed with water and aggregates, the mixture undergoes a chemical reaction that hardens the ready-mix concrete into a permanent form of artificial stone within a few hours. For this reason, ready-mix concrete is transported through the use of specially designed trucks that stir concrete keeping it homogeneous until it is delivered at the work-site.

This process is overseen by a control room that centrally coordinates all production, taking into account the various specifications of ready-mix concrete for different applications, in addition to processing and organizing customer orders and related production.

The production of ready-mix concrete at the Group's plants can be broken down into the following eight stages:

Entrance. The ready-mix concrete components (cement, aggregates, water and additives) are received by personnel and tested by sampling. After their verification, the components are stored.

Storage. The components are stored at silos or storage bins located at the ready-mix plants.

Hoppers. A front-end loader transports aggregates to the silo, where a supplier belt fills boxes with aggregates. The sand, gravel and other products each have their own hopper. An automated system creates an alert if any hopper is low so that it may be replenished on a timely basis.

Loading point. The component materials of ready-mix concrete are separated and weighed in the aggregate hopper and transported by conveyor belt to the loading point where they are loaded into ready-mix concrete trucks. Cement, which falls from silos located above, is combined with water and additives. This process is automated and controlled from the control room.

Holding area. Once loaded, the ready-mix concrete trucks go to the holding area, where the ready-mix concrete is mixed for approximately ten minutes.

Exit. Once the concrete is mixed and ready for delivery, the ready-mix concrete truck is sealed and exits the plant. The seal ensures customers that the ready-mix concrete truck left the loading facility and arrived at the delivery site without having been opened, and upon delivery the invoice is delivered to the customer.

Quality Assurance. For every 200 cubic meters of ready-mix concrete produced at a plant, the Group collects a sample for quality testing at a laboratory. These samples are referred to as test specimens. Generally, four samples are collected for the laboratory by a team of drivers within a maximum period of 48 hours. Once these test specimens arrive at the laboratory, they are identified and cured, either in a humidity chamber or a controlled-temperature water tank, until testing commences. After this process, the test specimens are further broken down by automated laboratory presses seven and 28 days after being withdrawn from the cure. The results are analyzed, allowing for control of the quality of the products produced at the Group's facilities.

13. Facilities

The below provides a short description of the Group's facilities as at May 31, 2020.

Limestone quarries: the Group operates 72 limestone quarries, which are open-pit mines from which the raw materials to produce cement are extracted. The majority of the Group's quarries are located near the Group's cement plants, increasing efficiency and reducing transport costs. For further information on the Group's limestone quarries, please see "—*Limestone Quarries*" below.

Cement plants: the Group operates 14 cement plants, which are used to crush, store and transform raw materials to clinker, which is then stored at the Group's facilities. After being extracted from quarries or imported from third parties, the raw materials are fed to the raw mills for mixing. When the mixing is complete, the raw materials are transported to the kiln where they are heated and transformed to clinker. The clinker is then cooled and stored in special storages before the grinding process begins.

Grinding plants: the Group operates three grinding plants, which consist of horizontal or vertical mills that break the clinker into the fine gray powder that is cement.

Distribution terminals: the Group operates 33 distribution terminals, as both inland and port locations, including six import terminals, which are used to serve the international intra-Group trade. The Group uses its distribution terminals to ship its products either in bags or in bulk using specialized silo trucks or ships. Such products are then directed to internal market channels and external customers.

Ready-mix plants: the Group operates 128 ready-mix plants, which are used to weigh and mix raw materials (mainly cement, aggregates and water) to produce ready-mix concrete.

Dry mortar plant: the Group operates one dry mortar plant, in Greece, which is used to batch and blend various raw materials (mainly sand, cement and additives).

Concrete block plants: the Group operates ten concrete block plants, which consist of manufacturing facilities that transport, weigh and mix raw materials to concrete blocks. After blending the raw materials (mainly cement, water and additives), the mix is then molded through a conveyor before it is transformed into concrete block cubes.

Fly-ash processing plants: the Group operates five fly-ash processing plants, which are used to produce fly-ash through coal combustion. To produce fly-ash, coal is pulverized and blown with air into the boiler's combustion chamber where it ignites, generating heat and driving out fine particles of burned fuel. Fly-ash is captured through filtration equipment before the flue gases reach the chimneys.

14. Principal Raw Materials

The Group's production facilities consume significant amounts of raw materials. The principal raw materials used by the Group in the production of cement and concrete are limestone, clay, clinker, pozzolan, gypsum, mineral aggregates, water and additives.

14.1 Limestone Quarries

The Group obtains the limestone required to produce cement, concrete and related products principally from land where the Group owns quarries or has rights through leasing agreements to undertake quarrying.

In the years ended 31 December 2019 and 2018, the Group extracted approximately 32.4 and 33.6 million MT, respectively, of raw materials from the 72 quarries owned or leased by the Group globally.

The Group closely monitors its limestone reserves through the implementation of its reserve policy to maintain future production in commercially viable and environmentally sustainable levels. The relevant local teams conduct regular examinations and evaluations of the Group's quarries, prepare and submit reports to the applicable controlling department which then communicates the reserve estimates to the head of operations with respect to each quarry. Depending on the results of such examinations, the Group may then implement further actions such as quarries re-designing and pit optimization, to increase its reserve utilization efficiency.

14.2 Other Raw Materials

The Group obtains its other raw materials besides limestone, such as pozzolan and gypsum, either from quarries owned or leased by the Group, which are mostly located in Greece, or from various third-party suppliers, mostly in the other markets in which the Group operates.

15. Energy Sources

The Group consumes thermal and electrical energy in its extraction and production processes. Energy consumption is one of the Group's principal costs. The Group also operates systems for recycling, processing and utilizing waste as alternative raw material and alternative fuel.

15.1 Thermal Energy

In the years ended 31 December 2019 and 2018, the Group's total heat consumption amounted to 42,963 and 45,740 TJ, respectively, and represented 87.42 per cent and 87.5 per cent of the Group's total energy consumption. The Group's principal thermal energy sources are coal, pet coke and alternative fuels, with the Group purchasing its thermal energy from third parties on a spot rate basis. The Group does not rely on any specific or key third-party providers for its thermal energy needs, or face a significant risk of not having access to thermal energy, as long as the spot market is functioning in each country where its facilities are located.

15.2 Electrical energy

In the years ended 31 December 2019 and 2018, the Group's electrical energy consumption (derived from third parties) amounted to 6,328 and 6,549 TJ, respectively, and represented 12.8 per cent and 12.5 per cent of the Group's total energy consumption. The Group purchases its electrical energy from third parties, either state owned or privately run generating facilities, typically through-spot purchases or forward contracts shorter than 12 months.

16. Customers and distribution

The Group has a large, widespread customer base and its customers comprise mostly ready-mix producers, construction companies, cement wholesalers and distributors, and retail and pre-cast concrete producers.

In particular, cement customers include construction companies and public works organizations, manufacturers (such as producers of ready-mix concrete and prefabricated products) and, via retailers, the general public. Buyers of ready-mix concrete are also typically construction and public works contractors, ranging from major multinational corporations to small-scale customers. Customers for aggregates include a broad range of buyers, from concrete and asphalt producers, to manufacturers of prefabricated products, and construction and public works contractors of all sizes.

Benefiting from its vertically integrated business model, the Group is able to sell its aggregates and fly-ash production to its customers through various channels, mainly through its ready-mix concrete and cement businesses. The Group distributes its cement products directly, generally using its own equipment and trucks or through third-party contractors, while also selling its products for export through third-party chartered vessels. As at May 31, 2020, the Group operated 33 distribution terminals, either through land owned by the Group or through lease agreements with the relevant national or local authority, including six import terminals, located mainly in the United States, and Greece and Western Europe.

17. Competition

Many of the local markets for cement, aggregates, ready-mix concrete, dry mortars, building blocks as well as other construction materials and services are highly competitive. Competition in these regions is based largely on price and, to a lesser extent (but still substantially), on the quality of the material, service provided, logistics and innovative solutions offered. There is relatively low degree of product differentiation and the predominantly commodity nature of building material products and construction services leads to intense competition.

The Group estimates (on the basis of the Global Cement Directory 2019 and based on publicly available information) that in 2019 the top four cement producers represented approximately 25.0 of global cement production (excluding China). Competition for the Group in the cement industry varies from market to market and involves domestic and international cement producers, as well as importers and foreign construction service providers. In most markets the Group competes with global cement producers such as LafargeHolcim, HeidelbergCement, CRH, Cemex and others. Specifically, in its areas of operation in the United States, the Group competes mainly with Cemex, HeidelbergCement, Argos and CRH. In Greece, the Group competes primarily with LafargeHolcim whereas in Egypt one of the Group’s main competitors is the Egyptian army which operates a major state-owned cement plant. In Turkey, the Group competes with Votorantim and Askale Cimento whereas in Brazil it competes with Votorantim.

18. Intellectual Property

The Group owns or has licenses to use various trademarks, patents and other intellectual property rights that are of value to its business. The Group owns or has the right to use all relevant trademarks used in conjunction with the marketing of its products.

19. Research and Development

The Group’s research and development strategy is focused on the monitoring, integration and application of global trends on environmental footprint reduction, with particular focus on CO2 reduction, both through process improvements and through the development of low carbon clinker. The Group is engaged in long-term partnerships with scientific institutions, such as the European Cement Research Academy and academia and participates in R&D projects relating to new technologies, methods and materials that can reduce carbon footprint throughout the value chain, in line with the Low Carbon Technology Partnerships Initiative and the Paris Agreement on climate change. The Group’s efforts are also focused on the development of new products and solutions such as applying nanotechnology in cement and clinker, as well as the development and implementation of new cement, mortar and concrete recipes to cover the Group’s customers’ needs.

20. Corporate Social Responsibility and Sustainable Development

The Group's annual reporting has been developed in accordance with the Global Reporting Initiative G4 Principles, using the World Business Council for Sustainable Development/Cement Sustainability Initiative (the "**WBCSD/CSI**") guidelines and protocols. This report meets the "advanced level" criteria for UN Global Compact Communication on Progress.

The Group has also advanced further to the detailed presentation of relevant information for all countries in which it operates. CSR and sustainable development reports are also issued in local languages with data of interest to local stakeholders in most of the countries where the Group operates.

