

**Draft Resolutions of the 27th Annual General Meeting of the Shareholders of the Societe
Anonyme Company MYTILINEOS HOLDINGS S.A. of 01.06.2017
General Commercial Register (GEMI) No.: 757001000**

Item 1: Submission and approval of the Annual Financial Statements and Consolidated Annual Financial Statements for the business year 01.01.2016 – 31.12.2016, the related reports of the Board of Directors and the Chartered Auditor, and the corporate governance statement.

The Chairman of the General Meeting read to the Shareholders the annual financial statements, as approved by the Company's Board of Directors in its meeting of 27th March 2017, which in accordance with the law were posted on the Company's website at www.mytilineos.gr. The Chairman of the General Meeting then read to the Shareholders the Board of Directors' Report to the Annual General Meeting on the Annual Financial Statements as at 31st December 2016, as entered in the Minutes of the Board of Directors' meeting of 27th March 2017, the Report (Certificate) of the Certified Auditor-Accountant of 27.03.2017, and the corporate governance statement in accordance with article 2 of L. 3873/2010.

In concluding the presentation of the Annual Financial Statements and Consolidated Annual Financial Statements for the accounting period from 01.01.2016 to 31.12.2016, of the relevant Board of Directors' and Auditor's Reports, and of the corporate governance statement in accordance with article 2 of L. 3873/2010, the Chairman presented a motion for their approval by the General Meeting.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of % of the shares represented, to approve the Annual Financial Statements and Consolidated Annual Financial Statements, the Board of Directors' and Auditor's Reports, and the corporate governance statement in accordance with article 2 of L. 3873/2010.

Item 2: Discharging of the Members of the Board of Directors, the Auditors and the signatories of the Company's financial statements from any liability for damages for activities during the fiscal year 2016.

The Chairman invited the General Meeting to approve the management of the accounting period ended on 31.12.2016 and to discharge the Members of the Board of Directors, the chartered auditors, and the signatories of the Company's financial statements from any related liability for damages.

Following this, and after a vote taken in conformity with the law, the General Meeting resolved, by a majority ofrepresented shares and votes for, with..... represented shares abstaining from the vote, i.e. by a majority of % of the represented shares, to approve the management of the accounting period from 01.01.2016 to 31.12.2016 and to discharge the Members of the Board of Directors, the chartered

auditors, and the signatories of the Company's financial statements from any liability for damages in connection with activities during this accounting period.

Item 3: Election of the regular and alternate chartered Auditors for the audit of the financial statements for the current year as per the IAS, and definition of their remuneration.

The Chairman, following respective recommendation by the Audit Committee towards the board of directors, presented a motion for the assignment of the regular audit of the Company and consolidated financial statements for the accounting period from 01.01.2017 to 31.12.2017 to the Auditing Firm "GRANT THORNTON S.A.", having its registered office in Paleo Faliro (56 Zefyrou Street) and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 127, at an annual fee of €325,000 plus VAT and expenses, in accordance with the relevant offer submitted by the auditing firm to the Company. In order to issue the Annual Tax Certificate, the fee of the above auditing firm is €252,000 plus VAT.

In accordance with the decision of the General Meeting of 11.05.2016, the above auditing firm was appointed as external auditor for fiscal year 2016, and its fee was set at €89,971 plus VAT for the regular audit of the Company and consolidated financial statements and at €36,784 for the issuance of the Annual Tax Certificate of the Company. In addition, during 2016, the above auditing firm provided consulting non-audit services in the amount of €32,000 plus VAT, that correspond to 20,15 of the total fees received for the fiscal year 2016.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of..... represented shares and votes for, with represented shares abstaining from the vote, i.e. by a majority of.....% of the represented shares, to assign the regular audit of the Company and consolidated financial statement for the current accounting period to the Auditing Firm "GRANT THORNTON S.A.", having its registered office in Paleo Faliro (56 Zefyrou Street) and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 127 at an annual fee of €325,000 plus VAT and expenses, in accordance with the relevant offer submitted by the auditing firm to the Company. In order to issue the Annual Tax Certificate, the fee of the above auditing firm is €252,000 plus VAT.

