Draft Resolutions of the Annual General Meeting

of the Shareholders of the Société Anonyme Company

MYTILINEOS HOLDINGS S.A. of 18.06.2014

S.A. Register No. (ARMAE) 23103/06/B/90/26

[.....]

Item 1: Submission and approval of the Revised Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2012 to 31.12.2012, due to the application of IAS 19 "Employee Benefits".

The Chairman of the General Meeting informed the Shareholders that, as a result of the application of IAS "Employee Benefits", the revision of the Individual and Consolidated Annual Financial Statements of the Company for the accounting period from 01.01.2012 to 31.12.2010 is mandatory. More specifically the Chairman reports that in June 2011,m the International Accounting Standards Board (IASB) issued the revised IAS 19 "Employee Benefits". The purpose of this revision was to introduce improvements regarding the requirements for recognition and disclosure of defined benefit plans. The revised standard cancels the margin method and, consequently, the possibility to postpone the recognition of actuarial gains and losses, while in parallel introducing the requirement for recognition in the Statement of Comprehensive Income of the revaluations of the net liability (claim), including actuarial gains and losses which arose during the period reported. Based on the revised standard, the Company revised the comparative period in accordance with the stipulations of the transition provisions of IAS 19 and with IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors". The revision affects the consolidated / individual Financial Statements through the difference in the recognition of actuarial gains (losses). The revised IAS 19 was adopted by the European Union in the fourth quarter of 2012. The framework established by the above amendments resulted in changes to the items in the Financial Statements of the Group for comparative annual period. The revision of the items in the Financial Statements for 2012 is indicated by means of a special note in clause 3.9 of the Annual Financial Report for 2013 (pp. 95-96) and was approved together with the Company's Financial Statements for the account period from 01.01.2013 to 31.12.2013 by the Company's Board of Directors in its meeting of 24 March 2014, which in accordance with the law were posted on the Company's website at www.mytilineos.gr and published, together with the Auditor's Report: (a) in the Government Gazette (Ministry of Development Notice of Registration K2-1541/02.04.12 and Duplicate Receipt 4404/27.03.2014) (GG 3811/10.04.2014); and (b) in issue no. 19,765/27.03.2014 of the daily financial newspaper "I IMERISIA" (p. 9).

In concluding his presentation, the Chairman presented to the General Meeting of the Shareholders a motion for the approval of the Revised Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2012 to 31.12.2012, due to the application of IAS 19 "Employee Benefits".

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 Revised Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2012 to 31.12.2012.

Submission and approval of the Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2013 to 31.12.2013, 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.

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 26 March 2013, which in accordance with the law were posted on the Company's website at www.mytilineos.gr and published, together with the Auditor's Report: (a) in the Government Gazette (Ministry of Development Notice of Registration K5-1241/02.04.14 and Duplicate Receipt 3811/10.04.14); and (b) in issue no. 19,765/27.03.2014 of the daily financial newspaper "I IMERISIA" (p. 9). 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 31 December 2013, as entered in the Minutes of the Board of Directors' meeting of 24 March 2014, the Report (Certificate) of the Certified Auditor-Accountant of 24.03.2014, and the Certificate of Corporate Governance in accordance with article 43(a) par. 3 item (d) of C.L. 2190/1920.

In concluding the presentation of the Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2013 to 31.12.2013, of the relevant Board of Directors' and Auditor's Reports, and of the Certificate of Corporate Governance in accordance with article 43(a) par. 3 item (d) of C.L. 2190/1920, 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 Individual and Consolidated Annual Financial Statements, the Board of Directors' and Auditor's Reports, and the Certificate of Corporate Governance in accordance with article 43(a) par. 3 item (d) of C.L. 2190/1920.

Item 3: 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 31.12.2013.

The Chairman invited the General Meeting to approve the management of the accounting period ended on 31.12.2013 and to release the Members of the Board of Directors and the Auditors 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 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 management of the accounting period from 01.01.2013 to 31.12.2013 and to release of the Members of the Board of Directors and the Company's

Auditors from any liability for damages in connection with the management of the accounting period ended on 31.12.2013.

Item 4: Election of regular and alternate Independent Auditors for auditing the financial statements of the current accounting period in accordance with the IAS and for issuing the corresponding annual tax certificate, as provided for by article 65(a) par. 1 of Law 4174/2003, and determination of their fee.

