MYTILINEOS S.A.
Board Remuneration Policy

Introduction

This Board Remuneration Policy (the "**Policy**") has been approved by virtue of the Annual General Meeting's resolution of the shareholders of Mytilineos S.A. (the "**Company**") dated *June 24, 2019*, and shall be effective for four [4] years from that date (the "**Term**") unless earlier revised and/or amended by virtue of another General Meeting's resolution. The Policy has been prepared in accordance with the EU Shareholder Rights Directive[1] as incorporated into Greek legislation by virtue of Law 4548/2018.

The Policy applies to the remuneration of all Company's members of the Board of Directors. The Policy sets out details of both (i) the current rights and obligations; and (ii) the terms under which future remuneration may be offered to current and / or new Directors during the Term.

The Policy considers European best practices for listed entities, whilst reflecting the current Executive Directors' remuneration arrangements. In addition, the Policy takes into consideration the provisions of the Company's articles of association, the Company's corporate governance code and the Company's Internal Regulation Code.

The Policy is available on the Company's website at the address *https://www.mytilineos.gr/en-us/general-meetings/of-mytilineos-shareholders*.

Determination, review and implementation of the Policy

The Remuneration and Nomination Committee of the Company (the "**Committee**") has worked with all relevant units of the Company, as well as an independent remuneration consultant (Korn Ferry), to arrive at this Policy, which has been recommended to and approved by the Board of Directors by virtue of a resolution dated May 9, 2019.

The process for the approval of the Policy (and any amendments thereto) is determined by the Company's articles of association and Law 4548/2018.

The Committee submits the Policy for approval to the Board of Directors. No member of the Board of Directors was present when their own remuneration is discussed. Once agreed by the Board of Directors, the Policy was submitted for approval at the Company's Annual General Meeting of Shareholders.

The Committee will consider regularly whether the Policy continues to be aligned to the Company's business strategy or whether amendments should be recommended to the Board of Directors. Every four years (or earlier on a need for change) on the recommendation of the Committee, the Board of Directors will seek the Shareholders' approval of any new Policy.

How the Board Remuneration policy contributes to the Company's business strategy and long-term interests and sustainability

The aim of this Policy is to ensure the Company is remunerating its Directors on the basis of the Company's short and long-term business plan, so as to continue creating value for customers, shareholders, employees and the Greek economy.

The level of fixed pay – salary and board fees – for both Executive and Non-Executive Directors is established on the basis of paying fair and reasonable remuneration for the best and most appropriate person for the role, taking into account the level of responsibility, as well as the knowledge and experience required to deliver upon expectations, while ensuring that the Company pays no more than is necessary, always supporting its longer-term interests and sustainability.

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[1] DIRECTIVE (EU) 2017/828 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 17 MAY 2017

The Policy provides for variable compensation arrangements for Executive Directors to further align the Executive Directors' interests with those of the Company as the performance conditions used will be based on indicators of the long-term success and sustainability of the Company.

The remuneration policy for the Executive Directors contributes to the Company's business strategy and long-term interests and sustainability:

- By providing a fair and appropriate level of fixed remuneration that does not result in over reliance on variable pay and undue risk taking, thereby encouraging the Executive Director to focus on sustained long-term value creation.
- By providing a balance of short and long-term incentives to ensure there is focus on short term objectives that will over time build to create long-term value creation, as well as long-term goals.
- By expecting Executive Directors to acquire and retain shares in the Company thereby being aligned to the long-term performance and sustainability of the Company and its shareholders.
- By including long-term incentives where the reward is delivered in shares which aligns Executive Directors to shareholder interests and value, as well as the performance of the Company over the longer term.
- By requiring performance measures in any long-term incentive to be measured over the longer-term.

The Policy does not include any variable compensation for Non-Executive Directors to ensure that there is no conflict of interest in the decision making of the Non-Executive Directors and their ability to challenge management's risk-taking decisions.

How the views of shareholders of the company were taken into account when establishing the remuneration policy

Shareholder voting guidelines on Executive Directors' remuneration and best practice were taken into consideration as part of the process in formulating this Policy.

How the pay and employment conditions of employees of the Company were taken into account when establishing the Policy

The remuneration policy for the Executive Directors, as for all employees, is based on the principle of paying fair and reasonable remuneration for the best and most appropriate person for the role while ensuring that the Company pays fairly and competitively and in the longer-term interests and sustainability of the Company.