Item 4: Approval of the remuneration of the members of the Company's Board of Directors for the year 01.01.2016 – 31.12.2016 and preapproval of their remuneration for the current year.

The Chairman initially informed the General Meeting that the fees of the members are distinguished between those paid to executive and those paid to non-executive and independent members, and also include employment under a contractual relationship, in accordance with the relevant provisions of article 23(a) and article 24 of C.L. 2190/1920; and that, especially with regard to non-executive members, any fee already paid or due for payment for the current accounting period in accordance with the relevant provisions of the Law on Corporate Governance is commensurate with the time contributed by the members

for the meetings of the Board of Directors and for discharging the duties assigned to them. The Chairman pointed out that the Company complies with the policies and practices adopted by the "Hellenic Corporate Governance Code for Listed Companies", with deviations as specified in the Annual Statement of Corporate Governance. At this point the Chairman informed the Shareholders that the Company has in place a policy and principles for determining the fees of the executive members of the Board of Directors, as well as for the method used to evaluate the performance and calculate the variable fee of the members of the Board of Directors for the payment of their remuneration. According to this policy, the fixed fees paid to the members of the Board of Directors must be competitive, so that attracting and retaining individuals with the appropriate capabilities, skills, experience and conduct, as required by the Company, is feasible. The goal is for the amount of the fees to correspond to the time that the members devote to the meetings of the Board of Directors, to reflect the discharge of the duties assigned to them and to fluctuate around the market median, as the latter is reflected in salary surveys. Higher fees are foreseen for specialised roles of increased significance or for individuals with outstanding experience and performance. On the other hand, the variable fees are linked to the performance of the individual member, the company and the Group in general. Achievement of the targets at the aforementioned levels - individual/company/Group- is a core element of the Group's culture. The level of the variable fees paid depends on performance in a number of quantitative criteria. These criteria incorporate the medium-term and long-term strategy, achieve the alignment of targets with this strategy and secure the interests of the organisation and of its shareholders. In particular, the following are considered as quantitative criteria for the Company and the Group:

- Maintaining and/or increasing turnover.
- Maintaining and/or increasing the operating profit margin.
- Achievement of positive operating cash flows.
- Achievement and/or increase of net profits.

Targets are set annually and depend on the business plan of the Group.

The level of the variable fees is calculated during the first quarter of the year following the accounting period concerned and provided the evaluation of the targets that had been set is completed, taking also into account the economic environment.

The Chairman then presented a motion for formal approval by the General Meeting of the payment of the fees which had been pre-approved by last year's General Meeting as per the above distinctions to the members of the Board of Directors for the accounting period from 01.01.2016 to 31.12.2016. More specifically, the pre-approved amount stood at three hundred and fourteen thousand Euros (€314,000.00) gross, i.e. the amount of one hundred and eighty four thousand and fourty eight Euros and seventy Euro cents (€184,048.70) net, and the amount finally paid was € 314,000.00 gross, i.e. €173,215.85 net.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of represented shares and votes for, i.e. by a majority of % of the represented shares, and with represented shares abstaining from the vote, i.e. by a majority of% of the represented shares, to approve the fees paid to the members of the Company's Board of Directors during the previous accounting period ended on 31 December 2016 for services provided to the Company.

The Chairman then presented to the General Meeting a motion for payment to the members of the Company's Board of Directors of fees up to the sum of €780,660.00 gross, i.e. €371,630.89 net, for the current accounting period from 01.01.2017 to 31.12.2017.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of represented shares and votes for, i.e. by a majority of % of the represented shares, and with represented shares abstaining from the vote, i.e. by a majority of % of the represented shares, to approve the payment to the members of the Company's Board of Directors of fees up to the sum of €780,660.00 gross, i.e. €371,630.89 net, for the current accounting period from 01.01.2017 to 31.12.2017.

Item 5: Approval of contracts in accordance with Article 23a of Codified Law 2190/1920.