The Chairman presented a motion for the assignment of the audit of the accounting period from 01.01.2014 to 31.12.2014 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. The said Auditing Firm shall also issue the respective annual tax certificate, as provided for by article 82 par. 5 of Law 2238/1994. The Chairman also presented a motion for the General Meeting to authorise the Board of Directors to proceed to a final agreement with the Auditing Firm regarding the latter's fee for the audit assigned to it for the current accounting period, which in any case shall not exceed the amount of eighty-nine thousand nine hundred and seventy-one euro (€89,971) exclusive of VAT and expenses, in accordance with the relevant offer which the above firm has submitted to the Company, and to also send to the selected auditing firm the relevant written notification-instruction within five (5) days from the date of its selection.

Item 5: Approval of the fees of the members of the Company's Board of Directors for the accounting period from 01.01.2013 to 31.12.2013, and pre-approval of their fees for the current accounting period.

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 members and also include employment under labour contracts, in accordance with the relevant provisions of article 23(a) and article 24 of C.L. 2190/1920; and that, especially in what regards 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 "SEV Code of Corporate Governance for Listed Companies", the text of which is posted on the SEV website, with deviations as specified in the Annual Statement of Corporate Governance. At this point the Chairman informed the Shareholders 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 such fees. According to this policy, the fixed fees paid to the members of the Board of Directors must be competitive, so that attracting and retaining persons 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, variable fees are linked to the performance of the 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.

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

The level of variable fees is calculated during the first quarter of the year following the accounting period concerned and provided that 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 01.01.2013 to 31.12.2013. More specifically, the pre-approved amount stood at a six hundred and twenty-three thousand two hundred and forty-six euro (${\it \&}623,246.00$) gross and the amount finally paid was five hundred and seventy-four thousand seven hundred and forty-eight euro and fifty-two cents (${\it \&}574,748.52$) gross, i.e. three hundred and seventy-seven thousand three hundred and ninety-five euro and ninety-four cents (${\it \&}377,395.94$) net.

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 fees paid to the members of the Company's Board of Directors during the previous accounting period ended on 31 December 2013 for services provided to the Company.

The Chairman then presented to the General Meeting a motion for the payment to the members of the Company's Board of Directors of fees up to the sum of five hundred and thirty-eight thousand two hundred and fifty euro (€538,250.00) gross, i.e. three hundred and fifteen thousand one hundred and eighty-four euro and ninety-four cents (€315,184.94) net.

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 payment to the members of the Company's Board of Directors of fees up to the sum of five hundred and thirty-eight thousand two hundred and fifty euro (€538,250.00) gross, i.e. three hundred and fifteen thousand one hundred and eighty-four euro and ninety-four cents (€315,184.94) net.

Item 6: Approval of contracts as per article 23(a) of C.L. 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 contracts listed below were concluded. These contracts come under article 23(a) par. 5 of C.L. 2190/1920, as in force, and must be approved by the General Meeting. The contracts are absolutely necessary, but at the same time they 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 is included in the persons under 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 framework:
 - (a) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €6,120,000, for a term expiring on 6/2/2014 and with an option for extension. This loan was repaid in full during 2013.
 - (b) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €5,735,000, for a term expiring on 29/5/2015 and with an option for extension.
 - (c) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €18,500,000, for a term expiring on 02/082014 and with an option for extension.
 - (d) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €5,500,000, for a term expiring on 5/8/2014 and with an option for extension. Total repayments to this day amount to €247,498.67 plus interest.