The Committee and Board of Directors receive periodic updates on the wider employee remuneration structure and practices within the Company, which are considered when establishing and revisiting the Policy. This is to ensure that remuneration practices and structure are as consistent as possible across the Company, while acknowledging that the structure of remuneration for Executive Directors is necessarily different to that of less senior employees as a result of their role and ability to impact the performance of the business.

In addition, the Committee and Board of Directors are provided with information on remuneration trends across the Company including average pay increases along with any relevant economic data, such as the rate of inflation to take into account when operating the Policy.

The remuneration of Non-Executive Directors is not comparable to the structure of remuneration for the employees and Executive Directors of the Company.

The remuneration policy for Executive Directors

The table below sets out the remuneration policy for the Executive Chairman & CEO, as well as the other Executive Directors:

Element **and how it contributes to business strategy, long-term interests and sustainability of the Company**	**How it operates**	**Maximum and how it links to performance**
Fixed Pay (Salary and Annual Board Fee) To assist in the recruitment and retention of appropriate talent. The Salary paid to the Executive Directors is a fair fixed level of pay commensurate with the scope and responsibilities of the role. The Annual Board Fee is for the time required for Executive Directors to perform their duties and covers for the time to attend the Board meetings including preparation time.	Salaries and Board Fees are normally reviewed, but not necessarily increased, annually. The Company's policy is to set levels taking into account levels of pay at other companies of a similar size for roles of similar scope and responsibility. Decisions are influenced by: – The performance and experience of the individual; – The performance of the Company; – The individual's role and responsibilities; – Pay and employment conditions elsewhere in the Company; – Rates of inflation and market-wide increases across international locations; and – The geographic location of the executive.	Whilst there is no prescribed maximum level of salary, increases are normally not expected to exceed average increases for the wider workforce considering relevant geography.Larger increases may be awarded in certain circumstances including where the individual's role has an increase in responsibility or experience. Levels will be reviewed taking into account the performance of the individual and the Company.
Retirement allowance To provide market competitive retirement benefits for recruitment and retention purposes.	The Company may operate a defined contribution pension plan in which the Executive Directors may participate.	The maximum contribution from the Company for Executive Directors is up to 25% of Fixed Pay.
Other benefits To provide a competitive benefit package for recruitment and retention purposes and to ensure the well-being of the Executive Directors.	Benefits provided currently include, but not limited to private health insurance, life insurance, car / car allowance and fuel card / allowance. Additional benefits may be provided from time to time if they are considered appropriate and in line with market practice.	There is no maximum level of benefits provided to an Executive Director. Benefits are provided in line with workforce policy.

Element and how it contributes to business strategy, long-term interests and sustainability of the Company	How it operates	Maximum and how it links to performance
Short-Term incentive scheme To provide focus on the short-term performance of the Company and to provide a reward for achieving short-term personal, strategic and financial Company performance.	At the start of each financial year, the Committee determines the performance measures and their weighting for the short-term incentive scheme to reflect the Company's business strategic initiatives for the year. The Committee sets demanding targets for the short-term incentives in the context of the Company's growth plan, trading environment, internal financial planning, and market forecasts. Any non-financial goals will be clear and well defined. At the end of the financial year, the Committee assesses the performance against these targets. Any amounts earned are paid in cash. Details of the performance targets set for the year under review and performance against them will be provided each financial year in the implementation of policy section of the Remuneration Report unless there is commercial sensitivity preventing disclosure. Payments under the short-term incentive scheme will be subject to recovery for a period of at least 3 years from payment in the event of certain specified events including misstated financial statements of previous years or otherwise erroneous financial data used to calculate such short-term incentive scheme payouts and misconduct.	The short-term incentive scheme includes both financial and non-financial measures. Key performance measure for all participants in the Scheme is the achievement of the Company's EBITDA at a predefined achievement level by the Committee. Upon meeting this condition, the pay-out for each Executive Director will be subject to the achievement of a combination of financial and non-financial measures, such as health and safety, environment, corporate social responsibility and other measures. In addition, part of the pay-out will be based on personal performance. Financial measures account for the majority of the short-term incentive pay-out, whereas personal performance accounts for up to 20% of the short-term incentive pay-out. The maximum amount for the CEO is defined at a percentage of up to 250% of Fixed Pay and for other Executive Directors at a percentage of up to 100% of Fixed Pay Target opportunity will not be more than 50% of the maximum opportunity. Threshold opportunity will not be more than 25% of maximum The measures used and the respective performance will be clearly set out in the implementation of policy section of the Remuneration Report.