The Chairman of the General Meeting took the floor and reported that, in order to serve and promote the Company's objects, all of the contracts listed below were concluded and fall under the scope of article 23(a) par. 5 of C.L. 2190/1920, as in force, and must be approved by the General Meeting. In addition to being absolutely necessary, these contracts also help serve and promote the Company's objects, and their terms are those that prevail in the market in similar cases. Thus, profit is expected and the corporate object is promoted. In particular:

I. The Company concluded with MYTILINEOS FINANCIAL PARTNERS S.A., in whose paid-up share capital the Company holds a stake of twenty-five per cent (25%) and therefore falls under the entities foreseen in article 23(a) par. 5 of C.L. 2190/1920, as in force, the intra-group contracts listed below. MYTILINEOS FINANCIAL PARTNERS S.A. was established in order to ensure the best possible financial management of the Company's cash reserves. In this context:

- (a) On 02.08.2016, an amendment was made to the ordinary intra-group loan granted on 03.08.2011 by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €30,000,000.
- (b) On 05.02.2016, an amendment was made to the ordinary intra-group loan granted on 06.02.2012 by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €36,000,000.
- (c) On 11.07.2016, an amendment was made to the ordinary intra-group loan granted on 12.07.2012 by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €17,000,000.
- (d) On 05.08.2016, an amendment was made to the ordinary intra-group loan granted on 07.08.2012 by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €3,000,000.
- (e) On 30.09.2016, an amendment was made to the ordinary intra-group loan granted on 24.09.2012 by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €5,000,000.
- (f) On 18.11.2016, an amendment was made to the ordinary intra-group loan granted on 16.11.2012 by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €3,000,000.

(g) On 25.05.2016, an amendment was made to the ordinary intra-group loan granted on 26.05.2013 by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €5,735,000.

(h) On 02.08.2016, an amendment was made to the ordinary intra-group loan granted on 26.05.2013 by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €5,500,000.

(i) On 03.08.2016, an amendment was made to the ordinary intra-group loan granted on 05.08.2013 by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €46,000,000.

(j) On 29.07.2016, an amendment was made to the ordinary intra-group loan granted on 29.07.2013 by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €18,500,000.

(k) On 01.11.2016, an amendment was made to the ordinary intra-group loan granted on 02.11.2015 by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €6,962,000.

(l) On 04.01.2016, an ordinary intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €3,800,000.

(m) On 22.04.2016, an ordinary intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €2,500,000. This loan was repaid in full on 26.05.2016.

II. Remuneration of the Company for the costs it incurs as a result of the guarantees it provides in favour of its subsidiaries to third party legal entities (suppliers, partners and clients of its subsidiaries) in connection with the pursuance of each subsidiary's business objectives. It is pointed out that the Company enjoys a relatively high credit rating, thus allowing its individual subsidiaries to turn to the Company in order to maximise their own credit ratings when submitting letters of guarantee to third parties and, consequently, to minimise their own financial costs to the benefit of their shareholders. Although falling under its corporate objects and belonging to its normal activities, the provision of guarantees by the Company to a subsidiary represents nevertheless an additional risk to the Company, as the latter blocks its own funds for the purposes of the said guarantees. This amounts to an additional service that the Company provides to the subsidiary concerned, which should be charged a reasonable cost. This cost is either included in the Management Fees Contract between the Company and the subsidiary concerned or will be the subject of an additional charge following a specific agreement. The Chairman presented a motion for approval of the charging by the Company to the subsidiary concerned of the said cost, whose amount shall be determined on a case-by-case basis and shall be specifically approved as per the provisions of article 23(a) of C.L. 2190/1920.

In concluding his presentation, the Chairman presented a motion for approval by the General Meeting of the contracts listed above.

After the above and following a discussion and a vote taken in conformity with the law, the General Meeting resolved, by a majority of represented shares and votes for, i.e. by a majority of % of the represented shares, and with represented shares abstaining from the vote, i.e. by a majority of % of the represented shares, to approve:

(i) All of the contracts concluded between the Company and MYTILINEOS FINANCIAL PARTNERS S.A.; and (ii) the agreement between the Company and its subsidiaries, as applicable, regarding the charging by the Company to the subsidiary concerned of the cost for the issuance of guarantees, the amount of such cost to be determined on a case-by-case basis and to be specifically approved by the General Meeting of the Shareholders as per the provisions of article 23(a) of C.L. 2190/1920.

