

**NOTICE**  
**OF EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF**  
**“CORINTH PIPEWORKS HOLDINGS S.A.”**  
**G.E.MI. 000264701000 (General Commercial Registry)**

In compliance with the provisions of the Law and the Company’s Articles of Association, the Board of Directors of “CORINTH PIPEWORKS HOLDINGS S.A.” following the withdrawal, of its decision, dated 24/10/2016, for Extraordinary General Meeting, which was to be held on 25/11/2016 and it was cancelled, re invites the shareholders of the Company to attend the Extraordinary General Meeting, to be held on Thursday, December 8, 2016, at 09:30 hours at the PRESIDENT HOTEL, 43 Kifissias Avenue, Athens, in order to discuss and pass its resolution on the following Agenda:

**AGENDA:**

1. Submission and approval of: a) the dated 26/09/2016 Common Draft Terms of Cross Border Merger concerning the cross border merger through the absorption of the Greek companies “CORINTH PIPEWORKS HOLDINGS S.A.” and “HELLENIC CABLES S.A. HOLDINGS SOCIETE ANONYME” by the Belgian company “CENERGY HOLDINGS SA”, b) the explanatory report of the Board of Directors of the Company on the Cross Border Merger drafted pursuant to article 5 of law 3777/2009 and article 4.1.4.1.3. of the Athens Exchange Rulebook, c) the report of the common expert, Belgian audit firm, «MAZARS ADVISORY SERVICES BVBA» on the Cross Border Merger drafted pursuant to article 6 of law 3777/2009 and article 772/9,§1 of the Belgian Companies Code.
2. Approval of the Cross Border Merger through the absorption of the Greek companies “CORINTH PIPEWORKS HOLDINGS S.A.” and “HELLENIC CABLES S.A. HOLDINGS SOCIETE ANONYME” by the Belgian company “CENERGY HOLDINGS SA”, in accordance with the provisions of law 3777/2009 in conjunction with the provisions of C.L. 2190/1920 and articles 772/1 and following of the Belgian Companies Code.
3. Granting of Authorizations.
4. Various items - Announcements.

**RIGHT TO ATTEND THE GENERAL MEETING**

Anybody appearing as a shareholder in the file of the Dematerialized Securities System, managed by “HELLENIC EXCHANGES, S.A.” (former Central Securities Depository), in which the Company’s shares are kept has the right to attend the General Meeting. A certificate in written form issued by the above entity should be used as a proof of the capacity to act as a shareholder, or alternatively the direct access to the electronic files of the entity. This capacity should exist on 03/12/2016 (Registration date), namely at the beginning of the fifth (5th) day before the date of the General Meeting and the pertinent written certificate, regarding the capacity of shareholder, has to reach the company on 05/12/2016 at the latest, namely on the third (3rd) day before the holding of the General Meeting.

The company considers as a shareholder having the right to attend the General Meeting and vote only whoever has the capacity to act as a shareholder at the

respective Registration Date. In the case the provisions of the article 28a of C.L. 2190/1920 have not been followed, the shareholder in question attends the General Meeting only following its relevant permission.

To exercise the rights in question does not presuppose that the shares of the beneficiary should be blocked or another similar procedure should be followed, limiting the possibility for sale and transfer of the shares during the period of time between the Date of Registration and the General Meeting.

#### **PROCEDURE TO BE FOLLOWED IN ORDER TO EXERCISE VOTING RIGHTS THROUGH A PROXY**

The shareholder attends the General Meeting and votes in person or through proxies. Each shareholder can appoint up to three (3) proxies. Corporal bodies can attend the General Meeting by appointing as their proxies up to three (3) natural persons. Nevertheless, in the case the shareholder holds shares of a company appearing in more than one securities account, the above restriction does not prevent the shareholder from appointing different proxies for the shares appearing in each securities account in respect with the General Meeting. A proxy acting on behalf of more shareholders can give different votes regarding each shareholder. The proxy of a shareholder has to inform the company, before the General Meeting starts, about any specific fact, which can be useful to the shareholders for the estimation of the risk, regarding the fact that the proxy could serve other parties interests except those of the shareholder. According to the present paragraph a conflict of interests could happen especially when the proxy:

- a) He is a shareholder controlling the company or it is another corporal body or entity, which is controlled by this shareholder.
- b) He is a Board of Directors member or in the Company's management, in general, or a shareholder, who exercises control of the Company or other corporal body or entity controlled by a shareholder, who exercises control over the company.
- c) He is an employee or certified auditor of the company or a shareholder having control of the company or other corporal body or entity controlled by a shareholder, who has control of the company.
- d) He is married to or he is a first degree relative of one of the natural persons mentioned above in the cases (a) to (c).

