

Draft Resolutions of the 35th Annual General Meeting
of the Shareholders of the Société Anonyme
METLEN ENERGY & METALS S.A.
General Commercial Register (GEMI) No.: 757001000
(the “Company”)
of 03.06.2025

Item 1: Submission and approval of the annual and consolidated financial statements for the financial year 01.01.2024-31.12.2024, of the relevant Board of Directors’ and Statutory Auditor’s reports, of the Statement of Corporate Governance, and the Sustainability Report.

The chairman of the general meeting reads to the shareholders the annual financial statements, as approved by the Company’s board of directors in its meeting of March 12th, 2025, which in accordance with the law were posted on the Company’s website, www.metlengroup.com, as well as on the website of the Athens Exchange. Their publication in General Commercial Register (GEMI) shall be made in accordance with articles 149 and 13 of law 4548/2018. The chairman of the general meeting then reads to the Shareholders the board of directors’ report to the Annual General Meeting on the Annual Financial Statements as at 31 December 2024, as the said Report was entered in the Minutes of the Board of Directors’ meeting of March 12th, 2025, the Report (Certificate) of the Statutory Auditor of 12.03.2025, the Explanatory Report in accordance with article 4 of law 3556/2007, the Statement of Corporate Governance in accordance with the provisions of articles 152 and 153 of law 4548/2018, and the Sustainability Report.

In concluding the presentation of the annual financial statements for the financial year 01.01.2024 - 31.12.2024, of the relevant board of directors’ and statutory auditor’s reports, of the statement of corporate governance, and of the sustainability report, the chairman motions that the General Meeting approve these.

The ordinary General Meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with valid represented shares, approved by an absolute majority / unanimous vote the Annual Financial Statements, the Board of Directors’ Report, the Explanatory Report in accordance with article 4 of Law 3556/2007, the Report (Certificate) of the Certified Auditor-Accountant, the Statement of Corporate Governance, and the Sustainability Report.

Item 2: Approval of the appropriation of the results for the financial year 01.01.2024 - 31.12.2024, distribution of dividend, establishment of special reserve accounts and payment of fees from the profits of the aforementioned accounting period.

The chairman of the general meeting referred to the unanimous proposal of the board of directors regarding the appropriation of the results for the financial year 01.01.2024 - 31.12.2024 and, more specifically, to the following:

- (a) distribution to the shareholders of the Company of a dividend in the amount of one euro and fifty eurocents (€1.50) per share [*Note to shareholders: Given that own shares do not receive dividend, the total amount of the dividend per share that will be paid out, will be increased by taking into account the amount of the dividend corresponding to the own shares held by the Company at ex-dividend date*]; The dividend is subject to a 5% withholding tax, in accordance with the applicable tax provisions (with the exception or differentiation of such

withholding for shareholders falling under special provisions); therefore, amounts to one euro, four hundredths and twenty-five eurocents (€1.425) per share. The proposed coupon cut-off date is June 26th, 2025 and the proposed date on which the beneficiaries will be determined is June 27th, 2025, while payment of the dividend to the shareholders shall begin on July 2nd, 2025. Finally, it is proposed that the Board of Directors be authorised to see to all procedural matters regarding the implementation of this resolution, including selection of the paying bank;

- (b) establishment out of net profits of current financial year of (i) special Untaxed Reserve Account according to law 4171/1961 in the amount of fifty eight million one hundred seventy one thousand five hundred ninety euros and eleven eurocents (€58,171,590.11), (ii) special Untaxed Reserve Account according to article 48 of law 4172/2013 in the amount of twenty million one hundred eleven thousand six hundred forty four euros and fifty eurocents (€20,111,644.50), and (iii) special Untaxed Reserve Account according to law 4887/2022 and other development laws in the amount of two million six hundred seventy five thousand seven hundred fifty six euros and fifty eurocents (€2,675,756.50); and
- (c) payment to the members of the board of directors and eligible personnel of the Company of a remuneration from the profits realised by the Company in the financial year 01.01.2024 - 31.12.2024, of total amount of eight million eight hundred four thousand one hundred fifty four euros and eighty eurocents (€8,804,154.80). It is clarified that the amount relating to fees towards the members of the board of directors is included in the details of the Remuneration Report for the financial year 2024 and does not constitute payment of additional fees towards the members of the board of directors for the same financial year 2024.