Item 6: Election of a new Board of Directors

Following respective report by the current Board of Directors, taking into consideration that its term expired on 08.05.2017 and was automatically extended until the convocation of the present General Meeting, as well as that the Group restructuring regarding merger by way of absorption of the companies METKA, AoG, Protergia and Protergia Thermo by the Company is on-going, the Chairman suggests the re-election of the following current members of the Board of Directors:

- 1) Evangelos Mytilinaios, son of Georgios,
- 2) Ioannis Mytilinaios, son of Georgios,
- 3) Georgios-Fanourios Kontouzoglou, son of Stamatios,
- 4) Sofia Daskalaki, daughter of Georgios,
- 5) Wade Burton, son of Robert,
- 6) Apostolos Georgiadis, son of Stavros and
- 7) Christos Zerefos, son of Stylianos

After the above and following a discussion and a vote taken in conformity with the law, the General Meeting resolved, by a majority of represented shares and votes for, i.e. by a majority of % of the represented shares, and with represented shares abstaining from the vote, i.e. by a majority of % of the represented shares, to approve the election of members of the Board of Directors, with the following persons elected as Board members: Mr Evangelos Mytilineos, father's name George; Mr Ioannis Mytilineos, father's name George; Mr Georgios-Fanourios Kontouzoglou, father's name Stamatios; Ms Sophie Daskalaki, father's name George; Mr Wade Burton, father's name Robert; Mr Apostolos Georgiadis, father's name Stavros and Mr Christos Zerefos, father's name Stylianos. In accordance with article 3 par. 1 of Law 3016/2002 on corporate governance, the General Meeting, as the competent body, appointed Messrs Apostolos Georgiadis and Christos Zerefos as Independent Members.

Item 7: Authorization, pursuant to Article 23(1) of Codified Law 2190/1920, of the members of the Board of Directors and the Company's Managers/Directors to participate in the Board of Directors or in the management of companies that pursue the same or similar purposes.

The General Meeting is invited, following a relevant Recommendation by the Chairman, to grant permission, in accordance with article 23 par. 1 of C.L. 2190/1920, to the Members of the Board of Directors and to the Managers (Executives) of the Company to participate in Boards of Directors or also in the management of Group Companies pursuing the same or similar purposes with those of the Company. Granting of such permission constitutes standard practice in Groups of Companies.

After the above and following a discussion and a vote taken in conformity with the law, the General Meeting resolved, by a majority of..... represented shares and votes for, i.e. by a majority of % of the represented shares, and with..... represented shares abstaining from the vote, i.e. by a majority of..... % of the represented shares, to approve the above.

Item 8: Election of a member of the Audit Committee pursuant to Article 44 of Codified Law 4449/2017.

The Chairman informed the General Meeting that according to article 44 of L. 4449/2017 the Audit Committee consists of non-executive members of the Board of Directors and members elected by the General Meeting of the shareholders, while at least one member of the Audit Committee must be a chartered auditor accountant in suspension or retirement or have sufficient knowledge of auditing and accounting. Following respective suggestion by the Board of Directors, the Chairman suggests the appointment of Mr. Konstantinos Kotsilinis, business consultant, member of the Institute of Certified Public Accountants of Greece that fulfills the provisions relating to impartiality laid out in C.L. 3016/2002 “Regarding corporate governance, payroll issues and other provisions”, in replacement of the member of the Audit Committee, Ms Sofia Daskalaki.

After the above and following a discussion and a vote taken in conformity with the law, the General Meeting resolved, by a majority of..... represented shares and votes for, i.e. by a majority of % of the represented shares, and with..... represented shares abstaining from the vote, i.e. by a majority of..... % of the represented shares, to approve the above.