The appointment or recalling of the shareholder's proxy is executed in writing and notified to the Company, through the same procedure, at least three (3) days before the date of the General Meeting.

The company will make available on its web site [www.cpw.gr](http://www.cpw.gr) the form to be used for the appointment of a proxy. This form is to be submitted filled and signed by the shareholder to the Company's Investors Relations Service at the address: 16, Himaras street, 151 25, Maroussi or sent by fax at the no 2106861347 at least three (3) days before the holding of the General Meeting. The beneficiary is called to take care to reconfirm the successful delivery of the form appointing the proxy to the company at the phone no 210 6861349, Mr. Konstantinos Kanellopoulos.

Each share issued by the Company has one voting right.

It is not provided by the Company's Articles of Association the possibility to attend the General Meeting through electronic means, without the natural presence of the shareholders in the place of its holding or the possibility to participate in voting at a distance.

### **MINORITY SHAREHOLDERS RIGHTS**

According to the provisions of article 26 of C.L. 2190/1920, as it is in force today, the Company informs its shareholders, regarding their rights, according to the par.2, 2a, 4 and 5 of the article 39 of the above law, which are the following:

a) Following an application of shareholders representing 1/20 of the Company's paid up share capital the Company's Board of Directors has the obligation to include in the Agenda additional items, in the case the pertinent application reaches the Board until 23/11/2016 namely at least fifteen (15) days before the General Meeting. The application for the registration of additional items in the Agenda should be accompanied by a relevant justification or a draft resolution for approval by the General Meeting. The revised Agenda is published in the same way with the previous agenda, namely on 25/11/2016, thirteen (13) days before the date of the General Meeting and at the same time it is made available to the shareholders, at the Company's web site, together with the justification and the draft decision submitted by the shareholders, according to the provisions of art. 27§3 of C.L. 2190/1920.

b) Following an application of shareholders representing 1/20 of the paid up share capital, the Board of Directors makes available to the shareholders, according to the provisions of art. 27§3 of C.L. 2190/1920, at the latest until 02/12/2016, namely at least six (6) days before the date fixed for the General Meeting, draft resolutions regarding the items included in the initial or the revised agenda, if the relevant application is brought to the attention of the Board of Directors until 01/12/2016, namely at least seven (7) days before the date of the General Meeting.

c) Following an application submitted to the Company by any shareholder until 02/12/2016, namely at least five (5) full days before the General Meeting, the Board of Directors has to provide to the General Meeting the specific information requested, regarding the Company's affairs, at the extent that those could be useful to a substantial estimation of the items of the agenda.

The Board of Directors can provide a uniform answer to shareholders' application having the same contents. There is no obligation to provide information already available in the Company's web site, especially in question – answer form.

In the above case the Board of Directors can deny to provide the information, due to a substantial reason, which should be mentioned in the minutes.

d) Following an application of shareholders representing one fifth (1/5) of the paid up share capital, submitted to the Company until 02/12/2016, namely at least five (5) full days before the General Meeting, the Board of Directors should provide to the General Meeting information regarding the Company's business and assets. The Board of Directors can deny to provide the information, due to a substantial reason, which should be mentioned in the minutes.

The above mentioned time limits to exercise the minority rights are also applicable in the case of Repeat General Meetings.

In all the above mentioned cases the shareholders submitting an application have to prove the fact that they are shareholders of the Company, as well as the number of shares they own, when they proceed to exercise their relative right. Such proof can be a certificate issued by the entity, where the securities are kept or by direct electronic contact between the entity and the Company.

#### **DOCUMENTS AND INFORMATION AVAILABLE**

The information provided by the article 27§3 of C.L. 2190/1920 (the text of the Notice for Extraordinary General Meeting, the total number of the Company's shares and the respective voting rights, the dated 26/09/2016 Common Draft Terms of Cross Border Merger, the explanatory report of the Board of Directors of the Company on the Cross Border Merger, the report of the common expert on the Cross Border Merger, comments of the Company's Board of Directors on the items of the agenda, the form appointing a proxy) will be available, in electronic form, in the Company's web site, [www.cpw.gr](http://www.cpw.gr). Copies of the above documents will be available in the offices of the Company's Investors Relations Service, at the address: 16, Himaras street, 15125, Maroussi.

Athens, November 17, 2016

THE BOARD OF DIRECTORS