

INVITATION

of the Shareholders of the Société Anonyme Company

MYTILINEOS HOLDINGS S.A.

General Commercial Register No. (GEMI): 757001000

to the Annual General Meeting

In accordance with the law and the Company's Articles of Association, the Board of Directors, pursuant to its resolution taken in its meeting of 15 April 2015, invites the Shareholders of the Company to the Annual General Meeting to be held at 12:00 hours of Wednesday 6 May 2015 in the offices of the Company's establishment in the Municipality of Maroussi, Attica (8 Artemidos Street), in the Basement Conference Hall. If the quorum required by the law is not established, the Board of Directors hereby invites the Shareholders of the Company to a 1st Repeat General Meeting to be held at 12:00 hours of Monday 18 May 2015 and to a 2nd Repeat General Meeting to be held at 12:00 hours of Friday 29 May 2015, both Repeat Meetings to be held at the same venue as above mentioned.

AGENDA

1. Submission and approval of the Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2014 to 31.12.2014, of the relevant Board of Directors' and Independent Auditor's reports, and of the Statement of Corporate Governance in accordance with article 43(a) par. 3 item (d) of Codified Law (C.L.) 2190/1920.
2. Release of the Members of the Board of Directors and of the Company's Independent Auditors from any liability for damages in connection with the management of the accounting period ended on 31.12.2014.
3. Election of regular and alternate Independent Auditors for auditing the financial statements of the current accounting period in accordance with the IAS, and determination of their fee.
4. Share capital decrease by €11,691,586.20 via a nominal value decrease in the amount of ten eurocents (€0.10) per share for the purpose of reimbursing shareholders with cash – Amendment of article 5 of the Articles of Association.

5. Approval of the fees of the members of the Company's Board of Directors for the accounting period from 01.01.2014 to 31.12.2014 and pre-approval of their fees for the current accounting period.
6. Approval of contracts as per article 23(a) of C.L. 2190/1920.
7. Granting of 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 in the direction of Group Companies pursuing the same or similar objects.
8. Miscellaneous items – Announcements concerning the course of the Company and of its subsidiaries and affiliated undertakings.

In accordance with article 26 par. 2(b) and article 28(a) of Codified Law (C.L). 2190/1920, as amended and supplemented, respectively, by article 3 and article 6 of Law 3884/2010, as in force, the Company informs the shareholders of the following:

I. Eligibility for participation in the General Meeting

Eligible to participate and vote in the General Meeting are only the natural or legal persons shown as shareholders of the Company in the Dematerialised Securities file, kept electronically with the company "HELLENIC EXCHANGE HOLDING, CLEARING, SETTLEMENT & REGISTRY S.A." (HELEX), on the start of the fifth (5th) day before the date set for the General Meeting (record date). Proof of shareholder status shall be established by direct electronic connection of the Company to the files of HELEX S.A. Shareholders who are legal persons must submit their legalisation documents in accordance with the law within the same time limit.

The participation of shareholders in the 1st and 2nd Repeat Meeting of 18 May 2015 and 29 May 2015, respectively, is subject to the same formal requirements. The status of shareholder must exist on the start of the fourth (4th) day before the date set for the 1st and 2nd Repeat Meeting, respectively (record date for Repeat General Meetings). Proof of shareholder status for participation in these General Meetings shall again be established by direct electronic connection of the Company to the files of HELEX S.A. Shareholders who are legal persons must submit their legalisation documents in accordance with the law within the same time limits.

For the Company, eligible to participate and vote in the General Meeting shall only be the persons with shareholder status on the corresponding record date. Where a shareholder fails to comply with the provisions of article 28(a) of C.L. 2190/1920, such shareholder may participate in the General Meeting only after being granted permission by it.

Exercise of said rights does not require the blocking of the shares of the beneficiary nor the observance of any other procedure restricting the ability to sell and transfer these during the period of time elapsing between the record date and the date of the General Meeting.