Item 9: Submission and Approval of: a) the Draft Merger Agreement, dated 23.03.2017, for the absorption by the Company of the companies “METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME”, “ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME”, “PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME” and “PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A.”, and b) the Board of Directors’ explanatory report on the aforementioned Draft Merger Agreement that was drafted in accordance with Article 69(4) of Codified Law 2190/1920 and Article 4.1.4.1.3 of the Athens Exchange Rulebook.

The Chairman of the General Meeting took the floor and referred to the Draft Merger Agreement, dated 23.03.2017, for the absorption by the Company of the companies

“METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME”, “ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME”, “PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME” and “PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A.”, pursuant to the provisions of commercial law, and in particular articles 69 et seq. of C.L. 2190/1920, as applicable, and in line with the provisions, conditions and waivers of C.L. 4172/2013, as applicable, and Article 61 of C.L. 4438/2016 and the Board of Directors’ explanatory report on the aforementioned Draft Merger Agreement that was drafted on the same day in accordance with Article 69(4) of Codified Law 2190/1920 and Article 4.1.4.1.3 of the Athens Exchange Rulebook, and suggested that the Ordinary General Meeting of the Company’s shareholders ratify: a) the aforementioned Draft Merger Agreement without any amendments and in its totality, and b) the aforementioned explanatory report of the Board of Directors on the Draft Merger Agreement without any amendments and in its totality.

Following an interactive discussion, the General Meeting of the Company’s shareholders resolved, by a majority of represented shares and votes for, i.e. by a majority of % of the represented shares, and with represented shares abstaining from the vote, i.e. by a majority of % of the represented shares, to ratify the aforementioned Draft Merger Agreement without any amendments and in its totality, and b) the aforementioned explanatory report of the Board of Directors on the Draft Merger Agreement without any amendments and in its totality

Item 10: Approval of the merger by absorption of the limited companies “METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME”, “ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME”, “PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME” and “PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A.” by the Company, and the provision of authorization to sign the relevant notarial deed for the merger, and for the execution of any other act, statement, announcement and/or legal action that is required for this purpose, as well as in general for the completion of the merger and the implementation of the decisions made during the General Meeting.

The Chairman of the General Meeting referred to the resolutions of the Board of Directors of the Company dated 14.12.2016 and 23.03.2017 by virtue of which the merger by way of absorption of the companies “METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME”, “ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME”, “PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME” and “PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A.” by the Company was decided in accordance with the provisions of commercial law, and in particular articles 69 et seq. of Codified Law 2190/1920, as presently applicable, as well as the provisions, conditions and waivers stipulated in Law 4172/2013, as applicable, and article 61 of Law 4438/2016.

In view of the above, it is proposed that the Ordinary General Meeting of the Company’s shareholders shall approve:

- a) the merger by way of absorption of the companies “METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME”, “ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME”, “PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME” and “PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A.” by the Company in accordance with the provisions of commercial law, and in particular articles 69 et seq. of Codified Law 2190/1920, as presently applicable, as well as the provisions, conditions and waivers stipulated in Law 4172/2013, as applicable, and article 61 of Law 4438/2016, based on the transformation balance sheet of the absorbed companies of 31.12.2016 together with the Chartered Auditors Accountants’ Reports dated ... and the consolidated balance sheet of the Company dated ...
- b) any action concluded by the Board of Directors of the Company and the individuals that it authorized for the purpose of implementing the Merger,
- c) the granting of authorizations to, acting together as a pair on behalf of the Company to ensure the implementation of this decision and to proceed with any action necessary for the completion of the Merger, including the drafting, together with the Absorbed companies, of the final agreement for the merger by absorption, as provided for by the law, as well as any other document that is required in order to ensure compliance with the requirements stipulated by the law regarding publicity formalities and registration formalities in order to finalize the Merger.