- (e) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €46,000,000, for a term expiring on 07/8/2016 according to the repayment schedule of the loan agreement, and with an option for extension. Total repayments to this day amount to €8,884,698.37 plus interest.
- (f) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €36,000,000, for a term expiring on 6/2/2015 and with an option for extension. Total repayments to this day amount to €15,356,437 plus interest.
- (g) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €2,050,000, for a term expiring on 7/3/2015 and with an option for extension. Total repayments to this day amount to €245,079.88 plus interest.
- (h) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €17,000,000, for a term expiring on 12/7/2014 and with an option for extension.
- (i) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €30,0009,000, for a term expiring on 3/8/2014 and with an option for extension. Total repayments to this day amount to €19,318,165.86 plus interest.
- (j) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €3,000,000, for a term expiring on 7/8/2014 and with an option for extension.
- (k) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €1,000,000, for a term expiring on 26/9/2014 and with an option for extension.
- (I) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €5,000,000, for a term expiring on 02/10/2014 and with an option for extension.
- (m) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €3,000,000, for a term expiring on 21/112014 and with an option for extension.
- (n) An intra-group loan was granted by MYTILINEOS FINANCIAL PARTNERS S.A. to the Company, in the amount of €7,900,000, for a term expiring on 20/12/2013 and with an option for extension. This loan was repaid in full during 2013.
- II. The Company concluded with STANMED TRADING COMPANY LIMITED, which is a wholly-owned subsidiary of the Company and as such is included in the persons under article 23(a) par. 5 of C.L. 2190/1920, as in force, the intra-group contracts listed below:
 - (a) An intra-group loan was granted by STANMED TRADING COMPANY LIMITED to the Company, in the amount of USD 10,000,000 for a term expiring within two months from the date on which STANMED TRADING COMPANY LIMITED so requests. Total repayments to this day amount to USD 3,007,304.64.
 - (b) An intra-group loan was granted by STANMED TRADING COMPANY LIMITED to the Company, in the amount of USD 8,000,000, for a term expiring within two

- months from the date on which STANMED TRADING COMPANY LIMITED so requests.
- (c) An intra-group loan was granted by STANMED TRADING COMPANY LIMITED to the Company, in the amount of USD 10,000,000, for a term expiring within two months from the date on which STANMED TRADING COMPANY LIMITED so requests.
- (d) An intra-group loan was granted by STANMED TRADING COMPANY LIMITED to the Company, in the amount of USD 1,400,000, for a term expiring within two months from the date on which STANMED TRADING COMPANY LIMITED so requests.
- (e) An intra-group loan was granted by STANMED TRADING COMPANY LIMITED to the Company, in the amount of USD 350,000, for a term expiring within two months from the date on which STANMED TRADING COMPANY LIMITED so requests.
- III. Next, the Chairman reported to the General Meeting that the Company has provided a guarantee in favour of ALUMINIUM S.A. (hereafter "ALUMINIUM"), a wholly-owned subsidiary of the Company, under the Private Debt Acknowledgement and Settlement Agreement of 17.09.2013 which ALUMINIUM concluded with the PUBLIC NATURAL GAS SUPPLY CORPORATION (DEPA). The Chairman clarified that although this agreement does not fall within the scope of application of article 23(a) of C.L. 2190/1920, the approval of the General Meeting is nevertheless required, because of the fact that in undertaking the relevant contractual obligations it was explicitly stipulated that the requirements of article 23(a) par. 2 section (b) of C.L. 2190/1920 shall be fulfilled. In the same context and due to a contractual commitment, although such commitment does not fall within the scope of application of article 23(1) of C.L. 2190/1920, the Chairman informed the General meeting that the Company, pursuant to the framework agreement of 02.05.2012 signed between DEPA and the Company's subsidiaries ALUMINIUM, PROTERGIA and KORINTHOS POWER for the joint management of the natural gas supply contracts with advantageous terms for the Group's companies, has guaranteed to DEPA the fulfilment of these terms. In this regard, the Chairman pointed out that providing the said guarantees was considered to be absolutely necessary, but at the same time it helps serve and promote the objects of the Company's subsidiaries ALUMINIUM, PROTERGIA and KORINTHOS POWER and, by extension, of the Company itself, as the terms of the said guarantees are those that prevail in the market and the guarantees themselves promote the activity of the Company's subsidiaries and meet their needs. Given that the Company is a holding company and the activities of its subsidiaries are interlinked with the Company's interests, the said guarantees to its subsidiaries facilitate the scope of the latter's activities and, consequently, promote the Company's objects as above and are beneficial to them. Thus, profit is expected and the corporate object is promoted.
- IV. Payment to the Company of a fee for the costs it incurs as a result of the guarantees it provides in favour of its subsidiaries to third legal persons (suppliers, partners and clients of its subsidiaries) in connection with the pursuance of the business objectives of each subsidiary. It is pointed out that the Company enjoys a relatively high credit rating, thus allowing the subsidiaries concerned 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 is nevertheless an additional risk to the Company, as it 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 as above with 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 a separate charge following a specific agreement. The Chairman presents a motion for the approval of the charging by the Company to the subsidiary concerned of the said cost, whose amount shall be determined as appropriate 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.

