REPORT OF THE BOARD OF DIRECTORS OF
“ATTICA HOLDINGS S.A.”
TO THE GENERAL SHAREHOLDERS’ MEETING ON THE MERGER BY ABSORPTION OF
“BLUE STAR MARITIME S.A.” AND “SUPERFAST FERRIES MARITIME S.A.”
BY
“ATTICA HOLDINGS S.A.”

Dear Shareholders,

The Boards of Directors of “ATTICA HOLDINGS S.A.” (hereinafter the “Absorbing Company”), “BLUE STAR MARITIME S.A.” (hereinafter the “First Absorbed Company”), and “SUPERFAST FERRIES MARITIME S.A.” (hereinafter the “Second Absorbed Company” and together with the “First Absorbed Company”, the “Absorbed Companies”) have decided the merger by absorption of “BLUE STAR MARITIME S.A.” and “SUPERFAST FERRIES MARITIME S.A.” by “ATTICA HOLDINGS S.A.”, according to the articles 68 (par. 2) – 77^{a} and 78 of the Law 2190/1920 and the provisions of articles 1 – 5 of the Law 2166/1993, as applicable.

1. The final resolution on the merger shall be adopted at the Merging Companies’ General Shareholders’ Meeting, where the presence of the majority of the votes is required, according to the provisions of article 72 of Law 2190/1920.

2. The Boards of Directors of the Merging Companies have prepared in writing and according to the provisions of the Law the Draft Merger Agreement, dated October 15th, 2008.

3. Pursuant to the provisions of the article 69 (paragraph 4), Law 2190/1920, the Board of Directors of each of the Merging Companies prepared this detailed report.

In view of the merger, the Boards of Directors wish to inform the shareholders about the following:

I. Business Aspect of the Merger – Advantages

The merger of the three companies is considered necessary, mainly due to the similarity of their operations, their ownership status, and the existence of management with overlapping areas of responsibility.

The Boards of Directors of the Merging Companies have assessed that the merger shall be in favor of both the shareholders of the Absorbing and the Absorbed Companies, since through operational consolidation, expenses shall be reduced and the distribution of competencies between managers and personnel shall be rationalized.

At its post-merger size, the company shall achieve an additional competitive advantage and will be able to exploit more efficiently and with greater flexibility future business opportunities.

The shareholders of the First Absorbed Company shall exchange their shares with the ones of a bigger business entity, with higher growth perspectives, maintaining at the same time the advantages of holding shares of a listed company.

II. Legal Aspect of the Merger

The selected method of the merger of the three companies was the merger through absorption, pursuant to the provisions of the articles 68 (paragraph 2) – 77[a] and 78 of Law 2190/1920 and articles 1 – 5 of Law 2166/1993, as applicable.

Pursuant to the above provisions, both Absorbed Companies must prepare a Transformation Balance Sheet, dated June 30th, 2008. The merger will be concluded through the consolidation of the assets and liabilities of the Merging Companies. Consequently, all the assets and liabilities of the Absorbed Companies will be transferred as balance sheet items to the Absorbing Company. Finally, the Absorbed Companies will be dissolved, without being liquidated, while their assets and liabilities will be transferred to the Absorbing Company. The latter will substitute, in all rights, claims, and liabilities the Absorbed Companies, according to the article 75 of the Law 2190/1920.

The Merging Companies undertake the responsibility of compliance, to any specific formalities concerning the Absorbed Companies' asset transfer to the Absorbing Company.

The final resolution on the merger shall be adopted at the Merging Companies' General Shareholders' Meeting, where the presence of the majority of the votes is required, according to the provisions of article 72 of Law 2190/1920.

III. Shares Exchange Ratio

The suggested exchange ratio, as it is specified in the Draft Merger Agreement, reflects the share prices of the Absorbing and the First Absorbed Company that were used in the Mandatory Public Offerings, addressed to the shareholders of the two Companies. These Offerings concluded in January 2008. The aforementioned exchange ratio has been verified by the independent auditing firm "BDO Protypos Hellenic Auditing Company AE", acting on the account of the Absorbing Company, according to the Athens Exchange regulations (paragraph 4.1.4.1 of the Athens Exchange Regulation).

Mr. Anagnos Lymperis (SOEL Reg. no 11241), Chartered Accountant of the independent auditing firm "BDO Protypos Hellenic Auditing Company AE", prepared a report, dated October 15th, 2008 that has become already available to the shareholders, according to which the methods used in order to evaluate the Absorbing and the First Absorbed Company, were the following:

- Discounted Free Cash Flows
- Relative Valuation (Multiples)
- Market Value

According to the Independent Auditor, the methods used to draw the conclusions are considered appropriate. In their application, the Auditor did not encounter any particular difficulties.

Range of Relative Values – Range of Exchange Ratio

The range of relative values presented below derives from the comparison of results arising for each Company. More specifically, the minimum value of the First Absorbed Company has been compared to the maximum value of the Absorbing Company and vice-versa. The range of share exchange ratios for the First Absorbed Company derives from the combination of relative values and number of shares of the Companies.

Since the Absorbing Company holds 100% of the share capital of the Second Absorbed Company, a share exchange does not apply in this case.

The relative values arising are presented in the following table:

BLUE STAR S.A. to ATTICA S.A. 0.67962 – 0.77144 to 1

Based on the range of relative values in the above table, the range of share exchange ratio is presented in the following table.

0.67428 – 0.76536 shares of ATTICA S.A. for each 1 share of BLUE STAR S.A.

Opinion on the Exchange Ratio

The Independent Auditor examined the Draft Merger Agreement, dated October 15th, 2008, in order to ascertain, if the suggested exchange ratio is fair and reasonable.
The exchange ratio suggested – included in the Draft Merger Agreement - by the Board of Directors of the two companies is the following:

One (1) share of the First Absorbed Company for 0.696364177438854
new shares of the Absorbing Company (1 to 0.696364177438854)

The above mentioned share exchange ratio, proposed by the Boards of Directors of the Companies, is included within the range of comparative values derived by the valuation of the Companies; thus the proposed share exchange ratio is fair and reasonable.

IV. Share Capital Increase of the Absorbing Company

The share capital of the Absorbing Company will be increased by the amount of Euro 55,035,163 which represents the contributed share capital of the First Absorbed Company of

Euro 53,765,000 (after exclusion of the Absorbing Company's participation in the share capital of the First Absorbed Company) and the amount of Euro 1,270,163. The latter will arise through capitalization of the "Share Premium Account" for rounding purposes.

With regard to the absorption of SUPERFAST FERRIES MARITIME S.A., a share capital increase is not necessary, since the company is a wholly owned subsidiary company of the Absorbing Company. The shares of the Second Absorbed Company will be cancelled upon completion of the merger.

As per the above, the Shareholders' Meeting of the Absorbing Company that will approve the merger shall decide about the following: a) its share capital increase of Euro 53,765,000 which represents the contributed share capital of the First Absorbed Company b) its share capital increase by the amount of Euro 1,270,163 through capitalization of the "Share Premium Account" for rounding purposes of the par value c) the increase of the shares' par value from Euro 0.60 to Euro 0.83. So, the post merger share capital of the Absorbing Company will amount Euro 117,539,371 divided into 141,613,700 common, registered, shares, with a new par value of Euro 0.83 each.

Taking the above into consideration, we are of the opinion that this merger is duly justified and we therefore hereby invite you to approve the Draft Merger Agreement.

ATHENS, 22nd OCTOBER 2008
THE BOARD OF DIRECTORS