21. Regulatory Overview

The Group's operations are subject to extensive environmental and safety laws and regulations in the United States, the EU and elsewhere. The below provides a summary of the principal laws and regulations affecting the Group's operations.

21.1 United States

The Group's operations in the United States are subject to a variety of federal, state and local environmental laws and regulations. Such laws and regulations include, but are not limited to: the CAA, which, among others, sets standards for air quality and emissions of sulfur dioxide, nitrogen oxides and particulate matter; the Clean Water Act, which regulates discharges to water bodies and impacts to wetlands; and the RCRA, which regulates the management and disposal of solid and hazardous wastes.

U.S. environmental laws can also provide for environmental liability in case of the release of hazardous substances and waste which contaminate the environment or which affect human health and safety. These environmental laws include, but are not limited to, the Comprehensive Environmental Response, Compensation and Liability Act, commonly known as superfund (which provides the federal government the authority to respond to releases or threatened releases of hazardous substances, and attach liability to the generators of hazardous substances, as well as current or previous owners or operators of real property for the cost of investigation, removal and remediation of releases of hazardous substances). Such laws also include the Superfund Amendments and Reauthorization Act, which strengthened the superfund laws and required reporting of hazardous materials for emergency planning purposes and reporting of releases of hazardous substances from their manufacturing, processing or use, and the Toxic Substances Control Act, which addresses the production, importation, use, and disposal of specific chemicals, including various reporting obligations.

Environmental regulations in the United States undergo frequent review and modification, in addition to the establishment of new rules. The EPA recently concluded a technological review of Portland cement under the NESHAP and concluded that no new requirements or changes to emission limits were warranted. However, environmental groups have challenged this final rule and any outcome of the legal challenge that results in a change to the EPA conclusion could negatively impact the Group's ability or cost to comply with revised NESHAP regulations. Compliance with NESHAP regulations, as they evolve, may require new monitoring systems and other infrastructure, and may also require the Group to undertake significant various operations, maintenance and monitoring expenditures.

Under U.S. environmental laws and regulations, the federal government or state governments, if the relevant authority is delegated to them, can establish permit programs that set operating limits on emissions or releases, impose monitoring and reporting requirements, and require the respective source's owner or operator to take steps to reduce pollution. Other regulations impose non-permit requirements that establish procedures and plans to prevent releases of chemicals or pollutants, to report the manufacturing, use and release of hazardous substances, and to manage the generation and disposal of wastes. Numerous governmental authorities, including the EPA and the equivalent state agencies, as well as third-party citizen groups, have the power to enforce compliance with these laws and regulations and the permits issued under them. Enforcement actions often involve difficult and

costly compliance measures or corrective actions. Failure to comply with these laws and regulations may result in the assessment of sanctions, including administrative, civil or criminal penalties, natural resource damages, the imposition of investigatory or remedial obligations, and the issuance of orders limiting or prohibiting some or all of the Group's operations.

The Group may also become subject to potential environmental legislation in the United States regulating quantities of CKD, an emission of the Group's cement production operations. The EPA evaluated the status of CKD regulations in 1999 and proposed a rule for new management under RCRA. Although this rule was never finalized, any obligation to manage CKD as a hazardous waste under RCRA would require increased costs for the Group's operations in the United States and could result in higher capital expenditures to manage the Group's CKD emissions, any of which would adversely affect the Group's operating performance and profitability.

Moreover, the GHG regulations for electric utilities under the CAA were finalized in 2014 but have not been implemented pending the resolution of ongoing legal actions challenging the legality of those regulations. The ultimate disposition of the GHG regulations for electric utilities in the U.S. will set a regulatory precedent which may be applied to other industries (including cement) in subsequent regulatory actions. Any new GHG regulatory framework covering the cement industry could therefore have a significant negative impact on the Group's operations in the United States.

In the United States, the Group is also subject to safety requirements, which are outlined by the Occupational Safety and Health Act of 1970 as administered by the U.S. Occupational Safety and Health Administration and the Mine Safety and Health Act of 1977 as administered by the Mine Safety and Health Administration.

21.2 European Union

The Group's operations in Europe are also subject to a variety of environmental regulations. For example, carbon dioxide ("**CO2**") emissions are heavily regulated under EU law. In the cement industry, CO2 emissions result mainly from the production of clinker and the related combustion of fossil fuels, as well as the process emissions from the de-carbonization of the raw materials. In 2005, the EU introduced a cap and trade scheme, the ETS, under which industrial installations must control and report their CO2 emissions on an annual basis. So far there have been three phases in ETS implementation, namely ETS Phase I (2005-2007), ETS Phase II (2008-2012) and the ongoing ETS Phase III, which commenced in 2013 and is expected to run until 2020. Phase IV is expected to commence on January 1, 2021, and finish on 31 December 2030. As a cement producer, the Group has participated in the ETS program through Phases I and II and is currently participating in ETS Phase III. The Group anticipates that it will have sufficient CO2 rights for the ETS Phase IV, thanks to flexibility of exports and surplus carried forward.

The ETS requires regulated installations to surrender to regulatory agencies a number of allowances corresponding to their verified CO2 emissions for the previous year. CO2 emissions which exceed an installation's allowances will have to be compensated for by the purchase of allowances on the market. If actual CO2 emissions for a given site are below an installation's allowances then the surplus allowances can be kept against future CO2 emissions, or sold in the market.

ETS Phase III has changed the method of allocation of emissions allowances from free allocation to an auction method for the electric utilities sector, while the primary industrial sectors which remain vulnerable to "carbon leakage" receive free allowances to cover part of their needs. Cement producers such as the Group are in the industrial sector, and therefore continue to receive free allowances under ETS Phase III. "Carbon leakage" is the increased competition risk that companies in a certain sector, which are subject to the emission requirements, face from companies that operate in markets outside the EU, and which have lower or no emission requirements. The Group will be granted approximately 4.0 million MT per year (up to 2020) in free emissions allowances to assist the Group in combating the effects of "carbon leakage" and thus maintain its operations in the EU states in which it currently operates.

The sectors and subsectors that are deemed to be exposed to a significant risk of carbon leakage and the number of free allowances allocated to them are defined by the European Commission in its carbon leakage list. Cement producers are included in this list.

The revised ETS Directive (Directive (EU) 2018/410) introducing ETS Phase IV, which will apply for the period 2021-2030, entered into force on April 8, 2018, and amended the existing ETS Directive (Phase III). According to the new rules, the cement industry remains on the carbon leakage list, but with fewer allowances compared to Phase III, and the number of such free allowances shall be determined based on production levels of recent years (dynamic allocation), rather than the historical production levels used under ETS III. In general, ETS Phase IV will reduce the total number of free allowances allocated to the Group, contributing to an increase of the price of auctioned CO2 rights, and is expected to result in higher costs for cement producers.

22. Health, Safety and Environment

Driven by its enduring commitment to sustainable growth, the Group further progressed on environmental, social and governance issues, addressing its stakeholders' increasing expectations.

At both local and global level, the Group continues its sustainability efforts, collaborating with business alliances, academic institutions and other organisations towards the achievement of the Sustainable Development Goals 2030, in accordance with the Group's commitment through the UN Global Compact.

22.1 Health & Safety and Diversity & Inclusion

On the social pillar, improvement was recorded in the Group's safety performance, with a reduction in lost time injuries. Furthermore, the Group ran an engagement survey for all employees worldwide, drawing insights for further action. On diversity and inclusion (**D&I**), key policies and processes are being reviewed to ensure that they can positively influence and support D&I across the Group's business and an action plan was launched in 2020. Building on the Group's distinctive approach to social engagement with local communities, an internal platform recording and sharing best practices from all business units was set up.

The Group's Lost Time Injuries Frequency Rate ("**LTIFR**") for its own employees was 1.44 LTIs per million hours for the year ended 31 December 2019 compared to 1.44 LTIs per million hours for the prior year, while LTIFR for contractors was 1.35 LTIs per million hours in the same period. A number of Group-wide initiatives have recently been implemented in compliance with the Group's sustainability strategy and priorities, including, among others, a new health surveillance system, training for the prevention of serious accidents and a compendium of safety equipment. In 2019, the group-wide employee hotline policy was finalized. Key Group policies have been uploaded in the new Group learning management system and will be made digitally available for employees. The Group also offered 396 internships during the year ended 31 December 2019 and is actively involved in community engagement plans at all of its plants.

22.2 Environmental Matters

Acknowledging climate change as a significant global challenge, the Group has adopted at an early stage and implemented a climate change mitigation strategy, which includes the increased use of alternative fuels, particularly biomass, and the reduction of thermal energy consumption at its facilities. For the year ended 31 December 2019, the use of alternative fuels increased to 13.6 per cent of the Group's total thermal energy consumption, compared to 9.1 per cent in the year ended 31 December 2017.

The Group's subsidiary companies, GAEA Bulgaria and GAEA Egypt, have the objective of sourcing and producing suitable alternative fuels for the cement plants. The Group addresses its carbon emissions in line with the Kyoto Protocol (using 1990 as the base year for CO_2 emissions) and reports the CO_2 emissions from the cement plants.

The climate change challenge has put carbon footprint reduction at the forefront of the Group's sustainability agenda. The Group is committed to contribute to the Paris Agreement (COP21) objective to keep the global temperature increase below 2 degrees Celsius and is aligned with the UN Sustainable Development Goals 2030, including SDG13 – Climate Action. In 2019, specific net CO_2 emissions were further reduced to 675.7 kgCO2/tCementitious product, or 13 per cent below 1990 levels, mainly through the increased use of alternative fuels and gains in energy efficiency. Furthermore, the Group built on its "CO_2 Initiative", which includes actions per plant in order for the Group to achieve an approximately 30 per cent reduction below 1990 levels by 2030 and approximately 20 per cent by 2021 to 2023. Under this initiative, the Group is also continuing its focused collaboration on R&D projects piloting carbon capture technologies in its plants, developing low carbon cementitious products and participating in the decarbonisation of the construction value chain. With regards to its operations in the EU (Greece and Bulgaria), the Group is fully supportive of the European Commission's Green Deal vision of carbon neutrality by 2050. In the medium term, the allowances allocated to the Group under the current EU Emissions Trading System (EU-ETS) are expected to be sufficient to cover sales through to the year 2030, assuming a reduction of clinker exports and no substantial change in the regulatory environment.