Element **and how it contributes to business strategy, long-term interests and sustainability of the Company**	**How it operates**	**Maximum and how it links to performance**
Long-term incentive plan (LTIP) To incentivise and reward execution of the longer-term business strategy. To provide alignment to shareholders and the longer-term performance of the company and to recognise and reward value creation over the longer term through the use of long-term performance targets and awards of shares. To focus on delivering sustainable performance for the company over the long term.	This long-term incentive plan is a rolling performance share plan over a period of 4 years. Each plan has a performance period of at least five years with a subsequent mandatory two-year holding period making each plan a seven-year plan. The performance measures and targets are determined at the start of each performance period in line with the company's financial and strategic objectives. Vesting of PSP awards is subject to measures related to the value of the company, such as Enterprise Multiple. The exact performance measures are determined by the Committee. The vesting schedule is 30% on year 5, 30% on year 6 and 40% on year 7. Upon approval by the Board of Directors, the settlement might be done in shares or in cash equivalent with the obligation by the Executive Director to buy company shares at 30% of total value granted and hold them for 2 years. Payments under the LTIP will be subject to recovery for three (3) years from the date of vesting in the event of certain specified circumstances including misstated financial statements of previous years or otherwise erroneous financial data used to calculate such incentives and misconduct.	The maximum annual award limit in each financial year is 150% of Salary for the CEO and 90% of Salary for all other Executive Directors. In exceptional circumstances, which are limited to recruitment or retention, the Committee may make awards of up to 200% of Salary.

Discretions and derogations from the Policy

Temporary derogations from the Policy may be allowed in exceptional circumstances where it is considered by the Board of Directors necessary to serve the long-term interests and sustainability of the Company as a whole, or to assure its viability. Any derogation is required to be considered and approved by the Board of Directors.

The elements of the Policy from which a derogation is possible are those which determine short and long-term incentives. The Board of Directors may determine under its power of derogation whether a higher annual incentive maximum opportunity or long-term incentive plan award level is necessary, for example in circumstances of recruitment or retention or any other reason provided it is considered necessary as set out above. However, the annual incentive maximum opportunity and long-term incentive plan award level combined cannot exceed 500% of Fixed Pay for an Executive Director in a financial year.

Executive Directors' service contracts and payments for loss of office

Service contracts and loss of office

Term

The term of contractual arrangements with Executive Directors, in their capacity as such, cannot exceed four years. Further to a recommendation of the Committee, the Company's Board of Directors may approve arrangements of an indefinite term.

Termination terms - Notice Periods & Termination Payment

In case of termination of contractual arrangements with Executive Directors at the initiative of the Company, notice periods and termination payments shall be as provided by the applicable law provisions each time.

Severance Payments

The Company's Executive Directors of the Board, in their capacity as such, are not entitled to severance payments or other compensation by the Company, for loss of office or otherwise howsoever arising.

Treatment of variable pay awards

Short Term Incentive Scheme awards and Long-Term Incentive Plan awards are non-contractual and are dealt with in accordance with the rules of the relevant plans.

At the discretion of the Company, a short-term incentive scheme may become payable at the normal payment date with the amount being reduced (unless the Company considers, in exceptional circumstances, a different treatment is appropriate) to reflect the actual period of employment during the financial year with financial performance targets based on full year performance.

The default treatment for share based awards will be that any unvested award will lapse on termination of employment. However, in certain prescribed circumstances, such as death, injury, ill-health, retirement with the Company's agreement, redundancy, leaving the Company because the employer company or business leaves the country or where the Company determines otherwise, awards will be eligible to vest subject to the performance conditions being met over the normal performance period (or a shorter period where the participant has died) and with the award being reduced (unless the Company considers, in exceptional circumstances, a different treatment is appropriate) to reflect the proportion of the performance period actually served.

Approach to recruitment and promotions

The recruitment package for a new Executive Director would be set, in accordance with the terms of the Company's approved remuneration policy.

On recruitment, Fixed Pay may be set below the normal market rate, with phased increases as the Executive Director gains experience.

Short term incentive scheme opportunity will reflect the period of service for the year.

The normal annual LTIP award limit is 150% of Fixed Pay for the CEO and 90% of Fixed Pay for other Executive Directors face value in a financial year (face value being the market value of the shares subject to an award at the time it is awarded). A higher limit of 200% of Fixed Pay (face value) is included in the recruitment policy for use in exceptional circumstances for the Company to be able to attract and secure the right candidate if required.

On an internal appointment, any variable pay element awarded in respect of the Executive Director's prior role will normally be allowed to continue according to its terms.

