

IV. STOCK OPTION PLANS

Stock option plans for executive members of the Board of Directors and senior executives of the Company and Group

In an attempt to link the long-term personal goals of its senior executives with the interests of the Company and its shareholders, TITAN CEMENT S.A. has established and has been using stock option plans since 2000.

The initial Plan (the 2000 Plan) which was approved by the General Meeting of Shareholders of 5.7.2000 had a vesting period of three years (2001-2003) and expired in 2007. Under the 2000 plan, options to purchase 119,200 ordinary shares were exercised at a sale price of € 29.35 per share and options to purchase 451,900 ordinary shares were exercised at a sale price of € 14.68 per share.

In 2004 a new plan was approved (the 2004 Plan) again for a three-year period (2004-2006) following the decision of the General Meeting of Shareholders of 8.6.2004 in the context of which 67 senior executives of the Company and its related companies and 4 executive members of the Board of Directors were given the option to purchase 387,030 ordinary shares in the company at a sale price for each share equal to the nominal price of the Company's share. The 2004 Plan stated that the options granted would vest after three years and after that date the beneficiaries would be entitled, without other formalities, to acquire only 1/3 of the number of options granted, whereas the ability to exercise the other 2/3 of the options would depend on the performance of the Company's ordinary shares in relation to the average performance of the ATHEX FTSE 20, FTSE 40 and General indexes and the highly merchantable shares of pre-selected high cap companies in the building materials sector worldwide. Under the 2004 Plan, options to purchase 186,000 ordinary shares

were eventually exercised up to December 2009 (108,489 in December 2006, 39,370 in December 2007, 14,200 in December 2008 and 23,950 in December 2009).

On 29.5.2007 the General Meeting of Shareholders approved the third stock option plan (the 2007 Plan) covering the three-year period 2007-2009, which provides an exercise price equal to the nominal price of the Company's share. Said plan is still in effect, given that the options have been granted to the beneficiaries but the options have not all matured yet or been exercised. More specifically, in implementation of the 2007 Plan, in 2007, 2008 and 2009 options to purchase 399,300 ordinary shares in the Company were granted to 103 senior executives of the Company and its related companies, including 5 executive members of the Board of Directors.

Under the 2007 Plan, the number of options which can be exercised by beneficiaries after the end of the maturity period is variable. The first third depends on the average EBITDA of the Company and its net profits in relation to the return on 3-year Greek treasury bonds during the relevant three-year period. The second third depends on the performance of the Company's ordinary share in relation to the performance of the highly merchantable shares of 12 pre-selected high cap companies in the building materials sector internationally and the other third depends on the performance of the Company's ordinary share in relation to the average performance of the ATHEX FTSE 20, ATHEX FTSE 40 and FTS Eurofirst 300 indexes. The 2007 Plan favours the long-term retention of a significant number of shares by executives because it introduces an obligation to hold 50% of the shares until they acquire a specific minimum number of shares and any infringement of that requirement will result in a reduced number of options being granted in the next stock option plan.

In accordance with the vesting terms and conditions of the 2007 Plan, in December 2009 only 11.11% of the options which had been granted to beneficiaries in 2007 vested, while in December 2010, 22.22% of the total number of options granted to beneficiaries in 2008 vested. Overall, in December 2009 and December 2010 options to purchase 43,116 ordinary shares in the Company were exercised at a price equal to the nominal price of each share, namely € 4 per share. In December 2011 options to purchase 86,880 ordinary shares in the Company granted to beneficiaries in 2009 may vest in whole or in part depending on whether the terms and conditions of the 2007 Plan are met.

Lastly, on 3.6.2010 the General Meeting approved the most recent stock option plan (the 2010 Plan) which states that in 2010, 2011 and 2012 around 100 beneficiaries in total will be given stock options for 1 million ordinary shares in the Company (treasury stock) which will vest and can be exercised in 2013, 2014 and 2015 respectively, at a sale price equal to the nominal value of the share (€ 4 per share) provided that the Plan's objectives have been achieved, which depend (a) on the Group's operating results and net profits and (b) on the performance of the Company's share compared to the performance of the merchantable shares of other high cap companies in the building materials sector internationally and (c) the performance of the Company's ordinary share in relation to the performance of the ATHEX FTSE 20, ATHEX FTSE 40 and FTS Eurofirst 300 indexes.

The 2010 Plan also favours the long-term retention of a significant number of shares by company executives, since it contains a term requiring the retention of a minimum number of shares depending on the executive's position within the hierarchy, and any infringement of that requirement will result in

a reduced number of options being granted in the next stock option plan.

It should be also noted that all the above Plans were designed to deter the undertaking of excessive risks by the senior executives of the Company, which, if unsuccessful, could have as a result the significant decrease of the Company's share price. Therefore, the Plans require the share price to be attractive at the time of the exercise of the option, compared to its trading price at the time of the grant of the option.

As part of the 2010 Plan, the 5 executive members of the Board of Directors and 98 other executives of the Company and companies in the Group were granted stock options for 267,720 ordinary shares (treasury stock) of the Company following an evaluation of the importance of their role, their performance and career development with the Company. Those options will vest and can be exercised in 2013 at a sale price equal to the nominal value of each share (€ 4 per shares) provided that the objectives of the said plan have been met.

A detailed description of these Plans is available on the Company's website:

www.titan-cement.com

<http://ir.titan.gr/home.asp?pg=stockoption&lang=en>