

**ANNOUNCEMENT OF A VOLUNTARY TAKEOVER PUBLIC OFFER BY  
LYKOS AG  
FOR THE ACQUISITION OF ORDINARY REGISTERED SHARES OF  
INFORM P. LYKOS S.A. THROUGH THE EXCHANGE OF A NEW  
ORDINARY REGISTERED SHARE ISSUED BY LYKOS AG FOR AN  
ORDINARY REGISTERED SHARE OF INFORM P. LYKOS S.A. OR FOR A  
CONSIDERATION IN CASH OF 1.50 EURO PER SHARE**

**10th December 2013**

1. In accordance with Greek Law 3461/2006 (the “**Law**”), LYKOS AG, a *société anonyme* incorporated under the laws of Austria with corporate registration number FN 352889 f and registered seat in Vienna, Austria (Lamezanstrasse 4-8, A-1232 Vienna, Austria) (the “**Offeror**”), announces the submission of a voluntary takeover public offer (the “**Public Offer**”) for the acquisition of all outstanding ordinary registered shares of “**INFORM P. LYKOS S.A.**”, a *société anonyme* incorporated under the laws of Greece with corporate registration number 359201000 and registered seat in Koropi Municipality (5th km. Avenue Varis – Koropiou) (the “**Company**”), which the Offeror and/or the Person Acting in Concert (as defined below) does not hold, directly or indirectly, as on 10th December 2013 (the “**Date of the Public Offer**”), i.e. at the date which the Offeror commenced the process of the Public Offer according to the Law.

2. NBG Securities S.A., an investment firm incorporated and operating under the laws of Greece with registered seat at 91 Michalakopoulou Street, 11528, Athens, is acting as an advisor of the Offeror, according to article 12 of the Law (the “**Advisor**”). The Advisor is entitled to provide in Greece the services referred in article 4, paragraph 1, item (f) and (g) of Greek Law 3606/2007.

3. The Company’s share capital is 12,758,591.88 Euros and it is divided into 20,578,374 ordinary registered shares of nominal value 0.62 Euros each (the “**Shares**”). The Shares are listed and traded on the “**Main Market**” of the Athens Stock Exchange (the “**ASE**”).

4. As of the Date of the Public Offer, the Offeror held no Shares directly. However, the Offeror holds indirectly 11,069,300 Shares owned by Mr. Nikolaos Lykos and corresponding to approximately 53.79% of the total share capital and of the voting rights of the Company, due to the fact that Mr. Nikolaos Lykos is the founder and sole shareholder of the Offeror and, consequently, a person who acts in concert with the Offeror, according to article 2, item (e) of the Law (the “**Person Acting in Concert**”). Therefore, as of the Date of the Public Offer, the Public Offer relates to the acquisition of 9,509,074 Shares corresponding to approximately 46.21% of the total share capital and of the voting rights of the Company (the “**Public Offer Shares**”).

It is noted that Mr. Nikolaos Lykos has declared to the Offeror that he will offer his Shares to the Offeror against the Consideration Shares (as defined below), in accordance with the terms and conditions of the Public Offer.

5. The Public Offer shall remain in force regardless of the percentage of the Shares that will have been tendered lawfully and validly to the Offeror at the end of the Acceptance Period.

6. The consideration offered by the Offeror for the acquisition of each Public Offer Share that is tendered lawfully and validly (the “**Tendered Shares**”) during the acceptance period of the Public Offer (the “**Acceptance Period**”), consists, at the option of the Company’s shareholders (the “**Shareholders**”), either of newly issued non-listed in an organized market ordinary registered share of the Offeror of a nominal value of €1.00 each (the “**Consideration Shares**”), based on the exchange ratio of one Consideration Share to one Share (the “**Exchange Ratio**”) or of €1,50 in cash (the “**Consideration in Cash**”).

In accordance with the relevant ASE data, the Consideration in Cash is higher:

- 0.18 Euro or approximately 13.6% than the closing price of the Share on the day preceding the Date of the Public Offer, which was 1.32 Euro, and

- 0.25 Euro or approximately 20% than the volume-weighted average market price of the Share over the period of six months ended on the day preceding the Date of the Public Offer, which was 1.25 Euro,

while neither the Offeror nor the Person Acting in Concert has acquired Shares over the period of twelve months ended on the day preceding the Date of the Public Offer. Therefore the Consideration in Cash fulfills the criteria of “fair and reasonable” consideration according to article 9 paragraph 4 of the Law.

Furthermore, the Offeror will assume the payment of the 0.08% duties levied by the Hellenic Exchanges S.A. Holding, Clearing, Settlement and Registry (the “**HELEX**”), which otherwise would be payable by the Company’s shareholders who validly accept the Public Offer (the “**Accepting Shareholders**”), in relation to the registration of the off-exchange transfer of the Tendered Shares to the Offeror in accordance with article 7 of the Codified Decision 153/18.12.2006 of the Board of Directors of HELEX, as in force.

7. National Bank of Greece S.A. has certified that the Offeror has the necessary means for the payment of the Consideration in Cash and of the above duties levied by HELEX. However, National Bank of Greece S.A. provides no guarantee for the fulfilment of payment and other obligations undertaken by the Offeror under the Public Offer.

