DRAFT MERGER AGREEMENT

FOR THE MERGER BY ABSORPTION

OF "MYTILINEOS HOLDINGS S.A." WITH

(a) "ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL S.A.", and

(b) "DELTA MECHANICAL EQUIPMENT AND TURNKEY PROJECTS INDUSTRIAL, COMMERCIAL AND TECHNICAL S.A."

In Athens today on 18 June 2007, by and between the parties hereto:

(a) The société anonyme under the business name "MYTILINEOS HOLDINGS S.A.", having its registered office in Amaroussion, Attica (5-7 Patroklou Street), with Sociétés Anonymes Register No. (ArMAE) 23103/06/B/90/26, legally represented herein by Mr Georgios Kontouzoglou, Executive Director, and Mr Ioannis Dimou, Group Chief Financial Officer, by virtue of the special authority granted to them by the Board of Directors in its meeting of 18 June 2008, when the present Draft Merger Agreement was approved (hereinafter "Absorbing Company"),

of the one part,

and

(b) The société anonyme under the business name "ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL S.A.", having its registered office in Amaroussion, Attica (116 Kifisias Ave.), with Sociétés Anonymes Register No. (ArMAE) 6045/06/B/86/102, legally represented herein by Mr Spyridon Kasdas, Managing Director, by virtue of the special authority granted to him by the Board of Directors in its meeting of 18 June 2008, when the present Draft Merger Agreement was approved (hereinafter "First Absorbed Company"), and

(c) The société anonyme under the business name "DELTA MECHANICAL EQUIPMENT AND TURNKEY PROJECTS INDUSTRIAL, COMMERCIAL AND TECHNICAL S.A.", having its registered office in Moschato, Attica (51 Poseidonos Ave.), with Sociétés Anonymes Register No. (ArMAE) 16843/06/B/88/11, legally represented for the signature hereof by Mr Dinos Benroubi, Vice-Chairman and Managing Director, by virtue of the special authority granted to him by the Board of Directors in its meeting of 18 June 2008, when the present Draft Merger Agreement was approved (hereinafter "Second Absorbed Company" and, jointly with the First Absorbed Company, the "Absorbed Companies"),

of the other part,

the merger of "MYTILINEOS HOLDINGS S.A." by absorption, jointly and in parallel, under a single procedure, with "ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL S.A." and "DELTA MECHANICAL EQUIPMENT AND TURNKEY PROJECTS INDUSTRIAL, COMMERCIAL AND TECHNICAL S.A." was agreed, under the following terms and conditions:

1. Procedure

1.1 The merger by absorption of "MYTILINEOS HOLDINGS S.A." with "ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL S.A." and "DELTA MECHANICAL EQUIPMENT AND TURNKEY PROJECTS INDUSTRIAL, COMMERCIAL AND TECHNICAL S.A." (hereinafter collectively the "Merging Companies") shall take place in accordance with the following:

(a) The provisions of article 68 par. 2, articles 69-70, and articles 72-77 of Codified Law 2190/1920, as in force;

(b) The provisions of articles 1 to 5 (inclusive) of Law 2166/1993, as in force; and

(c) The provisions of the commercial legislation, as in force,

to the terms and formalities of which the merger is subject.

The Transformation Balance Sheet of 31.3.2007 for each one of the Absorbed Companies, as drawn up for the purposes of the present merger, shall not show the assets and liabilities of the branches that are split, due to the simultaneous commencement of the procedure for the split of their activity branches with 31.3.2007 as the date on which the accounting statements were drawn up, but shall show as assets the net book value of the branches which, after completion of the splits, shall be replaced by shares of the sociétés anonymes which shall take up the split branches of the Absorbed Companies.

1.2 The merger of the Merging Companies shall take place in accordance with the above provisions, with each one of the Absorbed Companies drawing up a Transformation Balance Sheet dated 31.3.2007. More in particular, the merger shall take place by unification of the assets and liabilities of the Merging Companies, as such assets and liabilities exist on the date of completion of the present merger by absorption, and the assets of each one of the Absorbed Companies shall be transferred as balance sheet items of the Absorbing Company. Upon completion of the merger procedure, each one of the Absorbed Companies shall be dissolved, without liquidation, its shares shall be cancelled, and all of its property (assets and liabilities) shall be transferred to the Absorbing Company, which shall subsequently substitute, by quasi universal succession, the Absorbed Company in all its rights, claims and obligations, as per the stipulations of article 75 of Codified Law 2190/1920.

1.3 Where the law requires the observance of particular formalities for the transfer to the Absorbing Company of the assets of each one of the Absorbed Companies, the latter hereby undertake to strictly observe such formalities.

