



**INVITATION TO THE ANNUAL GENERAL ORDINARY MEETING
OF SHAREHOLDERS OF SOCIÉTÉ ANONYME
“S&B INDUSTRIAL MINERALS S.A.”**

Pursuant to the provisions for Sociétés Anonymes and the Company’s Articles of Association, the Board of Directors invites the Shareholders to the Annual Ordinary General Meeting to be held on Tuesday, June 16th, 2009, at 13:00 hours, in the conference hall of the Company’s headquarters in Kifissia, 15 Andrea Metaxa Street, 145 64.

AGENDA ITEMS

1. Submission and approval of the annual financial statements for the fiscal year 2008 along with the relevant reports of the Board of Directors and the Auditors.
2. Release of the BoD members and the Auditors from any liability for the accounting year 2008.
3. Election of Certified Auditors for the accounting year 2009 and determination of their fees.
4. Approval of the distribution of profits.
5. Approval of remuneration of the BoD members.
6. Share capital increase through issuance of new shares, to be distributed to the company’s personnel according to article 1 par. 2 of the Presidential Decree 30/1988, through capitalization of undisposed profits and amendment of articles 4 and 5 of the Company’s Articles of Association.
7. Share capital increase to be paid in cash with a rights issue in favor of existing shareholders, by issuing new common registered shares over par

value. Amendment of articles 4 and 5 of the Company's Articles of Association.

8. Amendment of the terms of stock option plans of years 2005, 2006 and 2007.
9. Approval of share distribution program to company executives and to members of the Board of Directors who are company executives, through stock options, in accordance with article 13 paragraph 13 of Codified Law 2190/1920, as in effect.
10. Modification of the share buy back program of own company shares, approved at the Annual General Meeting of Shareholders on May 14th, 2008.
11. Amendment of the Company's Articles of Association 4, 9, 11, 16 par.5, 18 par.1, 20 par.2, and article 24.
12. Proposal and election of members of the Audit Committee, in accordance with article 37 of Law 3693/2008, as in effect.
13. Authorization to members of the BoD and Managers of the Company to participate either in the BoD or the management of other companies of S&B Group in accordance with article 23§1 of Codified Law 2190/1920, as in effect.
14. Approval for execution of agreements of article 23^a of Codified Law 2190/1920, as in effect.

All shareholders are entitled to participate in the General Meeting whether in person or by proxy, by signing the authorization, which is available in the web site of the Company (www.sandb.com) and also at the Company's offices.

Shareholders entitled and wishing to participate in the aforementioned General Meeting shall be required:

- a) If their shares are not held in the Special Account kept in Hellenic Exchanges S.A. (HELEX), to have, by declaration, the total or a part of their shares blocked - via their operator - and to receive the relevant share blocking

certificate, which must be deposited, along with any representation documents to the Company's Shareholders Department (15 Andrea Metaxa str., Kifissia 145 64) or to a Greek Bank, at least five (5) days prior to the General Meeting's date, namely until 11.06.2009.

b) If their shares are held in the Special Account kept in Hellenic Exchanges S.A, (HELEX), to have the total or a part of their shares blocked, by written declaration, and to receive the relevant share blocking certificate from HELEX (110 Athinon Avenue, in Athens), which must be deposited, along with any representation documents to the Company's Shareholders Department (15 Andrea Metaxa str., Kifissia 145 64) at least five (5) days prior to the General Meeting's date, namely until 11.06.2009.

The Company's Shareholders' Department offices will be open daily during working hours

Kifissia, May 21 2009

By order of the Board of Directors

THE MANAGING DIRECTOR

EFTHIMIOS VIDALIS