

The Company “ELLINIKI TECHNODOMIKI TEB S.A.”, the shares whereof are listed and traded in the securities market of the Athens Exchange, announces that in the individual meetings held on November 5th 2007, the Board of Directors of “ELLINIKI TECHNODOMIKI TEB S.A.” and “PANTECHNIKI S.A.” approved under and in accordance with the provisions of article 69 par. 1 and 2 of c.l. 2190/1920, the Draft Merger Agreement by absorption of the latter by the former, which on the same day was signed and will follow the publicity requirements of article 69 par. 3 of c.l. 2190/1920. The said Draft, whose abstract is going to be published on a daily financial newspaper, has the following core content:

1. The companies “ELLINIKI TECHNODOMIKI TEB S.A.” and “PANTECHNIKI S.A.” are merged via absorption of “PANTECHNIKI S.A.” (hereinafter the “Absorbed S.A.”) by “ELLINIKI TECHNODOMIKI TEB S.A.” (hereinafter the “Absorbing S.A.” and together with the “Absorbed S.A.” the “Merged Companies”) according to the transformation balance sheet of the Absorbed S.A. as of August 31st 2007 under the provisions of article 68 par. 2, 69-70 and 72-77 of C.L. 2190/1920, in conjunction with article 1-5 L. 2166/1993, as in force, on the terms, formality and conditions which the two parties are submitted to.
2. The merger is effected by the consolidation of the assets and liabilities of the Merged Companies, as these stand on the date of the completion of this merger by absorption, and the assets of the Absorbed S.A. are transferred as balance sheet accounts of the Absorbing S.A.. After the completion of the merger, the Absorbed S.A. is insolvent, but not liquidated, and its shares are cancelled. As well its property (assets and liabilities) are transferred to the Absorbing S.A., which hereinafter is being substituted, because of quasi total succession, in all claims, receivables and liabilities of the Absorbed S.A. as this is stated in article 75 of C.L. 2190/1920.

Wherever, under the existing legislation, there is the need by the law for the provision of special announcements for the transition of the assets of the Absorbed S.A. to the Absorbing S.A., the merged companies undertake through this statement the obligation for the absolute compliance.

3. According to the aforementioned provisions, the share capital of the Absorbing S.A. of total amount of Euro 128,666,335.68, divided to 158,847,328 common, registered, voting, dematerialised shares of nominal value of Euro 0.81 each, with the completion of the merger, at the same time and in parallel, will be increased, on the one hand with the amount of the contributed share capital of the Absorbed S.A. of total amount of Euro 52,614,195.00 and on the other hand with the capitalization of part of the share premium account of the Absorbing S.A. of total amount of Euro 1,030,821.71 in order to maintain the following stated share exchange ration. After these, the share capital will amount Euro 182,311,352.39, divided into 177,001,313 common registered, voting, dematerialised shares of new nominal value of Euro 1.03 each.
4. For the determination of the value of the Absorbing S.A. the method of “Sum Of The Parts” was used, based on generally accepted valuation methods, internationally used. The valuation methods used for the valuation of the parts are: Market Cap valuation, Discounted Cash Flow method, Dividend Discount Method, Comparable Companies Multiples Method and the Net Equity Method. The methodology applied in each situation is the most prudent and fair, chosen on several factors as the nature of the asset, its maturity, the lifespan of the asset as well as the company’s participation. Following this, the sum of all these results was calculated in order to determine the final value of the Absorbing S.A. A respective methodology was also followed regarding the Absorbed SA. In application of the above valuation methods, the

resulting valuation ratio between the Absorbing S.A. and the Absorbed S.A. was determined at 8.75:1.

After the completion of the merger and the total increase of the share capital of the Absorbed S.A. under par. 3 of this report, the participation ratio of the merged companies on the resulting by the merger new share capital of the Absorbing S.A. will be 89.7436% (shareholders of the Absorbing Company) and 10.2564% (shareholders of the Absorbed company). Hence, from the new total share capital of the Absorbing S.A. of total amount of Euro 182,311,352.39 divided into 177,001,313 common, registered, voting, dematerialised shares, the shareholders of the Absorbing S.A. will own 158,847,328 common, registered, voting, dematerialised shares and the shareholders of the Absorbed S.A. will own 18,153,985 common, registered, voting, dematerialised shares of new nominal value of Euro 1.03 each.

5. After the application of the above methods, as true and fair exchange ratio of the shares of the Absorbed S.A. to the shares of the Absorbing S.A., is the following ratio:

I. For the Shareholders of the Absorbed S.A.

Shares of the Absorbed S.A. hold against Shares of the Absorbing S.A. who are eligible for: 2.318574 to 1 or 1 to 0.43129958 i.e. the shareholders of the Absorbed S.A. will exchange 1 common, registered, voting, dematerialised share of the Absorbed S.A. of nominal value of Euro 1.25 each, with 0.43129958 common, registered, voting, dematerialised shares of the Absorbing S.A. of new nominal value of Euro 1.03.

II. For the Shareholders of the Absorbing S.A.

The shareholders of the Absorbing S.A. will retain the same number of shares as before the completion of the merger, with new nominal value of Euro 1.03 each.

6. In the case where fractional balances arise, no new shares will be issued, however these will be settled according to relevant decision of the General Assembly, as this is stated in the relevant legislation.
7. The shares of the Absorbing S.A. owned by the Absorbed S.A. shareholders will be credited to the dematerialized shares accounts within the statutory dead-lines, based on the relevant allocation registry and according to the formality that the qualified authorities will state.
8. From the next day of the preparation of the transformation balance sheet of the Absorbed S.A. i.e. September 1st, 2007 and by the date of the completion of the merger, the corporate actions and transactions of the Absorbed S.A. it is assumed that for accounting purposes are effected for the Absorbing S.A., on the accounts of which the relevant amounts will be transferred with a batch record after the registration of the approval decision of the merger in the relevant Register of Societe Anonyme.
9. From the completion of the merger date, the shareholders of the Absorbed S.A. will have the right to participate in the earnings distribution of the Absorbing S.A. for the financial year 2007 and hence.
10. There are no shareholders with special rights of the Absorbed S.A., nor holders of other securities apart from shares.

11. There are no special advantages for the members of Board of Directors and the ordinary auditors of the Merged Companies deriving by the articles of association of the companies or by the decisions of the Shareholders General Assembly, nor such advantages provided by this merger.

The decisions of the General Assemblies of the Merged Companies, together with the final merger agreement that will take the formation of the notary document, as well as the approval decision of the registered authority regarding the merger, will meet the publication requirements of article 7b of c.l. 2190/1920 by each of the Merged Company.

The participating companies, as represented by law, agreed upon the rules of the Draft Merger Agreement that are under the approval, according to the law in force, of licences, approvals, and absence of other formalities.

The Draft Merger Agreement of “ELLINIKI TECHNODOMIKI TEB S.A.” by absorption of “PANTECHNIKI S.A.” was prepared on credit of the above and is signed legitimately by the representatives of the merged companies.