Following an interactive discussion, the General Meeting of the Company’s shareholders resolved, by a majority of represented shares and votes for, i.e. by a majority of % of the represented shares, and with represented shares abstaining from the vote, i.e. by a majority of % of the represented shares, to approve:

- a) the merger by way of absorption of the companies “METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME”, “ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME”, “PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME” and “PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A.” by the Company in accordance with the provisions of commercial law, and in particular articles 69 et seq. of Codified Law 2190/1920, as presently applicable, as well as the provisions, conditions and waivers stipulated in Law 4172/2013, as applicable, and article 61 of Law 4438/2016, based on the transformation balance sheet of the absorbed companies of 31.12.2016 together with the Chartered Auditors Accountants’ Reports dated ... and the consolidated balance sheet of the Company dated ...
- b) any action concluded by the Board of Directors of the Company and the individuals that it authorized for the purpose of implementing the Merger,
- c) the granting of authorizations to, acting together as a pair on behalf of the Company to ensure the implementation of this decision and to proceed with any action necessary for the completion of the Merger, including the drafting, together with the Absorbed companies, of the final agreement for the merger by absorption, as provided for by the law, as well as any other document that is required in order to ensure compliance with the requirements stipulated by the law regarding publicity formalities and registration formalities in order to finalize the Merger.

Item 11: Decision and approval of the increase of the Company's share capital by the total amount of twenty five million, one hundred and ninety six thousand and forty Euros and three Euro cents (€25,196,040.03), by way of the issuance of twenty five million, nine hundred and seventy five thousand, two hundred and ninety nine (25,975,299) new common registered shares with voting rights, each of which has a nominal value of €0.97, which will be covered as follows: a) by the amount of eight million three hundred and twelve thousand and ninety five Euros and sixty eight Euro cents (€8,312,095.68) that will be covered by the contribution of the nominal capital of METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME that will remain following the writing off, due to confusion, of the Company's participating interest in METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME, as a result of the merger, and b) the amount of sixteen million eight hundred and eighty three thousand nine hundred and forty four Euros and thirty five Euro cents (€16,883,944.35) that will be covered by the capitalization of the Company's share premium reserve. Amendment of Article 5 of the Company's Articles of Association regarding the share capital, and authorization of the Company's Board of Directors to regulate, at its discretion, the fractional shares that will result from the distribution of the shares during the Merger in accordance with the applicable provisions of the law.

The Chairman presents a motion for the increase of the Company's share capital by the total amount of twenty five million, one hundred and ninety six thousand and forty Euros and three Euro cents (€25,196,040.03), by way of the issuance of twenty five million, nine hundred and seventy five thousand, two hundred and ninety nine (25,975,299) new common registered shares with voting rights, each of which has a nominal value of €0.97, which will be covered as follows: a) by the amount of eight million three hundred and twelve thousand and ninety five Euros and sixty eight Euro cents (€8,312,095.68) that will be covered by the contribution of the nominal capital of METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME that will remain following the writing off, due to confusion, of the Company's participating interest in METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME, as a result of the merger, and b) the amount of sixteen million eight hundred and eighty three thousand nine hundred and forty four Euros and thirty five Euro cents (€16,883,944.35) that will be covered by the capitalization of the Company's share premium reserve. Following the aforementioned increase, the share capital of the Company shall amount to one hundred and thirty eight million, six hundred and four thousand, four hundred and twenty six Euros and seventeen Euro cents (€138,604,426.17) divided into one hundred and forty two million, eight hundred and ninety one thousand, one hundred and sixty one (142,891,161) shares each of a nominal value of ninety seven Euro cents (€0.97).

At the same time, it is proposed that an addition is made to article 5 paragraph 1 of the Articles of Association regarding the share capital, by adding a new subparagraph T as follows:

"T. The Ordinary General Meeting of 2017 decided to increase the Company's share capital by the total amount of twenty five million, one hundred and ninety six thousand and forty Euros and three Euro cents (€25,196,040.03), by way of the issuance of twenty five million, nine hundred and seventy five thousand, two hundred and ninety nine (25,975,299) new common registered shares with voting rights, each of which has a nominal value of €0.97, which will be covered as follows: a) by the amount of eight million three hundred and

twelve thousand and ninety five Euros and sixty eight Euro cents (€8,312,095.68) that will be covered by the contribution of the nominal capital of METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME that will remain following the writing off, due to confusion, of the Company's participating interest in METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME, as a result of the merger, and b) the amount of sixteen million eight hundred and eighty three thousand nine hundred and forty four Euros and thirty five Euro cents (€16,883,944.35) that will be covered by the capitalization of the Company's share premium reserve.

