

**MYTILINEOS HOLDINGS S.A.**  
**Corporations Register (ARMAE): 23103/06/B/90/26**

**ANNOUNCEMENT**  
**Notification of the resolutions of the Regular General Meeting of the**  
**Shareholders of 7 May 2009**

MYTILINEOS HOLDINGS S.A. announces that the Regular General Meeting of the Company's Shareholders, held on 7 May 2009 in the Gaia Room of the "CAPSIS CULTURAL EXHIBITION & CONFERENCE CENTRE" situated at 10 Parnonos Street in the Municipality of Maroussi, Attica, and attended in conformity with the law either in person or by proxy by 110 shareholders representing 40,815,389 shares, i.e. 34.89% of the Company's paid-up share capital, deliberated on the items of the Agenda and resolved thereon by vote taken in conformity with the law, as follows:

1. The Meeting approved by 40,796,490 votes for and 4,418 represented shares abstaining from the vote, i.e. by a majority of 99.95% of the shares represented, the Individual and Consolidated Financial Statements for the accounting period from 01.01.2008 to 31.12.2008, the relevant the reports of the Board of Directors and of the Chartered Auditor, and the payment of a dividend of €0.10 per share. The dividend that corresponds to the shares acquired by the Company from 8.8.2007 onwards, i.e. as of the date of entry into force of the amended article 16 par. 8 of Codified Law 2190/1920 on own shares in conjunction with the application of Law 3604/2007, increases the dividend paid out to the other shareholders. The number of shares acquired after 08.08.2007 amount to a total of 4,735,603, therefore the dividend per share shall amount to €0.104442 in total and, after 10% tax withholding in accordance with the provisions of article 18 par. 7 of Law 3697/2008 (Government Gazette 194/A), the net final amount payable shall be €0.093998 per share. The ex-date has been set to Monday 11 May 2009, and the dividend shall be paid out on 19.05.2009.
2. The Meeting approved, by 40,796,490 votes for and 4,418 represented shares abstaining from the vote, i.e. by a majority of 99.95% of the shares represented, 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 31.12.2008.
3. The Meeting approved, by 40,729,665 votes for and 4,418 represented shares abstaining from the vote, i.e. by a majority of 99.79% of the shares represented, the assignment of the Company's regular audit for the current accounting period to the auditing firm GRANT THORNTON S.A. The Meeting also elected Messrs Georgios N. Deligiannis (SOEL Reg. No. 15791) and Emmanouil G. Mihalios (SOEL Reg. No. 25131 of the auditing firm GRANTD THORNTON S.A. as regular chartered auditors, and Messrs Stellakis L. Pavlou (SOEL Reg. No. 24941) and Constantinos A. Sotiris (SOEL Reg. No. 13671) of the same-said auditing firm as alternate chartered auditors, and

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determined the fee for the current accounting period of the Chartered Auditors so appointed.

4. The Meeting approved, by 39,556,687 votes for and 4,418 represented shares abstaining from the vote, i.e. by a majority of 96.92% of the shares represented, in accordance with articles 23a and 24 of Codified Law (C.L.) 2190/1920, the fees paid to the Members of the Board of Directors for 2008, and pre-approved the fees for the current accounting period.
5. The Meeting approved, by 40,796,490 votes for and 4,418 represented shares abstaining from the vote, i.e. by a majority of 99.95% of the shares represented, the establishment of a special-purpose foundation with the name "MYTILINEOS CHARITABLE FOUNDATION", which shall be a legal person under private law and shall be governed by the provisions of Emergency Law (E.L.) 2039/1939, and authorised the Board of Directors to finalise the provisions and specific terms of the relevant deed of establishment and take all related action.
6. The Meeting ratified, by 40,789,172 votes for and 4,418 represented shares abstaining from the vote, i.e. by a majority of 99.94% of the shares represented, in accordance with article 37 of Law 3693/2008, the election of the Audit Committee members. These are the following: Mr Christos Diamantopoulos (Chairman) and Messrs Ioannis Mytilineos and Nikolaos Mousas (Members).
7. The Meeting approved, by 39,556,687 votes for and 4,418 represented shares abstaining from the vote, i.e. by a majority of 96.92% of the shares represented, the addition of a clarification to article 9 par. 2(d) of the Company's Articles of Incorporation, with corresponding amendment of the Articles. Following this, article 9 par. 2(d) of the Articles of Incorporation reads as follows: *"The General Meeting is the only body competent to decide on [...] (d) The issue of a bond loan using bonds convertible to shares and a bond loan with option to participate in the profits, subject to the provisions of par. 2(b) of article 5 hereof; [...]"*.
8. Miscellaneous items – Announcements:

The Chairman of the General Meeting informed the shareholders of the progress of the Group's business activities.