

INVITATION
TO THE SHAREHOLDERS OF THE SOCIETE ANONYME
“MYTILINEOS HOLDINGS S.A.”
GENERAL COMMERCIAL REGISTRY (GEMI) REGISTRATION NUMBER: 757001000
TO AN ORDINARY GENERAL MEETING

In accordance with the provisions of the law and the Company's Articles of Association, and following the decision taken by the Board of Directors during its meeting on 8th May 2017, the Board of Directors invites the Company's Shareholders to an Ordinary General Meeting at 13:00 p.m. on Thursday 1st June 2017, in the Basement Conference Hall of the Company branch's offices at 8 Artemidos Str., Maroussi, Attica. By way of this invitation, in the case that the quorum required by law is not achieved, the Board of Directors invites the Company's Shareholders to a 1st Repeat General Meeting at 13:00 p.m. on Monday 12th June 2017, and a 2nd Repeat General Meeting at 12:00 p.m. on Friday 23rd June 2017, both at the same location.

ITEMS ON THE AGENDA

1. Submission and approval of the Annual Financial Statements and Consolidated Annual Financial Statements for the business year 01.01.2016 – 31.12.2016, the related reports of the Board of Directors and the Chartered Auditor, and the corporate governance statement.
2. Discharging of the Members of the Board of Directors, the Auditors and the signatories of the Company's financial statements from any liability for damages for activities during the fiscal year 2016.
3. Election of the regular and alternate chartered Auditors for the audit of the financial statements for the current year as per the IAS, and definition of their remuneration.
4. Approval of the remuneration of the members of the Company's Board of Directors for the year 01.01.2016 – 31.12.2016 and preapproval of their remuneration for the current year.
5. Approval of contracts in accordance with Article 23a of Codified Law 2190/1920.
6. Election of a new Board of Directors.
7. Authorization, pursuant to Article 23(1) of Codified Law 2190/1920, of the members of the Board of Directors and the Company's Managers/Directors to participate in the Board of Directors or in the management of companies that pursue the same or similar purposes.

8. Election of a member of the Audit Committee pursuant to Article 44 of Codified Law 4449/2017.
9. Submission and Approval of: a) the Draft Merger Agreement, dated 23.03.2017, for the absorption by the Company of the companies “METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME”, “ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME”, “PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME” and “PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A.”, and b) the Board of Directors’ explanatory report on the aforementioned Draft Merger Agreement that was drafted in accordance with Article 69(4) of Codified Law 2190/1920 and Article 4.1.4.1.3 of the Athens Exchange Rulebook.
10. Approval of the merger by absorption of the limited companies “METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME”, “ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME”, “PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME” and “PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A.” by the Company, and the provision of authorization to sign the relevant notarial deed for the merger, and for the execution of any other act, statement, announcement and/or legal action that is required for this purpose, as well as in general for the completion of the merger and the implementation of the decisions made during the General Meeting.
11. Decision and approval of the increase of the Company’s share capital by the total amount of twenty five million, one hundred and ninety six thousand and forty Euros and three Euro cents (€25,196,040.03), by way of the issuance of twenty five million, nine hundred and seventy five thousand, two hundred and ninety nine (25,975,299) new common registered shares with voting rights, each of which has a nominal value of €0.97, which will be covered as follows: a) by the amount of eight million three hundred and twelve thousand and ninety five Euros and sixty eight Euro cents (€8,312,095.68) that will be covered by the contribution of the nominal capital of METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME that will remain following the writing off, due to confusion, of the Company’s participating interest in METKA INDUSTRIAL – CONSTRUCTION SOCIETE ANONYME, as a result of the merger, and b) the amount of sixteen million eight hundred and eighty three thousand nine hundred and forty four Euros and thirty five Euro cents (€16,883,944.35) that will be covered by the capitalization of the Company’s share premium reserve. Amendment of Article 5 of the Company’s Articles of Association regarding the share capital, and authorization of

the Company's Board of Directors to regulate, at its discretion, the fractional shares that will result from the distribution of the shares during the Merger in accordance with the applicable provisions of the law.

12. Amendment of Article 2 of the Company's Articles of Association regarding the corporate purpose.
13. Miscellaneous items – Announcements with respect to the activities of the Company, its subsidiaries and its affiliates.

Pursuant to Article 26(2)(b), and Article 28a of Codified Law 2190/1920 as amended and supplemented by Articles 3 and 6, respectively, of Law 3884/2010, as applicable, the Company informs the shareholders of the following:

I. Eligibility to participate in the General Meeting

Eligible to participate and vote at the General Meeting are only those private individuals or legal entities shown as shareholders of the Company in the electronic Dematerialised Securities file of the Company kept with "HELLENIC EXCHANGES GROUP OF COMPANIES, HOLDINGS, CLEARING, SETTLEMENT & REGISTRATION S.A." (HELEX) at the start of the fifth (5th) day prior to the date of the meeting, i.e. 27th May 2017 (record date). Shareholder status is established by direct e-connection of the Company to the HELEX files. Shareholders who are legal entities are required to submit, within the deadline specified above, their legalization documents as prescribed by law.

The 1st and 2nd Repeat General Meetings, to be held on 12th June and 23rd June respectively, may be attended by shareholders fulfilling the same as above formal requirements. Shareholder status must exist at the start of the fourth (4th) day prior to the day set for the sessions of the 1st and the 2nd Repeat General Meeting respectively, namely 8th June and 19th June respectively (record date for repeat general meetings). In these General Meeting sessions also, shareholder status shall be established by direct e-connection of the Company to the HELEX files. Shareholders who are legal entities are required to submit, within the deadline specified above, their legalization documents as prescribed by law.