In 2019, the Group's specific dust emissions, specific NOx emission and specific SOx emissions were reduced by 96.0 per cent, 57.3 per cent and 53.8 per cent, respectively, compared to 2003, with the cumulative avoided emissions amounting to 56,600 MT, 241,555 MT and 35,350 MT, respectively, since 2003. Water consumption decreased by 49 per cent in 2019 compared to 2003, with cumulative avoided consumption amounting to 29.4 million cubic meters since 2003.

Efficient water use and management at the Group's production facilities is also an important sustainability goal. The Group implements water management systems on its sites to monitor and optimize water use and report water data in a consistent way, according to the WBCSD/CSI guidelines. Having invested heavily over the years on incorporating Best Available Techniques to manage environmental impact, the Group has achieved all air emission (dust, NOx and SOx) and water reduction targets, while the percentage of active quarry sites with quarry rehabilitation plans increased to 90 per cent.

The table below illustrates the breakdown of the Group's capital expenditures relating to the implementation of its environmental policy by activity:

Group environmental expenditures	Year Ended 31 December (*€ million*)		
	2019	**2018**	**2017**
Costs for environmental management	16.8	16.3	15.8
Costs for reforestation	0.5	0.5	0.5
Costs for rehabilitation	0.6	0.5	0.5
Costs for environmental training and awareness building	0.2	0.2	0.2
Costs for the application of environmentally friendly technologies	6.4	9.6	8.6
Costs for waste management	2.1	1.9	1.9
Total	**26.6**	**29.1**	**27.5**

23. Employment

As at 31 December 2019, the Group employed 5,400 people, 79.3 per cent of which were located outside Greece and Western Europe.

Region	No. of employees as at 31 December 2019	No. of employees as at 31 December 2018
United States	2,307	2,223
Greece and Western Europe	1,172	1,159
Southeastern Europe	1,157	1,203
Eastern Mediterranean	764	780
Total	**5,400**	**5,365**

Group companies enter into collective bargaining agreements that establish, among other things, the working conditions, salary adjustments and profit-sharing programs of the Group's employees. In countries where there

are local federations of cement workers such as Greece, Turkey and Bulgaria, the Group also enters into collective bargaining agreements as a member of the respective local cement employer associations. In the United States, the Group has entered into collective bargaining agreements with United Steel Workers and Operating Engineers.

The Group's management believes that the relations of the Group with its employees are good and there are no risks associated with strikes or other shut downs of its operations. Although the Group's employees participate from time to time in strikes, such strikes are organized on a nation-wide level and are not specifically directed against the Group or affecting its operations, while Group employee participation levels remain low.

24. Legal Proceedings

In the ordinary course of business, the Group is involved, and may in the future become involved, in lawsuits, claims, investigations and proceedings, including product liability, commercial, ownership, competition, environmental and health and safety matters, social security and tax claims. The below litigation matters are extracted from Note 30 of the 2019 Consolidated Financial Statements, which are incorporated by reference elsewhere in this Offering Circular. As of the date of this Offering Circular, there are no other litigation matters which may have a material adverse impact on the financial position of the Group.

Privatization Cases

A. In 2011, two former employees of Beni Suef Cement Company SAE (**BSCC**) filed an action before the Administrative Court of Cairo, seeking the nullification of the privatization of BSCC that took place in 1999, when BSCC was sold to Financière Lafarge in a public auction, before being subsequently acquired by Titan Group. The Administrative Court of Cairo rejected in 2014 the plaintiffs' claim in connection with BSCC's privatization, however ruled that BSCC was under the obligation to re- instate all employees the employment of whom had been terminated, including employees who had left the company in the framework of voluntary staff reduction programs. Both the plaintiffs and BSCC have appealed the ruling issued by the first instance Court before the Supreme Administrative Court, which on 19 January 2015 suspended the case until the Supreme Constitutional Court of Egypt issues a final ruling on the constitutionality of Law no. 32/2014. The case is still suspended and no further action has been taken until now. The view of BSCC's lawyers is that the plaintiffs' action is devoid of any legal or factual ground.

B. In June 2013 another action was filed before the Administrative Court of Cairo seeking as in the above case to nullification of the privatization of BSCC. The Administrative Court of Cairo issued on 25 June 2015 a first instance ruling referring the case to the Investment Circuit no. 7, which has recently referred the case to the commissioners' panel where no hearing date has been scheduled until now. The view of BSCC's lawyers is that the action is devoid of any legal or factual ground.

C. In 2012, an ex-employee of Alexandria Portland Cement Company SAE (APCC) brought an action before the Administrative Court of Alexandria against the President of the Republic of Egypt, the Prime Minister, the Minister of Investments, the Minister of Industry, the Governor of Alexandria, the Manager of the Mines and Salinas Project in Alexandria and the Manager of the Mines and Quarries Department in Alexandria (but not against Alexandria Portland) seeking the nullification of the privatization of APCC through its sale to Blue Circle Cement Group in 1999, before APCC was subsequently acquired by Titan Group. The Administrative Court of Alexandria issued on 31 January 2015 a first instance ruling suspending the case initially until 28 May 2016 and subsequently until 15 October 2016, provided that by such date the Supreme Constitutional Court of Egypt would have ruled on the constitutionality of the above Law no. 32/2014. The case was subsequently referred to the Administrative Court of Cairo, Investment Circuit no.1 but no hearing has been scheduled until now. The view of APCC's lawyers is that the action is devoid of any legal and factual ground.

D. In May 2013, a new action was filed by three ex-employees of APCC seeking, as in the above case, the nullification of the sale of APCC to Blue Circle Cement Group. The case has been repeatedly adjourned and, as in the above cases, no judgment will be handed down from the competent Administrative Court until the Supreme

Constitutional Court of Egypt decides on the constitutionality of Law no. 32/ 2014. The view of APCC's lawyers is that the action is devoid of any legal and factual ground.

E. Sharr Beteiligungs GmbH (**SharrB**), a Titan Group entity based in Germany, filed in February 17, 2020 a claim in arbitration seeking the arbitral tribunal's confirmation that it has satisfied its commitment to implement investments estimated at €35 million within five years, pursuant to Section 5.01(a) of the Share Purchase Agreement entered into between the Privatization Agency of Kosovo (PAK) and SharrB on 9 December 2010 (**SPA**). The parties concluded the SPA in the context of PAK's privatization process, through which SharrB acquired a cement plant in Kosovo (Sharr Cement Plant) by acquiring the local operating company, Ndërmarrja e Re SharrCem SH.P.K. (SharrCem). Under the SPA, SharrB committed to make investments estimated at €35 million over a five-year period. SharrB duly complied with its obligation, by investing a total of €35.1 million by the end of 2015. As a testament to its continued dedication to developing SharrCem, SharrB has invested another €12.3 million since then, above and beyond any contractual obligation. PAK claims that SharrB invested some €25.6 million, leaving a shortfall of about €9.4 million. Throughout the investment period 2011-2015, SharrB submitted annual investment reports to PAK. All of these were accepted without any comment by PAK. SharrB commenced the arbitration proceedings to vindicate its performance of the SPA by way of declaratory relief, and also to obtain redress for PAK's other breaches of the SPA. The Group estimate that it have a strong case and good chances of succeeding in this arbitration.

Other cases

In 2007, BSCC obtained the license for the construction of a second production line at the company's plant in Beni Suef through a bidding process run by the Egyptian Trading and Industrial Authority ("**IDA**") for a license fee of EGP 134.5 million (€7.5 million)* IDA subsequently unilaterally raised the license fee to EGP 251 million (€13.9 million)*. In October 2008 BSCC filed a case before the Administrative Court refusing the price increase and requesting the license price to be set at EGP 500 (€27.8)*, or alternatively to EGP 134.5 million (€7.5 million)*, as had been originally determined through the bidding process. The Administrative Court dismissed BSCC's action and BSCC filed an appeal in June 2018 before the High Administrative Court. Until today no appeal hearing has been scheduled. BSCC has also lodged an action against IDA requesting the calculation of the payable interest, which is accruing on the EGP 251 million (€13.9 million)* fee that IDA is claiming, on the basis of the legal interest of 4 per cent per annum and not on the basis of the CBE interest (varying from 9 per cent to 19 per cent) as calculated by IDA. BSCC recorded an increase of intangible assets amounted to EGP 251 million (€13.9 million)*, in order to recognize the license claimed by IDA. In 2019, recognised additionally as capital expenditure the amount of EGP 166.6 million (€9.3 million)*, that represented interest asked by IDA.

The total amount recognised in intangible assets as license for the construction of a second production line at the company's plant is EGP 417.6 million (€23.2 million)* and the total amount of interest expenses, that it was charged in 2018 income statement, amounted to EGP 98.7 million (€5.5 million)*. In June 2018, BSCC and IDA entered into an agreement, pursuant to which BSCC paid to IDA the amount of EGP 251 million (€13.9 million)* for the value of the license plus the amount of EGP 24.9 million (€1.4 million)*, as down payment for interest, calculated on the basis of the CBE interest.

Moreover, BSCC agreed to pay the remaining amount of interest amounting to EGP 240.3 million (€13.4 million)*, in 12 monthly instalments, under the express agreement that, in case the Egyptian Courts accept the appeal of BSCC on the value of the license and/or the action of BSCC on the calculation of the payable interest, IDA will pay back to BSCC the relevant amounts. The view of BSCC's lawyers is that there is high probability that the High Administrative Court will adopt the price of EGP 134.5 million (€7.5 million)* for the license. Likewise, the view of BSCC's lawyers is that there is very high probability that BSCC's action on the calculation of the payable interest will be accepted by the Court.