1.4 In accordance with the above provisions, the share capital of the Absorbing Company, in the sum of twenty-four million three hundred and twelve thousand two hundred and four Euro (€24,312,204) divided into forty million five hundred and twenty thousand three hundred and forty (40,520, 340) common registered voting dematerialised shares with a nominal value of sixty Eurocents (€0.60) each, upon completion of the merger, simultaneously and in parallel:

(A) Shall be increased:

(a) By the amount of the contributed share capital of the First Absorbed Company, in the sum of two hundred and six million five hundred and sixty-five thousand eight hundred and seventy-two Euro and ninety cents (€206,565,872.90); and

(b) By the amount of the contributed share capital of the Second Absorbed Company, in the sum of four million two hundred and fifty thousand Euro (€4,250,000),

i.e. by a total amount of two hundred and ten million eight hundred and fifteen thousand eight hundred and seventy-two Euro and ninety cents (€210,815,872.90).

(B) Shall be reduced, as per art. 16 par. 3 and art. 75 par. 4 of Codified Law 2190/1920, as a consequence of depreciation, due to cancellation of the right to take up shares:

(a) By the amount of one hundred and eight million three hundred and fifty-nine thousand one hundred and ninety-nine Euro and sixty cents (€108,359,199.60), corresponding to the nominal value of the cancelled shares of the First Absorbed Company held by the Absorbing Company, that is twenty million four hundred and forty-five thousand one hundred and thirty two (20,445,132) common shares issued by the First Absorbed Company, with a nominal value of five Euro and thirty Eurocents (€5.30) each;

(b) By the amount of two million seven hundred thousand one hundred and eighty-two Euro and four cents (€2,700,182.04), corresponding to the nominal value of the cancelled shares of the Second Absorbed Company held by the Absorbing Company, that is seven million nine hundred and forty-one thousand seven hundred and six (7,941,706) common shares issued by the Second Absorbed Company, with a nominal value of thirty-four Eurocents (€0.34) each;

i.e., by a total amount of one hundred and eleven million fifty-nine thousand three hundred and seventy-nine Euro and sixty-four cents (€111,059,379.64).

(C) Shall be further increased, due to capitalisation for the purposes of maintaining the share exchange ratio given below, of part of share premium account of the Absorbing Company in the sum of one hundred and thirty-five thousand four hundred and eighty-three Euro and eighty-four cents (€135,483.84). Thus, the total amount of the aggregate (net) increase of the share capital of the Absorbing Company shall be equal to ninety-nine million eight hundred and ninety-one thousand nine hundred and seventy-seven Euro and ten cents (€99,891,977.10), and the share capital of the Absorbing Company shall upon completion of the merger stand at one hundred and twenty-four million two hundred and four thousand one hundred and eighty-one Euro and ten cents (€124,204,181.10), divided into forty-eight million seven hundred and seven thousand five hundred and twenty-two (48,707,522) dematerialised common registered voting shares with a new nominal value of 2.55 Euro each.

1.5 The resolutions of the General Meetings of the Shareholders of the Merging Companies, together with the Finalised Merger Agreement, which shall take the

form of a notarial deed, shall be submitted to the publicity formalities of article 7(b) of Codified Law 2190/1920 for each one of the Merging Companies. The present merger shall be completed with the entry into the relevant Sociétés Anonymes Register of the decision of the supervising authority approving the merger of the above companies and the subsequent increase of the share capital of the Absorbing Company.

2. Share Exchange Ratios between the shares of the Absorbed Companies and the shares of the Absorbing Company

2.1 In accordance with the internationally accepted valuation methods of (I) Multiples of Peer Firms (Listed Companies), (II) Analysis of Similar Transactions, and (III) Discounted Cash Flows, the following value per share ratios were derived for each pair of companies: 2.52908447142135:1 between the Absorbing Company and the First Absorbed Company, and 5.29632964355701:1 between the Absorbing Company and the Second Absorbed Company.

2.2 After completion of the merger and of the aggregate net increase of the share capital of the Absorbing Company under par. 1.3 hereof, the participation ratios for the shareholders of the Merging Companies in the new share capital of the Absorbing Company as this shall result from the merger shall be the following: 83.1911342153682% (shareholders of the Absorbing Company), 15.04191077509550% (shareholders of the First Absorbed Company, other than the Absorbing Company), and 1.76695500953631% (shareholders of the Second Absorbed Company, other than the Absorbing Company). Thus, of the total number of forty-eight million seven hundred and seven thousand five hundred and twenty-two (48,707,522) dematerialised common registered voting shares with a nominal value of Euro 2.55 each, into which the new aggregate share capital of the Absorbing Company, in the sum of one hundred and twenty-four million two hundred and four thousand one hundred and eighty-one Euro and ten cents (€124,204,181.10) shall be divided, forty million five hundred and twenty thousand three hundred and forty (40,520,340) such shares shall correspond to the shareholders of the Absorbing Company, seven million three hundred and twenty-six thousand five hundred and forty-two (7,326,542) such shares shall correspond to the shareholders of the First Absorbed Company (other than the Absorbing Company), and eight hundred and sixty thousand six hundred and forty (860,640) such shares shall correspond to the shareholders of the Second Absorbed Company (other than the Absorbing Company).