The Policy enables the Committee and the Board of Directors to include any benefits they deem appropriate for an Executive Director in accordance with the criteria set in the Policy. This may include benefits such as relocation, housing or schooling expenses. In arriving at a benefits package the Company's prevailing consideration will be to pay only what is considered necessary and appropriate taking into account the importance of securing the right candidate for the job and acting in the best interests of the Company's shareholders and limiting certain benefits to a specified period where possible.

On recruitment, the Company may compensate for incentive pay (or benefit arrangements) foregone from a previous employer. The new awards would take account of the structure of awards being forfeited (cash or shares), quantum foregone, the extent to which performance conditions apply, the likelihood of meeting any existing performance conditions and the time left to vesting. These new awards are in addition to the normal (and exceptional) award limits set out in the Policy table.

The remuneration policy for Non-Executive Directors

The table below sets out the remuneration policy for the Non-Executive Directors including the Non-Executive Chairman of the Board:

Structure and payment of remuneration	Setting the level of remuneration
Fees The Non-Executive Directors are paid a basic board fee which is fixed and covers for the time required to perform their duties. This fixed fee covers for the time to attend in Board meetings and includes travelling and preparation time. Supplemental fees may be paid to the Non-Executive Directors for additional responsibilities and activities, which exceed the scope of the duties assigned including but not limited to, attending site visits, and meetings with management. The Non-Executive Chairman's fee would normally be inclusive of all of his responsibilities, but additional fees may be payable in specific circumstances depending on the time commitment for his role. There is no performance-based variable pay or pension provided to the non- executive Chairman or Non-Executive Directors. **Expenses** Reasonable business expenses incurred by the Non-Executive Directors in carrying out their duties may be reimbursed by the Company. Reasonable business expenses may include but are not limited to: travel expenses and accommodation for attending Board meetings and other Company business to be reimbursed in line with the Company's expenses policy from time to time; Attending any	There is no prescribed level of annual fee or fee increase and no prescribed maximum. The Board of Directors is guided by the general fee level and increases in the Non-Executive market. The Non-Executive Directors' market for reference in setting and increasing Non-Executive Director fees will usually be companies of a similar size in terms of market capitalisation, revenue, profit, complexity and internationality of the business and any other factors considered relevant by the Board of Directors including fee levels in countries from which Non-Executive Directors may be recruited. Fee levels and increases will be determined taking into account: • Market rates; • The need to ensure that Non-Executive Directors can be recruited with the relevant skills, diversity, knowledge and experience for the board;

Structure and payment of remuneration	Setting the level of remuneration
professional courses, purchasing reading material to ensure they are up to date on any relevant matters, taking into account any internal policy that is applicable. **Payment process and review** A cash fee is provided and normally paid on a monthly basis. If fees are paid at the request of the non-executive Director in a foreign currency, they shall be exchanged at the rate applicable at the time of payment or on any other basis that the Company determines as reasonable. Fees are reviewed, but not necessarily increased, annually. **Fees for other roles** Fees may be payable to the Non-Executive Vice Chairman and to individuals who are members of Board committees or chairpersons of Board committees but who are not directors of the company. These fees will be determined by the Board taking into account the time and experience of the individual and any other factors deemed by the Board to be relevant.	• The time commitment for the role; • Any increase in the scale, scope or responsibility of the role • Any need to recruit a Non-Executive Director with specific skills and experience. The Board of Directors may also introduce fee levels for new roles or new supplemental fees for certain aspects of existing roles that are established within the Company. Where these are introduced, they will be fully disclosed in the Remuneration Report.

Appointment and cessation of Non-Executive Directors of the Company

According to the Company's Articles of Association, Non-Executive Directors are appointed for a fixed period of four (4) years and may be reappointed.

On appointment of a new Non-Executive Director, the fee arrangement will be set in accordance with the Company's remuneration policy in force at that time. No remuneration is payable on cessation except for those fees being payable to the date of cessation.

Policy on external appointments

Subject to Board of Directors' approval, Executive Directors may accept external Non-Executive Director positions and retain the fees payable for such appointments.

Account of and compliance with, where appropriate, should be taken of any guidance or regulation on time commitment and number of non-executive director roles to be held in any applicable corporate governance code, shareholders' guidelines and the law.

Legacy arrangements

In approving this Policy, authority is given to the Company to honour any commitments already entered into with Directors, prior to the effective date of this Policy. Details of any such payments will be set out in the remuneration report as they arise.