25. Insurance

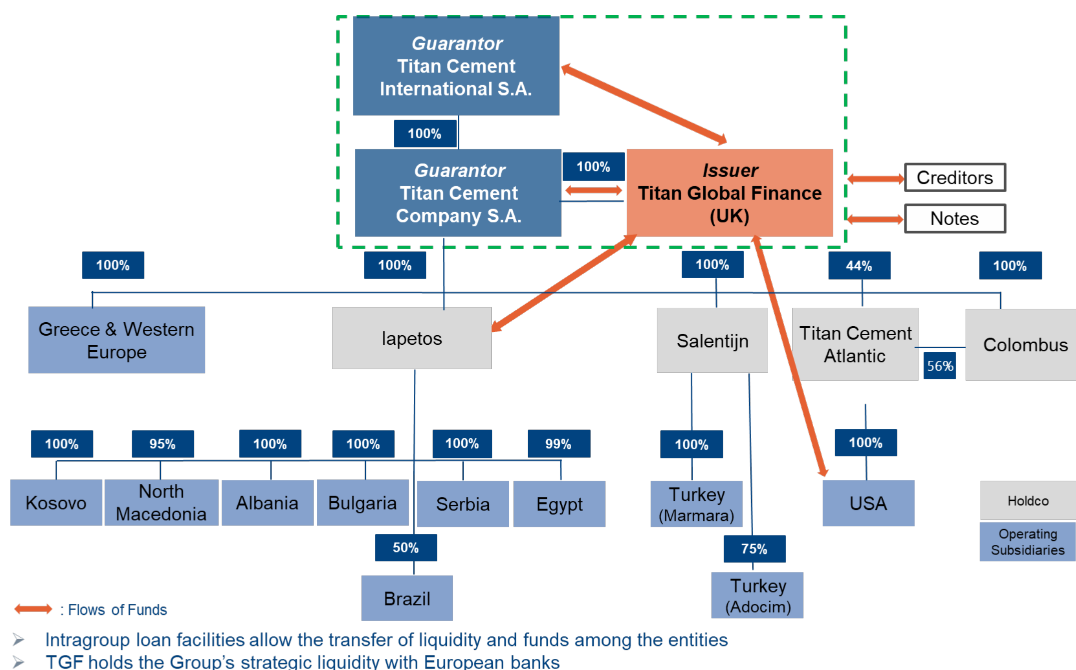
The Group maintains a comprehensive insurance program that covers damages to property and casualty losses, in addition to economic losses due to business interruption. The Group is insured against all risks of material damage

and business interruption, including civil liability. The Group's insurance policy provides coverage for production interruption in its cement manufacturing facilities. The Group's management believes that its insurance programs, policy limits and deductibles are appropriate for the risks associated with its business and are in line with the insurance policies of similar cement manufactures that operate in the respective markets in which it operates. As at the date of this Offering Circular, there had been no instances where the Group considers its insurance coverage to have been insufficient.

26. Corporate Structure

The following chart shows a simplified summary of the Group's corporate and financing structure as at 31 May 2020, *pro forma* for the issue of the Notes and the use of proceeds therefrom. The chart does not include all of the Group's subsidiaries, nor all of the debt obligations thereof.

Illustrative Group Structure



27. Principal Shareholders

So far as TCI is aware, TCI is not directly or indirectly owned or controlled by any natural or legal person. As at 23 June 2020 the following shareholders held more than 5 per cent of the total voting rights in TCI including voting rights relating to shares which are co-owned by some of them and are held in a joint securities account:

Significant Direct or Indirect Holdings Shareholder	Percentage
E.D.Y.V.E.M. Public Company LTD and TCI founders	35.70
Paul and Alexandra Canellopoulos Foundation	9.52
TCC*	6.35
FMR LLC*	6.70

**Note: Holdings as notified by the above shareholders to TCI on January 7, 2020 and on June 15, 2020.*

The aforementioned shareholdings are estimates and subject to change. As far as TCI's management is aware, there are no existing or anticipated arrangements which may at a subsequent date result in a change of control of TCI.

28. Recent Developments

28.1 Tender offer

On 29 June 2020, the Issuer commenced the Tender Offer in respect of its outstanding 2021 Notes. Under the terms of the Tender Offer, the Issuer is offering to purchase its outstanding 2021 Notes for cash at a purchase price of €1,016.00 per €1,000 in principal amount of the 2021 Notes, plus accrued and unpaid interest. The Issuer intends to use the net proceeds from the offering of the Notes (i) to repurchase the 2021 Notes tendered and accepted for purchase pursuant to the Tender Offer (ii) for general corporate purposes, including repayment of bank debt. The consummation of the Tender Offer is subject to the satisfaction or waiver of certain conditions precedent, including the completion of the offering of the Notes. HSBC Bank plc, Société Générale and Eurobank S.A. are the dealer managers for the Tender Offer.

29. Related Party Transactions

TCI is the parent company of the Group. The Group may enter into various transactions with related parties. During the year ended 31 December 2019, the Group did not record transactions with related parties. During the year ended 31 December 2018, the Group had purchases from related parties that amounted to €810 thousand with an outstanding credit balance of €63 thousand and €5 thousand outstanding credit balance from executives and members of the Board.

For a summary of transactions that were carried out with related parties during the years ended December 31, 2019 and 2018 please refer to Note 31 of the 2019 Consolidated Financial Statements of the Group.

30. Industry Overview

The global construction materials industry is generally comprised of companies operating in the production, distribution and consumption of cement, ready-mixed concrete, aggregates, fly-ash and other materials. These products are used in, among other things, the construction of residential and commercial buildings, and in infrastructure projects. The growth of the construction industry, and the relevant demand for the above materials, is determined by a number of macroeconomic and demographic factors, particularly levels of GDP growth, population growth, consumer and business preferences, interest rates, infrastructure and housing needs and fiscal expenditure. In the markets in which the Group operates, the principal drivers of the construction cycle are increasing urbanization, residential construction patterns and public infrastructure spending. These cyclical factors affect demand for, and therefore volumes and pricing of, building materials and related services, including the products sold by the Group. Key players in these industries range from multinational companies that are active across the construction materials value chain and operate in various jurisdictions, to small local players operating in one specific geographical or market segment. According to the 13th edition of the Global Cement Report published by the International Cement Review, total global cement consumption in 2019 increased by approximately 2.8 per cent to approximately 4.1 billion MT, following two years of contraction. Growth was driven by a strong rebound in China and a robust performance in North America. In 2018 and 2019, China continued to be the largest consumer of cement, followed by India and the United States.

30.1 Cement

Cement is a basic construction material and is an essential component for producing concrete, which is used in small-scale and large-scale construction projects in both the residential and commercial buildings as well as public and private infrastructure projects. There are different types of cement, including Portland cement and Masonry cement. Portland cement is the most commonly used type of cement and is manufactured using gypsum and clinker and is characterized by its quick hardening ability, making it ideal for projects requiring quick turnaround. Masonry cement is produced using clinker, plasticizers, and an air entraining agent, and has a higher ability to absorb moisture, making it suitable for a wide range of applications including plastering, core filling, tile adhesive and grout, fabrication of decorative stone and stucco and other semi-structural masonry works, such as driveways,

sidewalks and fencing. In addition, white cement, a less commonly used type of cement, is a premium-priced product that is used for ornamental purposes.

Cement transportation over land is costly and, therefore, cement producers generally aim to locate their cement plants in proximity to their customers. Sea and inland waterway transport provides a less costly alternative over greater distances, and is typically utilized by shipping cement products via import terminals located in harbors.

Cement customers include construction companies, producers of ready-mix concrete, producers of precast concrete as well as retailers who on-sell the purchased cement to private customers.

30.2 Concrete

Concrete is the combination of cement, water and aggregates and is one of the most versatile and extensively used materials in the construction industry. The most common type of concrete, ready-mix concrete, is formed and batched at local plants, or in concrete-mix trucks, due to the limited amount of time available for transportation to the customer before the mixed concrete hardens.

Concrete customers are typically small-scale to large-scale construction contractors. Ready-mix concrete is used to make pavement, architectural structures, motorways and roads, bridges and overpasses, parking structures, walls and footings for gates, fences and poles, among other things. Precast concrete, on the other hand, is pre-mixed and is commonly delivered in the form of a finished product such as blocks, bricks, panels and posts to the customers. Given that concrete is a mix of components and is not manufactured in a production facility, the concrete industry is generally less capital intensive and more decentralized than the cement industry.

30.3 Aggregates

Aggregates are used in the production of, amongst other things, cement, ready-mixed concrete and asphalt paving mixtures. Aggregates, which include sand, gravel and crushed stone, are produced in various ways, determining the suitability for certain applications. The production of aggregates involves the extraction of sand and gravel from both land quarries and sea locations. The aggregates are then screened to achieve a variety of different physical characteristics, which include hardness, geological nature (limestone, granite and others), granularity, shape, color, and granular distribution. These characteristics determine the application for which the aggregates are suited.

31. Market Environment

31.1 United States

More than a decade into an economic expansion, the U.S. economy continued to grow in 2019. With real GDP growing 2.3 per cent for the year, according to the International Monetary Fund (IMF, WEO April 2020), the economy benefitted from record low unemployment rates and elevated consumer sentiment, but was also supported by monetary policy including three interest rate cuts by the US Federal Reserve. Despite these positive factors, GDP growth was slightly lower than a year ago - burdened by concerns over trade policy and the diminishing beneficial effects of the 2017 tax reform programme. Wages continued to rise in 2019, leading to increases in disposable income and higher consumer spending. Inflation, however, remained in check even as monetary policy was relaxed.

In 2019, according to the U.S. Census Bureau, public construction and private non-residential construction spending grew by 6.9 per cent and 0.5 per cent, respectively, while residential construction spending fell by 4.5 per cent. Combined, construction spending in the U.S. remained stabled to $1.30 trillion. Despite the overall decline in construction spending, U.S. cement consumption grew for the ninth consecutive year, up 3.6 per cent to 102.0 million MT in 2019, according to figures of the U.S. Geological Survey (USGS).

In Florida, construction activity increased as areas outside of South Florida enjoyed high growth rates in construction spending and employment. Overall, cement consumption in Florida increased to 8.0 million MT in 2019 (compared to 7.7 million in 2018). The residential market remained the backbone of demand in the region. For Titan America, excluding fly ash, sales volumes in the Florida region increased across all products. Strong demographics, tourism, and infrastructure spending helped the region to post robust results.

In the Mid-Atlantic region, which for the Group comprises of the states of Virginia, North and South Carolina, cement consumption increased by 5.0 per cent to approximately 2.0 million MT in Virginia and from 2.7 million to 2.9 million MT in North Carolina. The region benefitted from better weather patterns in the year compared to 2018. Performance improved, driven by increased volumes and an increase in realized selling prices. Sales volumes of ready-mix products also increased, with the Group capitalizing on large infrastructure and commercial construction projects in the area, while fly ash profitability declined due to lack of available supply in the market.