2.3 The following exchange ratios between the shares of the Absorbed Companies and the shares of the Absorbing Company were found to be equitable and fair:

I. For the shareholders of the First Absorbed Company (other than the Absorbing Company):

Ratio for exchanging shares of the First Absorbed Company in their possession for shares of the Absorbing Company to which they are entitled: 18,529,561:7,326,542 or 2.5908447142135:1, i.e. the shareholders of the First Absorbed Company shall exchange 2.5908447142135 common registered voting dematerialised shares of the First Absorbed Company, with a nominal value of Euro 5.30 each, for one (1) common registered

voting dematerialised share of the Absorbing Company with a new nominal value of Euro 2.55.

II. For the shareholders of the Second Absorbed Company (other than the Absorbing Company):

Ratio for exchanging shares of the Second Absorbed Company in their possession for shares of the Absorbing Company to which they are entitled: 4,558,294:860,640 or 5.29632964355701:1, i.e. the shareholders of the Second Absorbed Company shall exchange 5.29632964355701 common registered voting dematerialised shares of the First Absorbed Company, with a nominal value of Euro 0.34 each, for one (1) common registered voting dematerialised share of the Absorbing Company with a new nominal value of Euro 2.55.

III. For the shareholders of the Absorbing Company:

The shareholders of the Absorbing Company shall continue to hold the same number of shares of the Absorbing Company as they did prior to the merger, however these shares shall have a new nominal value of Euro 2.55 each.

2.4 Any fractional share rights to result shall not lead to the issue of new share titles, but shall be settled by a relevant resolution of the respective General Meeting of Shareholders.

3. Delivery of the new shares of the Absorbing Company to its shareholders

The dematerialised securities accounts of the shareholders of the Merging Companies First Absorbed Company shall be credited with the new shares of the Absorbing Company by virtue of a relevant register and in accordance with such formalities as the competent bodies shall specify.

4. Acts of the Absorbing Company after the transformation date

As of the day following the day on which the Transformation Balance Sheets of the Absorbed Companies were drawn up, i.e. as of 01.04.2007 and until the date of completion of the present merger, the acts and transactions of the Absorbed Companies shall, for accounting purposes, be deemed to have been performed on behalf of the Absorbing Company, in the books of which the relevant amounts shall be transferred by means of an aggregate entry as of and upon registration of the decision approving the merger in the Sociétés Anonymes Register.

5. Date of participation of the new shareholders to the profits of the Absorbing Company

As of the date of completion of the present merger, the shareholders of the Absorbed Companies shall be entitled to participate in the appropriation of the profits of the Absorbing Company for each financial year, including the accounting period from 1.1.2007 to 31.12.2007, i.e. the new shares shall be entitled to collect dividend, such dividend to be approved and paid out by resolution of the Regular General Meeting of

the Shareholders of the Absorbing Company, to be convened within the first semester of 2008.

6. Special rights of Shareholders, Members of the Board of Directors and Auditors

6.1 Unless otherwise stated above, no shareholders of the Merging Companies with special rights, nor holders of titles other than shares, exist.

6.2 Special benefits for the Members of the Board of Directors and for the Regular Auditors of the Absorbed Companies are not provided for in their Articles of Incorporation or by resolutions of their General Meetings of Shareholders, nor are any such benefits granted as of the present merger.

6.3 Furthermore, special benefits for the Members of the Board Directors and for the Regular Auditors of the Absorbing Company are not provided for in its Articles of Incorporation, other than the resolution of the Extraordinary General Meeting of the Shareholders of the Company of 14.6.2006, which approved the introduction of a stock option plan for the Members of the Board of Directors, senior management executives and other executives of the Absorbing Company in accordance with the provisions of art. 13 par. 9 and art. 16 of Codified Law 2190/1920, in conjunction with Presidential Decree 30/1988. The abovementioned resolution of the General Meeting approved the duration of this plan to be from three to five years, and determined that the maximum total number of shares to be issued in the event that the beneficiaries exercise all of their rights cannot exceed 3% of the share capital as at the date on which the relevant resolution was adopted by the General Meeting. Furthermore, the Board of Directors of the Absorbing Company was authorised to arrange by relevant decisions any other detail pertaining to the plan, to issue the stock option right certificates and to decide the increase of the share capital of the Absorbing Company, which shall be equal to the total nominal value of the shares which must be issued in order to meet the option rights, as applicable each time. To this day, no decision has been taken by the Board of Directors of the Absorbing Company regarding implementation of the abovementioned resolution of the General Meeting.

7. Final Provisions

The parties hereto, as legally represented, have agreed to the terms of the present Draft Merger Agreement, which are subject to the issue of such permits and approvals and the observance such other formalities as stipulated by the applicable legislation.

In witness of the above the present Draft Merger Agreement for the merger by absorption of "MYTILINEOS HOLDINGS S.A." with "ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL S.A." and "DELTA MECHANICAL EQUIPMENT AND TURNKEY PROJECTS INDUSTRIAL, COMMERCIAL AND TECHNICAL S.A." was made and signed in conformity with the law by the representatives of the Merging Companies.

For the Company

"MYTILINEOS HOLDINGS S.A."

For the Company

"ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL S.A."

For the Company

"DELTA MECHANICAL EQUIPMENT AND TURNKEY PROJECTS INDUSTRIAL, COMMERCIAL AND TECHNICAL S.A."