II. Procedure for the exercise of voting rights by proxy

Eligible shareholders may participate in the General Meeting either in person or through their lawfully authorised proxies. Each shareholder may appoint up to three (3) proxies. Legal persons participate in the General Meeting by appointing up to three (3) natural persons as their proxies. Shareholders may obtain the model form of the plenipotentiary document for the appointment of proxies from the Company's website at www.mytilineos.gr or in hardcopy from the Company's Shareholders & Corporate Announcements Department (5-7 Patroklou Street, Maroussi, Attica, tel. 210.6877476). Appointment and revocation of proxies shall be made in writing and shall be notified to the Company's offices at the address given above at least three (3) days before the date set for the General Meeting of the Shareholders. The same deadline shall apply for the 1st and 2nd Repeat General Meetings.

A proxy acting on behalf of a shareholder is obliged to advise the Company prior to the commencement of the General Meeting of any fact which may be useful to the shareholders in assessing the risk of that proxy serving interests other than those of the shareholder being represented. A conflict of interests in accordance with the above may arise in particular when the proxy concerned: (a) is a shareholder exercising control over the Company or is another legal person or entity that is controlled by that shareholder; or (b) is a member of the Board of Directors or in general of the Management of the Company or of a shareholder exercising control over the Company; or (c) is an employee or certified auditor of the Company or of a shareholder exercising control over the Company or of another legal person or entity controlled by a shareholder exercising control over the Company; or (d) is a spouse or relative in the first degree of one of the natural persons mentioned in cases (a) to (c) above.

III. Minority rights of shareholders

In accordance with article 39 paragraphs 2, 2(a), 4 and 5 of C.L. 2190/1920, shareholders have, inter alia, the following rights:

- i. Shareholders representing one twentieth (1/20) of the paid-up share capital have the right to request the Board of Directors to include additional items in the Agenda of the General Meeting, by means of a relevant application which must be received by the Board of Directors at least fifteen (15) days before the General Meeting. The application for

inclusion of additional items in the Agenda shall be accompanied by a justification or by a draft resolution for approval by the General Meeting, and the revised agenda shall be publicised in the same manner as the previous agenda thirteen (13) days before the date of the General Meeting and shall be simultaneously made available to the shareholders on the Company's website, together with the accompanying justification or draft resolution submitted by the shareholders as stipulated by article 27 par. 3 of C.L. 2190/1920.

- ii. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall make available to the shareholders, as stipulated by article 27 par. 3 of C.L. 2190/1920, at least six (6) days before the date of the General Meeting, draft resolutions on items included in the original or revised agenda, provided that the relevant application is received by the Board of Directors at least seven (7) days before the date of the General Meeting.
- iii. Following an application by any shareholder, submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting the specific information requested with respect to Company affairs, to the extent that these are useful in the actual assessment of the items on the agenda. The Board of Directors may provide a single response to applications by shareholders which have the same content. The obligation to provide information shall not exist if such information is already available from the Company's website, especially in the form of questions and answers. The Board of Directors may refuse to provide information on substantial grounds, which are mentioned in the Minutes.
- iv. Following an application by shareholders representing one fifth (1/5) of the Company's paid-up share capital, submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting information on the course of Company affairs and the Company's financial situation. The Board of Directors may refuse to provide information on substantial grounds, which are mentioned in the Minutes.

Corresponding time-limits regarding the exercise of minority rights of shareholders shall also apply in the case of Repeat General Meetings.

In order to exercise any of the above rights, applicant shareholders must supply proof of their shareholder status and of the number of shares in their possession at the time of exercise of the

corresponding right. Production of a relevant certificate issued by HELEX S.A. shall be admitted as such proof.

IV. Available documents and information

The information of article 27 par. 3 of C.L. 2190/1920, including the present invitation, the form for the appointment of one or more proxies and the draft resolutions on the items of the agenda shall be available in electronic form from the Company's website, at www.mytilneos.gr.

The full text of the draft resolutions and of any documents provided for under article 27 par. 3 items (c) and (d) of C.L. 2190/1920 shall be supplied to shareholders upon request in hardcopy from the offices of the Company's Shareholders & Corporate Announcements Department (5-7 Patroklou St., Maroussi, Attica).

Maroussi, 15 April 2015

The Board of Directors

MYTILINEOS HOLDINGS S.A.