In the New York Metropolitan area, cement consumption remained steady at 1.8 million MT. The Group's subsidiary, Essex cement was able to maintain a strong market position amidst a highly competitive environment.

Despite the disruption and uncertainty in the immediate term generated by the outbreak of COVID-19 in the first quarter of 2020, the medium- and longer-term indicators for U.S. construction activity remain robust. Similarly, first indications from April 2020 point to a more benign effect of the pandemic on construction than initially feared. According to the latest data made available by the Portland Cement Association (PCA), which as at time of writing regard the month of April, the implied year-to-date growth rate in national cement consumption through April was 2.7 per cent. Another positive indicator for the medium-term is the fact that construction employment saw a record rebound in May 2020, adding 464,000 net new jobs in May, according to an Associated Builders and Contractors analysis of data released in the beginning of June by the U.S. Bureau of Labor Statistics. May 2020 represented the largest monthly increase in construction jobs since the government began tracking employment in 1939, a drastic improvement from April, which recorded the industry's largest month-over-month job loss.

Looking at the longer-term, according to the USGS, annual U.S. cement consumption in 2019 of 102.0 million MT, is still 20 per cent below its peak of 128.0 million MT consumed in 2005. With respect to the residential construction market, although total housing starts have increased since 2010, they still remain below the national 50-year average and well below the peak in housing starts in 2005. Similarly, single family housing starts amounted to 894,000 units in December 2019 compared to 1,732,000 units in July 2005 (Source: U.S. Census Bureau). Cement consumption related to residential construction in the U.S. is expected to record a CAGR of 3.5 per cent between 2020 and 2025, according to the PCA Summer 2020 preliminary forecast released mid-June 2020. According to the same forecast data set, cement consumption for non-residential construction is expected to record a CAGR of 1.1 per cent between 2020 and 2025, while cement consumption for public construction output, the construction activities undertaken by the government, is expected to grow at a CAGR of 0.9 per cent per year between 2020 and 2025, without factoring in any infrastructure stimulus programme, a development otherwise widely speculated by the market to be voted in early July 2020 and currently enjoying bipartisan support. Looking ahead, according to the same forecast, the PCA's preliminary forecasts an increase in U.S. overall cement consumption of 2.1 per cent per year on average between 2020 and 2025, although overall cement consumption is expected to decline in 2020 by 3.8 per cent.

As regards imports into the U.S., the structure of the industry is such that the majority of cement import terminals in the United States are owned by producers that also own cement production plants in the country. According to the U.S. Census Bureau Foreign Trade Division, the share of cement imports to consumption, was 27.5 per cent in 2005, while it stood at 15.8 per cent in 2019, according to the PCA who forecast that the share will hover between approximately 15 and per cent 17 per cent throughout the forecast period to 2025 (Source: PCA Summer 2020 preliminary forecast).

31.2 Greece and Western Europe

Total cement demand in Greece in 2019 posted a modest growth, mainly driven by a recovery in the housing market. There was an increase in building permits, albeit mostly for renovation projects and to a lesser degree for

new buildings. Tourism activity continued to contribute to growth with investments in new facilities. The election of a new Government in 2019 triggered positive momentum for construction in general. On the other hand, large-scale infrastructure projects did not commence, as they were suspended for review by the new government. Cement consumption for the year was about 80 per cent below the peak of 11.6 million MT in 2006, close to a 50-year low. In the first quarter of 2020, peripheral construction projects and private investment were key drivers of demand. Domestic and export sales were hit in April 2020, due to COVID-19 lockdowns, but by early May 2020 there has been a recovery. The new government provided substantial fiscal support to address COVID-19 impact with EU funding of €25.2 billion and €9.2 billion soft loans.

Improved 2019 performance came as the result of a combination of higher domestic cement sales volumes, as well as a notable rise in the utilization of alternative fuels. The U.S. market remained on an upward trajectory, leading Greek plants, especially Kamari and Patras, to higher cement exports. Thessaloniki also benefited indirectly, as investments for the optimization of the plant's production process allowed a shift to new export destinations.

31.3 Southeastern Europe

In the countries of Southeastern Europe, sustained economic growth had a positive effect on construction activity. An increase in selling prices recorded during 2019, coupled with rising plant utilization rates to meet the increased demand, resulted in a significant improvement in the region's results. The Group believes that long-term growth prospects for the local markets are positive, with current low levels of cement consumption likely to increase as the political situation stabilizes in the Southeastern region and EU membership grows more likely, which is anticipated to have the effect of increasing the number of housing and infrastructure projects. The region also benefits from significant funding from international organizations such as the EU, USAID and the World Bank for construction projects underpinning long-term growth potential. The Group also believes it has improved its competitiveness through the expansion of alternative fuels usage, to the benefit of its operations as well as of the local communities.

31.3.1 North Macedonia

In 2019, according to the IMF (WEO, April 2020), economic growth in North Macedonia strengthened to 3.5 per cent. The EU's refusal to start accession negotiations with the country had a negative impact on the construction market. Overall, however, domestic consumption, supported by demand for commercial buildings, remained on par with 2018, despite the decline of infrastructure construction and public projects. The Group's local subsidiary USJE, was successful in increasing its operating profit through an effective cost containment initiative and an increase in exports.

31.3.2 Bulgaria

In Bulgaria, 2019 marked a year of strong economic performance and according to the IMF (WEO, April 2020), it was the fifth consecutive with growth over 3 per cent. Cement demand surpassed expectations at an estimated rate of 9 per cent, mainly driven by residential investments in the biggest cities of the country. Zlatna Panega's sales followed the growth of the domestic market, only partially offset by a decrease of exports to neighboring countries. Overall, 2019 results were positively affected by increased domestic sales, higher usage of alternative fuels and lower fuel prices, which counterbalanced escalating labour costs and higher electricity prices.

31.3.3 Serbia and Montenegro

In 2019, the Serbian economy recorded growth of 4.2 per cent according to the IMF (WEO, April 2020), mainly driven by an improvement of private consumption, mild growth of industrial output and a surge in investment spending and construction. Cement demand recorded an estimated 7 per cent growth compared to 2018, stemming from housing, commercial projects and infrastructure investments. In neighboring Montenegro, the main export market of the Group's subsidiary Kosjeric, the cement market recorded a decline, due to the completion of a major highway project. Supported by the domestic market, overall financial results of Kosjeric improved.

31.3.4 Albania

In 2019, according to the IMF (WEO, April 2020), GDP in Albania increased by 2.2 per cent. Public spending on infrastructure projects as well as private construction boosted cement demand by an estimated 9 per cent compared to 2018. Financial results of the Group's subsidiary Antea were stronger owing to operational efficiencies and improvements, as well as favorable energy and fuel costs. After the earthquake that hit Albania on November 2019, Antea has been in the forefront to provide help to the affected local community.

31.3.5 Kosovo

In 2019, Kosovo recorded GDP growth of 4 per cent for fifth year in a row, according to the IMF (WEO, April 2020). The construction sector remained strong, although, due to the completion of specific large projects, demand declined by approximately 5 per cent compared to 2018. The main drivers of consumption were road infrastructure projects and residential construction, supported by migration trends. Construction financing was supported by the diaspora's remittances and the prevailing low interest rates. Profitability for the Group's subsidiary remained positive, notwithstanding higher costs and lower production. The company invested in plant and equipment to improve its operational and environmental performance. Sharrcem also continued its efforts to expand its social contribution towards the local community through the LAB project.

31.4 Eastern Mediterranean

31.4.1 Egypt

While the country enjoyed robust GDP growth of 6 per cent (IMF, WEO, April 2020), 2019 was another challenging year for the Egyptian cement market, as the construction sector suffered the effects of the slower progress in the execution of mega projects, government measures to tackle illegal housing which affected demand and a decline in the real estate market. As a result, cement consumption fell by an estimated 4 per cent compared to 2018, to around 48.5 million MT. The cement industry in Egypt has been marred by oversupply in recent years, a situation exacerbated by the entry into operation of the army's mega cement plant in the second half of 2018. Capacity utilization rates have subsequently fallen significantly. Significant cost increases, resulting from additional levies and electricity price increases, could not therefore be compensated by an adjustment in selling prices, which remained stagnant at low levels and therefore wiped out the profitability of the Group's Egyptian operations. The Group has undertaken a programme aiming at cost containment and the reduction of the Group's operations carbon footprint by the adoption of an aggressive strategy of alternative fuel usage, at both the Alexandria and the Beni Suef plants. The Group's subsidiaries' weak financial performance is in line with that of the entire cement sector in Egypt which is experiencing hardship, reflected in poor financial performance. The closure of some dated capacities and the partial suspension of select production lines that occurred in 2019 were not sufficient to raise utilization rates and prices.

The market nevertheless enjoyed a strong first quarter in 2020 with domestic cement consumption growing by 4.5 per cent according to the data of the Egyptian Ministry of Trade & Industry. Regrettably, with the effects of COVID-19 starting to spread and affect economic activity across the country, these gains were all but reversed by May according to the same source.

The immediate effects of the pandemic on the lives and livelihoods in Egypt notwithstanding, the country's strategic geopolitical location between Asia and Europe, the large and growing working and consumer population, the strong infrastructure project pipeline and a developed financial sector are among the key advantages that will see the country attract significant levels of investment and trade activity over the medium-to-long term.

IMF-led reforms helped restore macroeconomic stability, allowing the government to move onto making more structural changes to the economy which will sustain strong growth rates supporting sustainable industrial development in the long run.

The implementation of Egypt's new investment law will further boost investor confidence and drive fixed capital formation in the country. An uptick in investment will also create job opportunities, underpinning the view that fixed investment and private consumption will be the main drivers in the acceleration of GDP growth over the coming quarters.

31.4.2 Turkey

GDP in the second half of the year in Turkey recorded a timid growth of 0.6 per cent and 0.9 per cent on an annualised basis (IMF WEO, April 2020) after the economy had entered 2019 undergoing the damaging effects and attendant recession resulting from the currency shock of August 2018. The domestic economic environment rippled through the construction sector with domestic cement consumption declining by approximately 30 per cent compared to 2018, reaching approximately 45 million MT (Turkish Cement Manufacturers' Association data). Although an increase in export activity partially offset the decline in domestic demand, overcapacity remains a key issue for the sector. The Group's Turkish operations performance was inevitably also affected by the overall decline in the domestic cement market. Prices increased in local currency, but this was not sufficient to cover inflation and compensate for the depreciation of the Turkish Lira during the year. Higher fuel and electricity prices further impacted results. The market showed encouraging signs of stabilization in the second half of 2019, while the Group's subsidiary in the country, Adocim, is in a position to face the challenges in the market owing to its low gearing, modern asset base, and competitive production cost.