As a result of the above, the share capital of the Company amounts to one hundred and thirty eight million, six hundred and four thousand, four hundred and twenty six Euros and seventeen Euro cents (€138,604,426.17) divided into one hundred and forty two million, eight hundred and ninety one thousand, one hundred and sixty one (142,891,161) shares each of a nominal value of ninety seven Euro cents (€0.97)."

Finally, it is proposed that authorization is granted to the Board of Directors to regulate all of the relevant procedural issues for the implementation of this decision.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of represented shares and votes for, and with represented shares abstaining from the vote, i.e. by a majority of % of the represented shares, to approve the increase of the share capital and the corresponding amendment of article 5 of the Articles of Association as per the above. Furthermore, authorization was granted to the Board of Directors to regulate all of the relevant procedural issues for the implementation of this decision.

Item 12: Amendment of Article 2 of the Company's Articles of Association regarding the corporate purpose.

In the course of the resolved merger by way of absorption, it is suggested to amend the article 2 of the Company's Articles of Association.

In particular, it is proposed that article 2 is amended so as to apply as follows:

"1. The object of the Company is:

- a. To participate in the capital of other undertakings, of any form and any object, to establish subsidiaries, branches, agencies and undertakings of any legal form, of any object in Greece and abroad, to exercise control over and manage the said undertakings and divest the said holdings, to establish and participate in joint ventures, public welfare institutions, charitable purpose legal entities, as well as to exercise control over and manage same;
- b. To produce and manufacture alumina and aluminium in Greece and to trade in same in any country, to carry on prospecting, extracting and processing operations with respect to any mining materials and metals and to trade in same in any country, as well as to acquire permits for mining explorations and

exploitations;

c. To manufacture metal structures of any type and application, including such structures for the boiler-making and the rolling mill industry, to manufacture machine shop products of any type and application and to trade in same in Greece and abroad, as well as to undertake all types of machine works;

d. To perform the design, construction, operation, maintenance, management and exploitation of plants for the generation of electrical energy from any source in general, including gas-fired, lignite-fired, coal-fired or nuclear power plants, wind farms, hydroelectric plants, photovoltaic plants and, in general, plants for power generation from renewable energy sources, as well as combined heat & power plants, and infrastructure projects for electrical interconnectivity, power transmission and distribution in Greece and abroad;

e. To engage in power and heat generation, trading, supply, transmission and distribution (including to trade in natural gas and carbon dioxide emissions rights), the import and export, acquisition and transfer of electricity, power and heat, the participation in all markets and mechanisms involving electricity, power and heat (as an indication, the forwards, day-ahead, intra-day, balancing, physical or not physical delivery markets, stock exchange or other markets, regulated or not regulated markets, tenders and auctions, etc.) and in general to engage in any trade in any market involving the above in Greece and abroad;

f. To carry on all types of activities relevant to the building, repair and scrapping (breaking) of ships and, in general, defense materiel/weapon systems, and to trade in the products of the above activities in Greece and abroad;

g. To engage in the production, extraction, acquisition (including by purchase), storage, gasification, transport, distribution and transfer (including by sale/supply) of natural gas (liquefied or otherwise) originating from domestic or foreign deposits or imported from abroad, and in general to perform any transaction involving natural gas (liquefied or otherwise);

h. To elaborate studies, undertake the construction of public and private technical projects and works of any nature, to perform assembly and installation activities for the structures and products produced by the Company in Greece and abroad, as well as all types of industrial and mechanical installation plants;

i. To construct, operate and exploit hydraulic, sewerage and other similar installations to serve the purposes of the Company and/or other third parties

whom the Company does business with;

j. To produce and sell steam, water (as an indication demineralized water, water for firefighting, etc.) as well as to make available industrial-grade and potable water to third parties whom the Company does business with as well as to provide associated services to such parties;