Item 7: Approval of the election of new Members to the Board of Directors in replacement of resigned Members.

The Chairman informed the General Meeting of the resignation, effected by means of letters dated 06.11.2013, of the members of the Board Directors Messrs Christos Diamantopoulos and Ioannis Dimou, elected to the Board of Directors by resolution of the Annual General Meeting of 08.05.2014. The Chairman then invited the General Meeting to approve the resolution of the Board of Directors of 19.11.2013 regarding the election of Mr Nikolaos Karamouzis, father's name Vasilios and mother's name Irini, as independent non-executive member, and of Mr Wade Burton, father's name Robert and mother's name Rose-Ann, as non-executive member of the Board of Directors of the Company, in replacement of the above resigned persons.

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 resolution of the Board of Directors of 19.11.2013 regarding the election of Mr

Nikolaos Karamouzis, father's name Vasilios and mother's name Irini, as independent non-executive member, and of Mr Wade Burton, father's name Robert and mother's name Rose-Ann, as non-executive member of the Board of Directors of the Company, in replacement of the resigned members Messrs Christos Diamantopoulos and Ioannis Dimou.

Item 8: Appointment of Audit Committee Members in accordance with article 37 of Law 3693/2008.

The Chairman informed the General Meeting that in accordance with article 37 par. 1 of Law 3693/2008 on the Audit of Annual and Consolidated Accounts, the responsibility regarding the appointment of the Audit Committee members rests with the General Meeting. Therefore, he presented a motion for election by the General Meeting of the following Audit Committee members:

- (a) Mrs Sophia Daskalaki, née Mytilineou, Business Consultant, resident in Paleo Psychiko, Attica, 4 Dryadon Street, born in 1952 Buenos Aires, Argentina, holder of Identity Card no. Al 597737 issued by the Filothei Security Department on 13.10.2011, registered with the Psychiko Tax Authority Office (DOY) under Tax Identification Number (AFM) 067375719;
- (b) Mr Apostolos Georgiadis, father's name Stavros, University Professor, resident in Ambelokipoi, Athens, 45 Kamelion Street, born 19356 in Kalamata, Messinia, holder of Identity Card no. Al 119082 issued by the Psychiko Security Department on 29.01.2010, registered with the Psychiko Tax Authority Office (DOY) under Tax Identification Number (AFM) 005631591; and
- (c) Mr Christos Zerefos, father's name Stylianos, Director of the Research Centre for Atmospheric Physics and Climatology of the Academy of Athens, resident in Athens, 84 Solonos Street, born in 1943 in Cairo, Egypt, holder of Identity Card no. AI 644569 issued by the Rafina Security Department on 05.04.2011, registered with the Pallini Tax Authority Office (DOY) under Tax Identification Number (AFM) 012254342.

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 appoint as members of the Audit Committee, which shall exercise the authorities provided for by article 37 of Law 3693/2008, the following persons:

- (a) Mrs Sophia Daskalaki, née Mytilineou, Business Consultant, resident in Paleo Psychiko, Attica, 4 Dryadon Street, born in 1952 Buenos Aires, Argentina, holder of Identity Card no. Al 597737 issued by the Filothei Security Department on 13.10.2011, registered with the Psychiko Tax Authority Office (DOY) under Tax Identification Number (AFM) 067375719;
- (b) Mr Apostolos Georgiadis, father's name Stavros, University Professor, resident in Ambelokipoi, Athens, 45 Kamelion Street, born 19356 in Kalamata, Messinia, holder of Identity Card no. Al 119082 issued by the Psychiko Security Department on 29.01.2010, registered with the Psychiko Tax Authority Office (DOY) under Tax Identification Number (AFM) 005631591; and

- (c) Mr Christos Zerefos, father's name Stylianos, Director of the Research Centre for Atmospheric Physics and Climatology of the Academy of Athens, resident in Athens, 84 Solonos Street, born in 1943 in Cairo, Egypt, holder of Identity Card no. AI 644569 issued by the Rafina Security Department on 05.04.2011, registered with the Pallini Tax Authority Office (DOY) under Tax Identification Number (AFM) 012254342.
- Item 9: 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.

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 in the direction of Group Companies pursuing the same or similar objects. Granting of such permission is standard practice in Groups of Companies.

Item 10: Miscellaneous items – Announcements concerning the course of affairs of the Company and of its subsidiaries and affiliates.

[.....]