Turkey entered 2020 on a strong note, as GDP growth in the fourth quarter of 2019 accelerated to an annualised 6.0 per cent and slowed down to only an annualised 4.5 per cent in the first quarter of 2020 (Morgan Stanley global macro, Jun. 2020). The domestic restriction measures related to the COVID-19 spread only started in April, so more pronounced weakness is expected to become evident in the second quarter of 2020.

Domestic cement demand recorded a robust growth in January only to be followed by declines in both February and March. In total for the first quarter of 2020, domestic cement consumption declined by 3.9 per cent according to data released by the Turkish Cement Manufacturers' Association data. The Association expect the decline to continue in second quarter but are reservedly optimistic for an improvement in market conditions in the summer months.

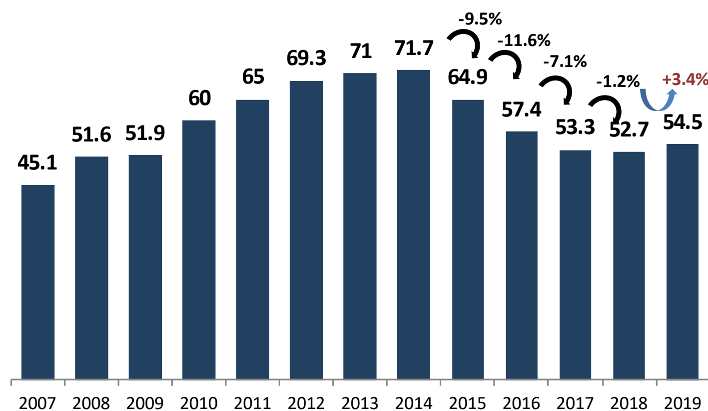
31.5 Brazil

The year 2019 was the third consecutive year that the Brazilian economy grew by 1 per cent, according to the IMF (WEO, April 2020). Cement demand, mainly driven by private construction started to strengthen, growing by 3.4 per cent and reaching 54.5 million MT. This marked the first year of growth since the peak year of 2014 when consumption had reached 72 million MT. Cement consumption in the north and northeast, the natural market of Apodi, the Group's joint venture in the country, grew at a slower pace than the rest of Brazil, mainly due to the delay of public investment, as well as the existing stock of residential developments.

In 2019, Apodi increased its sales volumes, mainly owing to higher bulk sales. Cement prices remained stable, though higher transportation cost and adverse weather conditions impacted operating profitability.

Projections for 2020 were promising for growth. Macroeconomic indicators were positive, the residential sector was expanding in several regions of the country, and the increase in the wage bill showed signs that the growth trend would continue, thus allowing a projection of above 3 per cent in consumption for 2020, according to the Sindicato Nacional da Industria do Cimento - SNIC. The pandemic that hit markets in March 2020, has led to uncertainties over cement consumption at least in the short term.

The below chart shows the evolution of annual cement consumption in Brazil (in MT):



For the period January-May 2020, total cement consumption was practically at the same levels with the same period of 2019, posting a 0.3 per cent decline to 21,683 million MT, with sales falling sharply in March and recovering to pre-COVID-19 levels in May 2020. During the same period, cement consumption in the Northeast, the natural market of Apodi, our joint venture in the country, grew by 0.5 per cent compared to the same period in 2019. Moreover, although the start of the year saw rainy weather, April and May were exceptionally dry, supporting construction. National consumption in May 2020 grew to 4.8 million MT of cement, while in the Northeast consumption increased by 6.1 per cent year-on-year (source SNIC – Results May 2020).

The Group believes that the long-term demand growth prospects in Brazil remain attractive as large and young population, growing urbanization and infrastructure needs are expected to provide support for the industry.

TAXATION

UNITED KINGDOM TAXATION

The following applies only to persons who are the beneficial owners of Notes and is a general description of the Issuer's understanding of current UK tax law and HM Revenue and Customs ("HMRC"), published practice, both of which may be subject to change (possibly with retrospective effect) relating to the United Kingdom withholding tax treatment of payments of interest in respect of the Notes and the United Kingdom stamp tax treatment in relation to the issue and transfer of the Notes. The comments do not deal with other United Kingdom tax aspects of acquiring, holding or disposing of Notes. The following is a general guide and should be treated with appropriate caution. Prospective Noteholders who may be subject to tax in a jurisdiction other than the United Kingdom or who may be unsure as to their tax position should seek their own professional advice.

Payment of interest on the Notes

Payments of interest on the Notes may be made without deduction of or withholding on account of United Kingdom income tax provided that the Notes are and continue to be listed on a "recognised stock exchange" within the meaning of section 1005 of the Income Tax Act 2007. Euronext Dublin is a recognised stock exchange for these purposes. The Notes will satisfy this requirement if they are officially listed in Ireland in accordance with provisions corresponding to those generally applicable in EEA states and are admitted to trading on Euronext Dublin. Provided, therefore, that the Notes remain so listed, interest on the Notes will be payable without withholding or deduction on account of United Kingdom income tax.

In most other cases, an amount must generally be withheld from payments of interest on the Notes on account of United Kingdom income tax at the basic rate (currently 20 per cent.). However, where an applicable double tax treaty provides for a lower rate of withholding tax (or for no tax to be withheld) in relation to a Noteholder, HMRC can issue a notice to the Issuer to pay interest to the Noteholder without deduction of tax on account of UK income tax (or for interest to be paid with tax deducted at the rate provided for in the relevant double tax treaty).

The references to "interest" in this section "*United Kingdom Taxation*" mean "interest" as understood in United Kingdom tax law. The statements do not take any account of any different definitions of "interest" or "principal" which may prevail under any other law or which may be created by the terms and conditions of the Notes or any related documentation.

The above description of the United Kingdom withholding tax position assumes that there will be no substitution of an Issuer and does not consider the tax consequences of any such substitution.

Stamp Duty and Stamp Duty Reserve Tax

No United Kingdom stamp duty or stamp duty reserve tax is payable on the issue of the Notes or on a transfer of the Notes.

BELGIAN TAXATION

The following summary describes the principal Belgian tax considerations with respect to the purchase, holding and selling of the Notes. This information is of a general nature and does not purport to be a comprehensive description of all Belgian tax considerations that may be relevant to a decision to acquire, to hold or to dispose of the Notes. In some cases, different rules can be applicable.

This summary is based on Belgian tax legislation, treaties, rules, and administrative interpretations and similar documentation, in force as of the date of the publication of this Offering Circular, without prejudice to any amendments introduced at a later date, even if implemented with retroactive effect.

This summary is not intended to constitute, nor should it be construed as, legal or tax advice. Each prospective holder of Notes should consult a professional adviser with respect to the tax consequences of an investment in the Notes, taking into account the influence of each regional, local or national law.

Belgian withholding tax

The following summary describes the principal Belgian withholding tax considerations with respect to the Notes.

For Belgian tax purposes, periodic interest income and amounts paid by the Issuer in excess of the issue price (whether or not on the maturity date) are qualified and taxable as "interest". In addition, if the Notes qualify as fixed income securities within the meaning of article 2, §1, 8°of the Belgian Income Tax Code of 1992, in case of a realisation of the Notes between two interest payment dates, an income equal to the accrued interest corresponding to the period during which the investor held the Notes in the period between the two interest payment dates is also taxable as interest.

For the purposes of the following paragraphs, any such gains and accrued interest are therefore referred to as "interest".

Guarantee payments made by the Guarantors should not be subject to a Belgian withholding tax, on the basis that TCI is not viewed as a Belgian company for Belgian tax purposes and that TCC is not a Belgian company. In addition, guarantee payments are generally not considered as interest payments.

Belgian resident individuals

Belgian resident individuals, i.e. individuals who are subject to Belgian personal income tax ("*Personenbelasting*"/"*Impôt des personnes physiques*"), and who hold the Notes as a private investment, are in Belgium subject to the following tax treatment with respect to the Notes.

Other tax rules apply to Belgian resident individuals who do not hold the Notes as a private investment.

Payments of interest on the Notes made through a paying agent in Belgium will in principle be subject to a 30 per cent. withholding tax in Belgium (calculated on the interest received after deduction of any non-Belgian withholding taxes). The Belgian withholding tax constitutes the final income tax for Belgian resident individuals. This means that they do not have to declare the interest obtained on the Notes in their personal income tax return, provided Belgian withholding tax was levied on these interest payments.

Nevertheless, Belgian resident individuals may elect to declare interest on the Notes in their personal income tax return. Also, if the interest is paid outside Belgium without the intervention of a Belgian paying agent, the interest received (after deduction of any non-Belgian withholding tax) must be declared in the personal income tax return. Interest income which is declared this way will in principle be taxed at a flat rate of 30 per cent. (or at the relevant progressive personal income tax rate(s), taking into account the taxpayer's other declared income, whichever is more beneficial) and no local surcharges will be due. The Belgian withholding tax levied may be credited against the Belgian resident individual’s income tax liability.

Capital gains realised on the sale of the Notes are in principle tax exempt, unless the capital gains are realised outside the scope of the normal management of one’s private estate or unless the capital gains qualify as interest (as defined above). Capital losses are in principle not tax deductible.

Belgian resident companies

Belgian resident companies, i.e. companies that are subject to Belgian corporate income tax ("*Vennootschapsbelasting*"/"*Impôt des sociétés*"), are in Belgium subject to the following tax treatment with respect to the Notes.

Interest derived by Belgian resident companies on the Notes and capital gains realised on the Notes will be subject to Belgian corporate income tax at the ordinary corporate income tax rate of in principle 25 per cent. (with a reduced rate of 20 per cent. applying to the first tranche of EUR 100,000 of taxable income of qualifying small companies) applicable as of assessment year 2021 linked to a taxable period starting at the earliest on 1 January 2020. If the income has been subject to a foreign withholding tax, a

foreign tax credit will be applied on the Belgian tax due. For interest income, the foreign tax credit is generally equal to a fraction where the numerator is equal to the foreign tax and the denominator is equal to 100 minus the rate of the foreign tax, up to a maximum of 15/85 of the net amount received (subject to some further limitations). Capital losses are in principle tax deductible.

