

## **ANNOUNCEMENT**

SUMMARY OF MERGER BY ABSORPTION DRAFT AGREEMENT OF THE PUBLIC COMPANY TRADING AS 'MAGNETIC HEALTH DIAGNOSTIC IMAGING SA' BY THE PUBLIC COMPANY TRADING AS 'DIAGNOSTIC AND THERAPEUTIC CENTER OF ATHENS HYGEIA SA'

**(Pursuant to article 78 of Codified Law 2190/1920, articles 1 - 5 of L. 2166/1993 and commercial law )**

The Board of Directors of the public companies 'DIAGNOSTIC AND THERAPEUTIC CENTER OF ATHENS HYGEIA SA' (absorbing party), domiciled in Maroussi, Attica, at 4, Erythrou Stavrou (SA Registry No13165/06/B/86/14) and MAGNETIC HEALTH DIAGNOSTIC IMAGING SA' (absorbed party), domiciled in Maroussi, Attica, at 4, Erythrou Stavrou (SA Registry No 21949/01AT/B/90/1222), pursuant to provisions of article 78 of Codified Law 2190/1920, articles 1 – 5 of L. 2166/1993 and commercial legislation in general, announce they mutually signed the Merger Draft Agreement dated 24.07.2009, whereby aforementioned companies will merge by absorption of the latter by the former, with absorbed party's Transformation Balance sheet date on 30.06.2009. This Draft was subject to publicity requirements of Codified Law 2190/1920 provisions and was registered in the SA Registry of Development Ministry, SA and Credit Division on 31.07.2009, (Government Gazette, issue on SAs and LTDs 9450/31.07.2009) and of Athens Prefecture Eastern Section, SA and Trade Division on 03.08.2009 (Government Gazette, issue on SAs and LTDs 9765/07.08.2009). The Merger Draft Agreement terms can be summarized as follows:

1. The merger will be carried out by absorption of the latter (absorbed party) by the former (absorbing party) pursuant to the provisions of article 78, Codified Law 2190/20 combined with provisions of articles 1–5 of L. 2166/1993.
2. The absorbed public company shall transfer the totality of its assets and liabilities to the absorbing public company based on the absorbed entity's assets standing, depicted on the transformation balance sheet dated 30.06.2009, without payment of taxes and duties, as laid down in L. 2166/93, article 3 provisions; upon merger completion, the absorbed entity will be dissolved and the company assets' book value will be determined by a Certified Auditor, as stipulated by Law.
3. The absorbing Company share capital amounts to 51,508,673.10€, divided in 125,630,910 common registered shares, of 0.41€ nominal value each. The absorbed Company share capital amounts to 293,500.00€, divided in 10,000 registered shares of 29.35€ nominal value. The absorbing Company holds the totality (100%) of absorbed company shares, with acquisition value 1,738,694.06€. For this reason, depreciation is realized due to confusion of the absorbing Company shareholdings value of 1,738,694.06€ by the amount of the absorbed company's contributed share capital, namely by 293,500.00€, with the rest of 1,445,194.06€ amount figuring in the account '*Difference arising from L.2166/93 Transformation*'.
4. The absorbing Company share capital shall not be modified and the latter shall not be bound to issue shares, as any new shares issuing claim is depreciated due to confusion. The absorbed Company shares included in the absorbing Company portfolio will be cancelled as of no any further value upon merger completion.

5. As of 01.07.200, post transformation balance sheet date, absorption will take place based on transformation balance sheet data and until Merger lawful completion, every Company will continue its operation; however, all operations and transactions by the absorbed Company will be considered, accounting wise perspective, as carried out on behalf of the absorbing SA; financial results arising for the period in question will exclusively benefit or burden the absorbing SA.
6. No special advantages for BoD members and Merged Companies Auditors are provided for neither in the Articles of Associations nor in General Meetings' decisions nor in the Merger Draft Agreement.
7. Upon merger completion, the absorbing Company is *ipso jure* substituted in the absorbed Company's rights, obligations and lawful relations with no other formality pursuant to Law provisions and such transfer is tantamount to universal succession.

Maroussi, Attica

13.08.2009

MERGED COMPANIES BOARD OF DIRECTORS