

MYTILINEOS HOLDINGS S.A.
Corporations Register No. (ARMAE): 23103/06/B/90/26
ANNOUNCEMENT

Notification of the resolutions of the Annual General Meeting of the Shareholders of
8 May 2012

MYTILINEOS HOLDINGS S.A. announces that the Annual General Meeting of the Company's Shareholders was held on 8 May 2012 in the Assembly Hall of the Company's office in the Municipality of Maroussi, Attica (8 Artemidos Street), and was attended in conformity with the law by 117 shareholders attending either in person or by proxy and representing 47,834,078 shares, i.e. 40.91% of the Company's paid-up share capital. The Meeting deliberated on the items of the Agenda and, after a vote taken as provided for by the law, resolved as follows:

1. By 47,834,078 valid votes cast representing 40.913% of the paid-up share capital, the Meeting approved unanimously, i.e. by 100% of the shares attending and represented, Item 1 of the Agenda concerning the submission and approval of the Company's Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2011 to 31.12.2011, of the relevant Board of Directors' and Certified Auditor's Reports, and of the Statement of Corporate Governance in accordance with article 43a par. 3 item (d) of Codified Law (C.L.) 2190/1920.
2. By 47,834,078 valid votes cast representing 40.913% of the paid-up share capital, the Meeting approved unanimously, i.e. by 100% of the shares attending and represented, Item 2 of the Agenda concerning the release of the Members of the Board of Directors and of the Company's Auditors from any liability for damages in connection with the management of the accounting period ended on 31.12.2011.
3. By 47,833,653 valid votes cast representing 40.912% of the paid-up share capital, the Meeting approved by absolute majority, i.e. by 99.999% of the shares attending and represented, Item 3 of the Agenda concerning the assignment of the Company's regular audit for the current accounting period to the Auditing Firm GRANT THORNTON S.A., having its registered office in P. 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. In particular, the Meeting elected as regular auditors Messrs Emmanouil G. Michalios (SOEL Reg. No. 25131) and Sotiris A. Constantinou (SOEL Reg. No. 13671), and Messrs Vassilios C. Kazas (SOEL Reg. No. 13281) and Pavlos L. Stellakis (SOEL Reg. No. 24941) as alternate auditors. The aforementioned auditing firm shall also issue the corresponding annual tax certificate, as provided for by article 82 par. 5 of Law 2238/1994. The Meeting also authorised the Board of Directors to agree with the auditing firm its fee for the audit assigned to it for the current accounting period, which in any case shall not exceed the amount of ninety-nine thousand nine hundred and sixty-eight Euro (€99,968) exclusive of VAT and expenses, in accordance with the relevant offer which the above firm has submitted to the Company.

4. By 47,409,078 valid votes cast representing 40.549% of the paid-up share capital, with 425,000 shares attending and represented abstaining from the vote, the Meeting approved by absolute majority, i.e. by 99.111% of the shares attending and represented, Item 4 of the Agenda concerning the approval of the fees of the members of the Company's Board of Directors for the accounting period from 01.01.2011 to 31.12.2011, and pre-approval of their fees for the current accounting period.
5. With respect to Item 5 of the Agenda, the Chairman informed the Shareholders attending the General Meeting that for the accounting period ended on 31.12.2011, as well as for the current accounting period and up to now, there are no contracts requiring approval by the General Meeting in accordance with the provisions of article 23a par. 2 of C.L. 2190/1920.
6. By 47,834,078 valid votes cast representing 40.913% of the paid-up share capital, the Meeting approved unanimously, i.e. by 100% of the shares attending and represented, Item 6 of the Agenda concerning the adoption of a resolution and the granting of approval for the amendment of the following articles of the Company's Articles of Association, to ensure its alignment with the policies and practices adopted by the Corporate Governance Code of the Hellenic Federation of Enterprises (SEV):
 - (i) Amendment of article 21 by means of an addendum to paragraph 1, providing that the Vice-Chairman of the Board of Directors comes from the Board's independent members;

- (ii) Amendment of article 21 par. 2, providing that the Board of Directors may elect two Chairmen or Vice-Chairmen;
 - (iii) Amendment of article 21 by means of an addendum consisting a new paragraph numbered with the number 4, providing that items may be introduced on the agenda of the meeting of the Board of Directors by the Vice-Chairman, when the meeting is convened by the Board's Chairman;
 - (iv) Amendment of article 27 on the prohibition of competition concerning the Members of the Board of Directors;
 - (v) Amendment of article 27 by means of an addendum consisting of a new paragraph numbered with the number 2, providing that the Members of the Board of Directors cannot participate in more than five (5) Boards of Directors of listed companies.
7. Regarding Item 7 of the Agenda, the Chairman of the General Meeting informed the Shareholders of the course of affairs of the Company and of its subsidiaries and associated companies. This was followed by the exchange of views between the Shareholders and the Chair regarding the Group's results and prospects.