Interest payments on the Notes made through a paying agent in Belgium are in principle subject to a 30 per cent. withholding tax, but can under certain circumstances be exempt from Belgian withholding tax, provided that certain formalities are complied with. The withholding tax that has been levied is creditable in accordance with the applicable legal provisions.

Belgian non-profit legal entities

Belgian non-profit legal entities, i.e. legal entities that are subject to Belgian tax on legal entities ("*Rechtspersonenbelasting*"/"*impôt des personnes morales*"), are subject to the following tax treatment with respect to the Notes in Belgium.

Payments of interest on the Notes made through a paying agent in Belgium will in principle be subject to a 30 per cent. withholding tax in Belgium and no further tax on legal entities will be due on the interest.

However, if the interest is paid outside Belgium without the intervention of a Belgian paying agent and without the deduction of Belgian withholding tax, the Belgian non-profit legal entity itself is responsible for the declaration and payment of the 30 per cent. withholding tax.

Capital gains realised on the sale of the Notes are in principle tax exempt, unless the capital gain qualifies as interest (as defined). Capital losses are in principle not tax deductible.

Non-Belgian investors

Payments of interest on the Notes made through a financial institution or other intermediary established in Belgium will in principle be subject to a 30 per cent. withholding tax in Belgium, unless a reduced rate or an exemption applies on the basis that the holder of the Notes is resident in a country with which Belgium has concluded a double taxation agreement and delivers the requested affidavit.

Non-resident corporate investors who have allocated the Notes to the exercise of a professional activity in Belgium through a Belgian establishment may benefit from a withholding tax exemption provided that certain formalities are complied with.

Non-resident investors who have not allocated the Notes to a Belgian establishment can also obtain an exemption of Belgian withholding tax on interest from the Notes if certain conditions are met.

If the income is not collected through a professional intermediary in Belgium, no Belgian withholding tax will be due.

Investors that are non-residents of Belgium for Belgian tax purposes are in principle not subject to Belgian income tax on interest payments on the Notes, unless if the Notes are held as part of a business conducted in Belgium through a Belgian establishment. In such a case, the same principles will apply as described with regard to Belgian resident companies (see above) or as applicable to Belgian resident individual investors (holding the Notes for professional purposes). Non-resident individuals who do not use the Notes for professional purposes and who have their fiscal residence in a country with which Belgium has not concluded a tax treaty or with which Belgium has concluded a tax treaty that confers the authority to tax interest on the Notes to Belgium, will be subject to tax in Belgium if the interest is obtained or received in Belgium.

Tax on stock exchange transactions

The sale and acquisition of the Notes on the secondary market is subject to a tax on stock exchange transaction ("*Taks op de beursverrichtingen*"/"*Taxe sur les opérations de bourse*") if (i) executed in Belgium through a professional intermediary, or (ii) deemed to be executed in Belgium, which is the case if the order is directly or indirectly made to a professional intermediary established outside of Belgium, either by private individuals with habitual residence in Belgium, or legal entities for the account of their seat or establishment in Belgium.

The tax is generally due at a rate of currently 0.12 per cent. on each sale and acquisition separately, with a maximum of EUR 1,300 per taxable transaction. A separate tax is due by each party to the transaction, and both taxes are collected by the professional intermediary. However, if the intermediary is established outside of Belgium, the tax will in principle be due by the ordering private individual or legal entity, unless that individual or entity can demonstrate that the tax has already been paid. Professional intermediaries established outside of Belgium can, subject to certain conditions and formalities, appoint a Belgian representative for tax purposes, which will liable for the tax on stock exchange transactions in respect of the transactions executed through the professional intermediary.

Exemptions apply for certain categories of institutional investors and non-residents. Transactions on the primary market are not subject to this tax.

GREEK TAXATION

The following is a summary of certain material Greek tax consequences relating to the ownership and disposal of the Notes and payments under the TCC Guarantee. The discussion is not exhaustive and does not purport to deal with all the tax consequences applicable to all possible categories of Noteholders, some of whom/which may be subject to special rules, and also does not touch upon procedural requirements such as the filing of a tax declaration, of proof of tax residency or of supporting documentation required. Further, it is not intended as tax advice to any particular Noteholder and it does not purport to be a comprehensive description or analysis of all of the potential tax considerations that may be relevant to any such Noteholder in view of his/her/its particular circumstances.

The summary is based on the Greek tax laws in force on the date of this Offering Memorandum, published case law, ministerial decisions and other regulatory acts of the respective Greek authorities as in force at the date hereof and does not take into account any developments or amendments that may occur after the date hereof, whether or not such developments or amendments have retroactive effect. There are also certain tax issues which have not been clarified, up to this time, by the tax administration.

Individuals are assumed not to be acting in the course of business for tax purposes. "Greek tax residents" includes, as regards legal entities, the permanent establishment in Greece of a foreign legal entity, where the Notes are held through that permanent establishment.

Tax considerations are subject to the more favourable provisions of any applicable treaty for the avoidance of double taxation (the "DTT").

Prospective Noteholders are advised to consult their own tax advisers as to the laws of Greece and other tax consequences of the purchase, subscription for, ownership and disposal of Notes.

Greek withholding tax

Payment of principal under the Notes and the TCC Guarantee

No Greek income tax will be imposed on payments of principal to any Noteholders in respect of Notes.

Payments of interest on the Notes

Payments of interest on the Notes issued by the Issuer and held by:

(a) Noteholders who neither reside nor maintain a permanent establishment in Greece for Greek tax law purposes through which the Notes are held (the "**Non-Resident Noteholders**") will not be subject to Greek income tax, provided that such payments are made outside of Greece by a paying or other similar agent who neither resides nor maintains a permanent establishment in Greece for Greek tax law purposes; and

(b) Noteholders who either reside or maintain a permanent establishment in Greece for Greek tax law purposes, through which the Notes are held (the "**Resident Noteholders**") will be subject to Greek withholding income tax currently at a flat rate of 15 per cent, if such payments are made directly to Resident Noteholders by a paying or other similar agent who either resides or

maintains a permanent establishment in Greece for Greek tax law purposes. The 15 per cent tax will, as a rule, exhaust the tax liability of Resident Noteholders who are natural persons (individuals) for income tax in Greece. In case of Resident Noteholders that are legal persons or entities (or permanent establishments of foreign entities where the Notes are held through such permanent establishments), payments of interest will be treated as part of their annual corporate income and tax withheld as an advance payment over income tax for that financial year. The income tax rate for legal entities is currently 24 per cent. Credit institutions are subject to an income tax rate of 29 per cent.

Payments of interest under the TCC Guarantee

Payments of interest by TCC under the TCC Guarantee made to:

(a) Resident Noteholders shall have the same tax treatment as payment of interest on the Notes described above; and

(b) Non-Resident Noteholders will not be subject to Greek withholding income tax.

Disposal of Notes – Capital Gains

Generally, taxable capital gain equals to the positive difference between the consideration received from the disposal of Notes and the acquisition price of the same Notes. For these purposes, expenses directly linked to the acquisition or sale of the Notes are included in the acquisition or sale price and are not added to or deducted from such price.

Capital gains resulting from the transfer of Notes earned by Resident Noteholders that are natural persons (individuals) will not be subject to Greek income tax, as is the case with Greek corporate bonds, insofar as the Issuer of the Notes is an EU, EEA or EFTA entity (on grounds of equal treatment with corporate bonds issued by Greek entities). Where the issuer of the Notes is not an EU, EEA or EFTA entity, capital gains resulting from the transfer of Notes will be taxed at a flat rate of 15 per cent, which exhausts the tax liability of Resident Noteholders who are natural persons (individuals) for income tax in Greece.

Capital gains over the Notes earned by Resident Noteholders which are legal persons or entities is deferred until capitalisation or distribution, as is the case with Greek corporate bonds, insofar as the Issuer of the Notes is an EU, EEA or EFTA entity (on grounds of equal treatment with corporate bonds issued by Greek entities). Upon capitalization or distribution, corporate Resident Noteholders will be taxed at the corporate income tax rate which is applicable at the time of distribution (at the legal entity level). Where the issuer of the Notes is not an EU, EEA or EFTA entity, capital gains resulting from the transfer of the Notes will be treated as part of the annual corporate income of the Resident Noteholders and shall have the same tax treatment as payment of interest under the Notes to Resident Noteholders which are legal persons or entities described above.

Non- Resident Noteholders would not be subject to income tax in Greece for capital gains from the sale of the Notes issued by the Issuer, as there would be no income generated in Greece.

Solidarity contribution

The overall income of an individual exceeding EUR 12,000 is subject to an annual levy called solidarity contribution (εισφορά αλληλεγγύης). The rate of the solidarity contribution rises progressively from 2.2 per cent. to 10 per cent. and is calculated with reference to both taxable and tax-exempt income. Individual Non-Resident Noteholders that benefit from the provisions of a DTT could be fully or partially exempted from solidarity contribution, insofar as the DTT limits or prohibits the taxation of the relevant Greek source income.

CYPRIOT TAXATION

The following is a general description of the Issuer's understanding of current Cypriot tax law and practice of the Cyprus Tax Authorities, both of which may be subject to change (possibly with retrospective effect) relating to the Cypriot withholding tax treatment of payments in respect of the Notes and the Cypriot stamp tax treatment in relation to transfers of the Notes. The comments

do not deal with other Cyprus tax aspects of acquiring, holding or disposing of Notes. The following is a general guide and should be treated with appropriate caution.

Withholding taxes on principal and interest

Payments of principal under the Notes and the Guarantee

Payments of principal in respect of the Notes will not be subject to any withholding taxes in Cyprus, irrespective of whether or not the holder of the Note is a tax resident of Cyprus.

Payments of Interest on the Notes

Payments of interest by the Issuer on the Notes will not be subject to any withholding taxes in Cyprus, irrespective of whether or not the holder of the Note is a tax resident of Cyprus.

Payments of Interest under the Guarantee

Payments of interest by TCC under the Guarantee will not be subject to any withholding taxes in Cyprus, irrespective of whether or not the holder of the Note is a tax resident of Cyprus.