As far as the Company is concerned, only those parties having shareholder status as at the record date shall be eligible to participate and vote at the General Meeting. If a shareholder fails to comply with the provisions of Article 28a of Codified Law 2190/1920, said shareholder may participate at the General Meeting only upon receiving its permission to do so.

The exercise of said rights does not entail the blocking of the shareholder's shares or the observance of any other similar procedure restricting the ability to sell or transfer such shares in the time period between the record date and the date on which the General Meeting is to be held.

II. Procedure for exercising voting rights through proxies

Eligible shareholders may participate at the General Meeting either in person or through their lawfully authorized proxies. Each shareholder may appoint up to three (3) proxies. Legal entities shall participate at the General Meeting by appointing up to three (3) private individuals as their proxies. The authorization form for the appointment of a proxy is available to Shareholders at the Company website www.mytilineos.gr and, as a hard copy, from the Shareholders & Corporate Announcements Department of the Company (5-7 Patroklou Street, Maroussi, Attica, Tel. 210 6877476). The appointment and revocation of the proxy shall be in writing and shall be communicated to the Company office at the above address at least three (3) days prior to the date the General Meeting of Shareholders is to be held, i.e. by 29th May 2017. The same deadline also applies for the 1st and the 2nd repeat General Meeting, i.e. by 9th June 2017 and 20th June 2017 respectively.

The proxy of a shareholder is required to advise to the Company before the General Meeting begins, any event which may be useful in order for shareholders to assess the risk that the proxy may be serving interests other than those of the shareholder. A conflict of interest, for the purpose of the above, may arise in particular when the proxy: a) is a shareholder exercising control over the Company or another legal entity being controlled by the said shareholder, or b) is a member of the Board of Directors or of the management, in general, of the Company or of a shareholder exercising control over the Company, or c) is an employee or chartered auditor of the Company or of a shareholder exercising control over the Company or another legal entity being controlled by a shareholder exercising control over the Company, or d) is the spouse or first-degree relative of one of the private individuals referred to in cases (a) to (c) above.

III. Minority rights

Under Article 39, paragraphs 2, 2a, 4 and 5 of Codified Law 2190/1920, shareholders have, among others, the following rights:

(i.) Shareholders representing 1/20 of the paid-in share capital of the Company have the right to request of its Board of Directors to enter additional items in the agenda of the General Meeting, following a request to this effect that must reach the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. by 17th May 2017. The request for the inclusion of additional items in the agenda shall be accompanied by justification or a draft resolution for adoption by the General Meeting, and the revised agenda shall be published in the same manner as the original (previous) one, thirteen (13) days prior to the date of the General Meeting, i.e. by 19th May 2017, and shall at the same time be made available to shareholders at the website of the Company, together with the relevant justification or the draft resolution submitted by the minority shareholders in accordance with the provisions of Article 27(3), of Codified Law 2190/1920.

(ii.) At the request of shareholders representing one twentieth (1/20) of the paid-in share capital, the Board of Directors shall make available to shareholders, as per the provisions of Article 27(3) of Codified Law 2190/1920, at least six (6) days prior to the date of the General Meeting, i.e. 26th May 2017, draft resolutions on items included in the original or the revised agenda, if the relevant request reaches the Board of Directors at least seven (7) days prior to the date of the General Meeting, i.e. by 25th May 2017.

(iii.) At the request of any shareholder, submitted to the Company at least five (5) clear days prior to the General Meeting, i.e. by 26th May 2017, the Board of Directors is required to provide to the General Meeting the requested specific information on the affairs of the Company, insofar as such information is useful for an actual evaluation of the agenda items. The Board of Directors may provide a single response to inquiries of shareholders having the same content. The Company is under no obligation to provide it, when such information is already available at the website of the Company, specifically in the form of questions and answers. The Board of Directors may refuse to provide the requested information for a sufficient and substantial reason that shall be entered in the minutes.

(iv.) At the request of shareholders representing one fifth (1/5) of the paid-in share capital, submitted to the Company within at least five (5) clear days prior to the General Meeting, i.e. by 26th May 2017, the Board of Directors is required to provide to the General Meeting information on the course of the company affairs and the status of the assets of the Company. The Board of Directors may refuse to provide information for a sufficient and substantial reason that shall be entered in the minutes.

Corresponding deadlines for any exercise of minority rights are also applicable to repeat General Meetings.

For the exercise of any of the above rights, the requesting shareholders are required to prove shareholder status and the number of shares held by them during the exercise of the relevant right. Such a proof may be the production of a certificate to this effect by HELEX S.A.

IV. Available documents and information

The information under Article 27(3) of Codified Law 2190/1920, including the present notice, the proxy appointment form and the draft resolutions on agenda items shall be made available at the website of the Company, www.mytilineos.gr.

The full text of the draft resolutions and any documents provided for in Art. 27(3)(c) and Art. 27(3)(d) of Codified Law 2190/1920 shall be provided to shareholders in hardcopy upon request, by the Shareholders & Corporate Announcements Department of the Company (5-7 Patroklou Street, Maroussi, Attica).

Maroussi, 8th May 2017

The Board of Directors

MYTILINEOS HOLDINGS S.A.