NBG Securities S.A., which is an investment firm, has certified that the Offeror has taken all necessary measures that can be taken according to Austrian law as at the present date in order to issue and deliver the Consideration Shares to the Shareholders who will accept the Public Offer against Consideration Shares. However, NBG Securities S.A. provides no guarantee for the fulfilment of delivery, payment and other obligations undertaken by the Offeror under the Public Offer.

8. If, following the end of the Acceptance Period and the transfer of the Tendered Shares to the Offeror (the “**Completion**”), the Offeror holds Shares corresponding to a percentage of at least 90% of the total share capital and of the voting rights of the Company, the Offeror shall:

- exercise its squeeze-out right provided by article 27 of the Law (the “**Right of Squeeze-Out**”) for a consideration, at the Shareholders’ option, of either Consideration Shares based on the Exchange Ratio or of Consideration in Cash and
- be obliged to acquire all Shares to be tendered to it within three (3) months period from the publication of the results of the Public Offer either through the ASE against payment of the Consideration in Cash or in exchange of Consideration Shares based on the Exchange Ratio, pursuant to article 28 of the Law (the “**Right of Sell-Out**”), in each case at the Shareholders’ option.

9. In case that, after the Completion or the exercise of the Right of Squeeze-Out or the Right of Sell-Out, as the case may be, the Offeror holds a percentage of at least 95% of the total share capital and of the voting rights of the Company, the Offeror shall pursue the delisting of the Shares from the ASE pursuant to article 17 paragraph 5 of Law 3371/2005 and, to this end, shall ask for the convening of an extraordinary general meeting of the Company’s shareholders having as an agenda item the submission to the Hellenic Capital Market Commission of a relevant request and shall vote in favor thereof.

10. The Offeror intends to acquire Shares via ASE or off-exchange at least until the end of the Acceptance Period, at a price per Share that does not exceed the Consideration in Cash. These acquisitions shall be reported to the Hellenic Capital Market Commission and shall be published in the Daily Bulletin of the ASE within three (3) working days pursuant to article 24 paragraph 2 of the Law in conjunction with Greek Law 3556/2007.

11. The Advisor, who does not “act in concert” (within the meaning of Article 2 paragraph (e) of the Law) with the Offeror, may execute orders for the purchase of Shares by the Offeror via ASE, as referred in the above paragraph 10. Moreover, from the disclosure of the Public Offer until the end of the Acceptance Period, the Advisor may purchase or sell Shares in the ordinary course of its business as a member of the ASE and as an investment firm. The Advisor has not entered into any agreement or made any arrangements with the Offeror that it will offer or sell Shares to the latter which may have been purchased as above or with regards to the exercise of voting rights arising from such purchased Shares.

12. As required by Law, the Offeror has commenced the process of the Public Offer as at the Date of the Public Offer, by notifying the Hellenic Capital Market Commission and the Board of Directors of the Company and submitting simultaneously a draft of the information circular (the “**Information Circular**”) in accordance with the Law and a draft of the document provided under article 4 paragraph 1 item (b) of Greek Law 3401/2005 in relation to the public offer of the Consideration Shares in Greece (the “**Offer Document**”). The realization of the Public Offer is subject to the approval of the Information Circular by the Hellenic Capital Market Commission (which shall include all the terms of the Public Offer) and the notification to the Hellenic Capital Market Commission of the document which includes information equivalent to that of the prospectus of Greek Law 3401/2005, while the completion of the Public Offer is not subject to any conditions, according to article 22 of the Law.

### **Important Notices**

1. The Public Offer is addressed to the Company’s shareholders and only to persons to whom it may be lawfully addressed. The making of the Public Offer to specific persons who are residents in or nationals or citizens of jurisdictions outside the Hellenic Republic or to custodians, nominees or trustees of such persons (the “**Foreign Shareholders**”) may be made only in accordance with the laws of the relevant jurisdiction, except for those countries where, according to their legislation, rules and regulations, the submission, the making or the presentation of the Public Offer or the mailing/distribution of this announcement, the Information Circular, the Offer Document, the declaration of acceptance and any other document or material relevant thereto (the “**Public Offer Documents**”) is prohibited or contravenes any applicable legislation, rule or regulation (together, the “**Excluded Territories**”)

2. In particular, the Public Offer is not addressed, directly or indirectly, by mail or by other means, in or into the Excluded Territories. Accordingly, copies of any Public Offer Document will not be, and must not be, directly or indirectly, mailed, distributed or otherwise sent to anyone or from anyone in or into or from any Excluded Territory.

3. No person receiving a copy of any Public Offer Document in any jurisdiction outside the Hellenic Republic may treat any such document as if it constituted a solicitation or offer to such person and under no circumstances may such person use any Public Offer Document if, in the relevant jurisdiction, such solicitation or offer may not be lawfully made to such person or if such Public Offer Document may not be lawfully used without breaching any legal requirements. In those instances, any such Public Offer Document is sent for information purposes only.

4. It is the responsibility of the Foreign Shareholders wishing to accept the Public Offer to inform themselves and ensure compliance with the laws of their respective jurisdictions in relation to the Public Offer. If a Foreign Shareholder has any doubts as to his legal status, he should consult his professional advisor in the relevant jurisdiction.

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