Payments of interest by TCI under the Guarantee made to:

(a) holders of Notes who are non-Cyprus tax residents (individuals or companies) are not subject to any withholding taxes in Cyprus.

(b) holders of Notes who are Cyprus tax resident individuals and domiciled in Cyprus and to Cyprus tax resident companies/permanent establishments, will be subject to a Special Defence Contribution at the rate of 30 per cent on the gross interest received, provided that the interest income does not arise in or is not closely connected to the ordinary course of their business.

(c) holders of Notes who are Cyprus tax resident individuals are subject to a Contribution to the Cyprus National Health Insurance System at a rate of 2.65 per cent.

Stamp duty

No stamp duty is payable in Cyprus on any transfer of the Notes.

SUBSCRIPTION AND SALE

HSBC Bank plc and Société Générale (each a "**Joint Global Coordinator**" and, together, the "**Joint Physical Bookrunners**"), Citigroup Global Markets Limited (a "**Joint Global Coordinator**", and together with HSBC Bank plc and Société Générale, the "**Joint Global Coordinators**" and a "**Joint Bookrunner**"), ABN AMRO Bank N.V., BNP Paribas and Raiffeisen Bank International AG (the "**Joint Bookrunners**") and Alpha Bank A.E., Eurobank S.A., National Bank of Greece S.A. and Piraeus Bank S.A. (the "**Co-Managers**" and, together with the Joint Physical Bookrunners and the Joint Bookrunners, the "**Managers**") have, pursuant to a Subscription Agreement (the "**Subscription Agreement**") dated 7 July 2020, severally and not jointly agreed to subscribe or procure subscribers for the Notes at the issue price of 100.00 per cent. of their principal amount, less commissions. The Issuer will also reimburse the Managers in respect of certain of their expenses, and has agreed to indemnify the Managers against certain liabilities, incurred in connection with the issue of the Notes. The Subscription Agreement may be terminated in certain circumstances prior to payment of the Issuer.

United States

The Notes have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act.

Each Manager has agreed that, except as permitted by the Subscription Agreement, it will not offer, sell or deliver the Notes (a) as part of its distribution at any time or (b) otherwise until 40 days after the later of the commencement of the offering and the Issuer Date within the United States and that it will have sent to each dealer to which it sells any Notes during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Notes within the United States. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act. In addition, until 40 days after the commencement of the offering, an offer or sale of Notes within the United States by any dealer that is not participating in the offering may violate the registration requirements of the Securities Act.

Sales to UK and EEA retail investors

Each Manager has represented and agreed that it has not offered, sold or otherwise made available, and will not offer, sell or otherwise make available, any Notes to any retail investor in the United Kingdom or the European Economic Area, except for retail investors that are in a financial situation to be able to bear the loss of their entire investment in the Notes. For the purposes of this provision the expression "**retail investor**" means a person who is one (or more) of the following:

(a) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or

(b) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

United Kingdom

Each Manager has represented and agreed that:

(a) it has complied and will comply with all applicable provisions of the Financial Services and Markets Act 2000 ("**FSMA**") with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom; and

(b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer or the Guarantors.

Belgium

The offering of the Notes may not be advertised, and each of the Managers has represented and agreed that it has not offered, sold or resold, transferred or delivered, and will not offer, sell, resell, transfer or deliver, the Notes and that it has not distributed, and will not distribute, this Offering Circular or any prospectus, memorandum, information circular, brochure or any similar documents in relation to the Notes, directly or indirectly, to, any individual in Belgium qualifying as a consumer within the meaning of Article I.1 of the Belgian Code of Economic Law, as amended from time to time.

The Notes shall not be physically delivered in Belgium, except to a clearing system, a depository or other institution for the purpose of their immobilisation in accordance with Article 4 of the Belgian Law of 14 December 2005.

Greece

Each Manager has represented and agreed that:

(a) it will make no public offer, as defined in limb (d) of article 2 of Regulation (EU) 2017/1129, of Notes in the Hellenic Republic; and

(b) it has complied and will comply with (i) the provisions of article 22 of Regulation (EU) 2017/1129 and (ii) Law 4514/2018, as amended and in force from time to time, transposinginto Greek law Directive 2014/65/EC, as amended and currently in force, with respect to anything done by such Manager in relation to any offering of any Notes in from or otherwise involving Hellenic Republic.

General

No action has been taken by the Issuer, the Guarantors or any of the Managers that would, or is intended to, permit a public offer of the Notes in any country or jurisdiction where any such action for that purpose is required. Accordingly, each Manager has undertaken that it will not, directly or indirectly, offer or sell any Notes or distribute or publish any offering circular, prospectus, form of application, advertisement or other document or information in any country or jurisdiction except under circumstances that will, to the best of its knowledge and belief, result in compliance with any applicable laws and regulations and all offers and sales of Notes by it will be made on the same terms.

GENERAL INFORMATION

1. Authorisation

The issue of the Notes was duly authorised by a resolution of the Board of Directors of the Issuer dated 24 June 2020 and the giving of the Guarantee was duly authorised by a resolution of the Board of Directors of TCI dated 24 June 2020 and by a resolution of the Board of Directors of TCC dated 26 June 2020.

2. Listing

Application has been made to Euronext Dublin for the Notes to be admitted to the Official List and to trading on its Global Exchange Market. It is anticipated that listing will take place on or around the Issue Date. There can be no assurance that any such approval will be granted, or, if granted, that such listing will be maintained. Application has been made to Euronext Dublin for the approval of this document as listing particulars. The Issuer estimates that the total expenses related to admission of Notes to trading will be approximately €4,641.

3. Clearing Systems

The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg. The ISIN for the Notes is XS2199268470 and the Common Code is 219926847.

The CFI and the FISN for the Notes may be obtained from the website of the Association of National Numbering Agencies ("**ANNA**") or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

The address of Euroclear is Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels and the address of Clearstream, Luxembourg is Clearstream Banking, 42 Avenue JF Kennedy, L 1855 Luxembourg.

4. Legal Entity Identifier ("LEI") codes

The LEI code for (i) the Issuer is 213800OR4GNG3GHDZ587; (ii) TCI is 213800H2CDP9I374WH83; and (iii) TCC is 213800OREKC9BL58G144.

5. Significant change and material adverse change

Save as disclosed in the sections of this Offering Circular "*Risk Factors - The Group faces risks related to the COVID-19 pandemic, which may have a material adverse effects on the Group's results of operations, business or financial condition*" and "*Description of the Group - Impact of COVID-19*", there has been no material adverse change in the prospects of the Issuer, TCI, TCC or the Group since 31 December 2019.

There has been no significant change in the financial performance or financial position of TCI or the Group since 31 March 2020 and, save as disclosed in the unaudited consolidated financial information of TCI as at 31 March 2020 and for the three months ended 31 March 2020 (as incorporated by reference in this Offering Circular) there has been no significant change in the financial performance or financial position of the Issuer or TCC since 31 December 2019.

6. Litigation

Save as disclosed in the section of this Offering Circular "*Description of the Group - Legal Proceedings*", there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer or the Guarantors are aware) during the last 12 months which may have, or have had in the recent past, significant effects on the Group's financial position or profitability.

7. Auditors

The auditors of the Issuer are PricewaterhouseCoopers LLP, registered auditors, regulated by the Institute of Chartered Accountants in England and Wales, who have audited the Issuer's accounts,

without qualification, in accordance with International Standards on Auditing for each of the financial years ended 31 December 2019, 31 December 2018 and 31 December 2017, respectively. The auditors of the Issuer have no material interest in the Issuer and have neither resigned nor been removed during the period covered by the financial statements.

The auditors of TCC were PricewaterhouseCoopers S.A., a member of the Institute of Certified Public Accountants in Greece, who have audited TCC's accounts, without qualification, in accordance with International Standards on Auditing for the financial year ended 31 December 2018. The auditors of TCC had no material interest in TCC and neither resigned nor were removed during the period covered by the financial statements.

The auditors of TCI are PricewaterhouseCoopers Bedrijfsrevisoren BV, a member of the Institute of Certified Public Accountants in Belgium, who have audited TCI's accounts, without qualification but with emphasis of matter paragraph, in accordance with International Standards on Auditing for the financial year ended 31 December 2019. The auditors of TCI have no material interest in TCI and have neither resigned nor been removed during the period covered by the financial statements.

8. Documents Available

For as long as the securities are listed on the Official List of Euronext Dublin and admitted to trading on the Global Exchange Market, copies of the following documents will be available for inspection in electronic form at the registered office of the Issuer and at the specified office of the Paying Agent for the time being in London:

(a) the Certificate of Incorporation and Memorandum and Articles of Association of the Issuer, the Articles of Association (with an English translation thereof) of TCC and the Articles of Association (with an English translation thereof) of TCI;

(b) the audited statements of the Issuer in respect of the financial years ended 31 December 2018 and 31 December 2019, respectively, in each case together with the audit reports in connection therewith and the notes thereto;

(c) the audited consolidated and separate financial statements of TCI in respect of the financial year ended 31 December 2019, together with the audit report in connection therewith and the notes thereto;

(d) the audited consolidated and separate financial statements of TCC in respect of the financial year ended 31 December 2018 (with an English translation thereof), together with the audit report in connection therewith and the notes thereto;

(e) the unaudited consolidated financial information of TCI as at 31 March 2020 and for the three months ended 31 March 2020 and 2019;

(f) the unaudited preliminary financial information of TCI as at 31 May 2020 and for the five months ended 31 May 2020 and 2019; and

(g) the Trust Deed (which includes the Guarantee given by each Guarantor) and the Agency Agreement.

9. The Managers transacting with the Issuer and the Guarantors

The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform services to the Issuer, the Guarantors and their affiliates in the ordinary course of business for which they have received (and expect to continue to receive) customary fees and reimbursement of expenses. In addition, in the ordinary course of their business activities, the Managers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer, the Guarantors or their affiliates. Certain of the Managers or their affiliates that have a lending relationship with the Issuer and/or the Guarantors

and routinely hedge their credit exposure to the Issuer and the Guarantors consistent with their customary risk management policies. Typically, such Managers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Notes. Any such short positions could adversely affect future trading prices of Notes. The Managers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

10. Yield

The yield of the Notes is 2.750 per cent. per annum (on a semi-annual basis). This indication of yield is calculated on the basis of the issue price of 100.00 per cent. as at the date of this Offering Circular and is not an indication of future yield.

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