k. To provide various services to third parties with whom the Company does business with, including, as an indication, services for a) decontamination, b) firefighting, c) monitoring and recording air quality, d) collection, transportation, disposal and management of solid and liquid wastes and wastewater, etc.;

l. To elaborate feasibility studies with respect to processes for the operation of power and heat generation plants of all types (thermal, combined-cycle, hydroelectric, hybrid, wind power plants, etc.) as well as to elaborate studies for the commercial exploitation (marketing) of electricity in Greece or abroad and undertake research and development activities with respect to new products with particular emphasis on innovative products, services and processes;

m. To purchase, erect, sell and resell real property, and to acquire, lease, rent, sublease, install, develop and exploit mines and quarries, industrial sites and shops as well as rural and forest land, and in general to exploit real and movable property (including machinery, electromechanical and mechanical equipment including fixed mechanical equipment), parts, components and vehicles, of any type, in Greece and abroad, provided these are intended to serve the furtherance of the Company objects;

n. To provide advice and services in the areas of business administration and management, administrative support, risk management, information systems, financial management as well as in tax and accounting matters, short-term and strategic planning including the elaboration of studies, the collection, processing, recording and keeping of data and information and the making available of same for profit;

o. To provide services in connection with market research, analysis of investment plans, elaboration of studies and plans, the commissioning, supervision and management of the relevant work, risk management and strategic planning, development and organization as well as to provide services in connection with the generation, trade in and supply, transmission and distribution as well as any other form of exploitation activity in the field of electricity, hydrocarbons, fuels,

heat of any type and carbon dioxide emission rights, as well as to provide services in connection with the engineering, construction, operation, maintenance and management of all types of power plants (as an indication, thermal, combined-cycle, hydroelectric, hybrid, wind, photovoltaic plants) (including the management and exploitation of electricity, heat of any type and rights in carbon dioxide emissions and fuels, as well as technical matters);

p. To carry on any business act and undertake any activity or action directly or indirectly related to the above objects of the Company or which the competent Company bodies deem to be or may be advisable or expedient towards the fulfillment of the corporate object, as described in this article.

2. For the fulfillment of its above objects, the Company may:

a. Acquire and obtain the permits and licenses provided by law, any concessions, acquire, rent, lease, sublease, install, develop and exploit all types of movable or real property, mines and quarries, industrial sites and industrial plants and shops; acquire, obtain, deposit, implement and exploit patents, industrial methods and marks; acquire, lease, sublease and rent, develop and exploit rural and forest land, as well as services and businesses engaging in land and sea transport operations, and in general carry on anything conducive to the fulfillment of the objects of the Company;

b. Enter into all types of contracts with any third party, domestic or foreign;

c. Act as the representative of any domestic or foreign company or firm;

d. Take part in all types of tenders, auctions, bidding, competitive, tendering or similar procedures;

e. Participate, whatever form such participation may take, in any Company or undertaking existing or to be established in the future, of any form, pursuing any object, in Greece and abroad, establish subsidiary companies or undertakings and form joint ventures pursuing any object and purpose, in Greece and abroad, cooperate in any form with third parties pursuing objects that are the same or similar to those pursued by the Company;

f. Cooperate in any manner with any third party, domestic or foreign;

g. Establish branches or agencies anywhere in Greece or abroad;

h. Enter into loan agreements, provide guarantees and in general provide security for its own obligations but also in favor of third parties, and

i. Implement, by means of the appropriate investments, all the above objects

and activities”.

Finally, it is proposed that authorization is granted to the Board of Directors to regulate all of the relevant procedural issues for the implementation of this decision.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of represented shares and votes for, and with represented shares abstaining from the vote, i.e. by a majority of % of the represented shares, to amend article 2 of the Articles of Association as per the above. Furthermore, authorization was granted to the Board of Directors to regulate all of the relevant procedural issues for the implementation of this decision.

Item 13: Miscellaneous items – Announcements with respect to the activities of the Company, its subsidiaries and its affiliates.

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