The ordinary General Meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with a majority of% of the shares represented approved by an absolute majority / unanimous vote, the distribution of dividend, establishment of special reserve accounts and payment to members of the Board of Directors and eligible personnel of a remuneration from the profits as described above and authorised the Board of Directors to take all actions necessary in order to implement the present resolution, including those relating to the allocation of the respective amounts between the members of the board of directors and eligible personnel of the Company and the determination of any other relevant terms regarding such payment, always in accordance with the approved Board Remuneration Policy and the relevant recommendations by the Remuneration and Nomination Committee of the Company.

Item 3: Discussion and vote on the remuneration report under article 112 of law 4548/2018 for the year 2024.

[Note to shareholders: Pursuant to paragraph 3 of article 112 of law 4548/2018, the shareholders' vote on the submitted remuneration report is advisory. The next remuneration report will explain how the outcome of the previous advisory ballot was taken into account.]

The chairman referred to the unanimous proposal of the board of directors, following a relevant suggestion to the board of directors by the Remuneration and Nomination Committee, which is comprised exclusively by independent non-executive members of the board of directors, regarding submission of the remuneration report under article 112 of law 4548/2018 for the year 2024 to the general meeting for discussion and vote. The submitted remuneration report for discussion and vote is made

available to the shareholders on the Company's website <https://www.metlengroup.com/investor-relations/general-meetings/>. The said remuneration report concerns the remuneration of the executive and non-executive members of the board of directors of the Company for the year 2024 and includes the information required under article 112 of law 4548/2018, including reference to how the outcome of the general meeting's ballot on the remuneration report for the year 2023 was taken into account. It is drafted on the basis of the assumptions contained in the "Board Remuneration Policy", which was approved by the Extraordinary General Meeting of Shareholders of April 10th, 2023, effective for four years, which is available on the Company's website https://www.metlengroup.com/media/1rfhlw0c/remuneration_policy_2023_eng.pdf.

The ordinary general meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, i.e. with valid votes to approve the remuneration report under article 112 of law 4548/2018 for the year 2024.

Item 4: Approval of the amendment of the Board Remuneration Policy, approved by the Extraordinary General Meeting of Shareholders on 10.04.2023.

The Chairman referred to the unanimous proposal of the board of directors, following a relevant suggestion to the board of directors by the Remuneration and Nomination Committee, which is comprised exclusively by independent non-executive members of the board of directors, (a) for the Annual General Meeting to approve the proposed amendments to the Company's existing remuneration policy, and (b) for the Annual General Meeting to authorize the board of directors of the Company to administer and implement the remuneration policy, following at all times the relevant recommendations by the Remuneration and Nomination Committee of the Company. The remuneration policy was approved by the Extraordinary General Meeting of Shareholders on April 10th, 2023, effective for four years, and concerns the remuneration of all members of the Board of Directors, both executive and non-executive, in accordance with the provisions of articles 110 and 111 of law 4548/2018. The full text of the remuneration policy, with the proposed amendments highlighted, was made available to the shareholders on the Company's website <https://www.metlengroup.com/investor-relations/general-meetings/>.

The ordinary general meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, i.e. with valid votes to approve the proposed amendments to the remuneration policy, approved by the Extraordinary General Meeting of Shareholders on 10.04.2023 and authorizes the board of directors of the Company to administer and implement the remuneration policy.

Item 5: Annual Report from the Chairman of the Audit Committee on the activities of the Audit Committee for the year 2024.

The Chairman of the Audit Committee informs the general meeting of shareholders on the activities of the Audit Committee during the financial year 2024 by submitting relevant report according to the provisions of article 44 par. 1 (i) of law 4449/2017.

The relevant Annual Report on the activities of the Audit Committee for the year 2024 was issued together with the annual financial report of the Company, constituting a separate part of its content, while it is also available on the Company's <https://www.metlengroup.com/investor-relations/general-meetings/>.

Item 6: Report from the Lead Independent Director on the activities of the independent non – executive directors of the Board for the period 02.05.2024 – 23.04.2025 according to article 9 par. 5 of law 4706/2020.

The Lead Independent Director the general meeting of shareholders on the activities of the independent non – executive directors of the Board during the period covering the last report up until the convocation of this general meeting, i.e. from 02.05.2024 – 23.04.2025, by submitting relevant report according to the provisions of article 9 par. 5 of law 4706/2020.

The relevant Report on the activities of the Independent Non-Executive Directors of the Board is made available to the shareholders on the Company's website <https://www.metlengroup.com/investor-relations/general-meetings/>.

Item 7: Approval of the overall management for the financial year 01.01.2024 – 31.12.2024 and discharge of the Statutory Auditors for the financial year 01.01.2024 – 31.12.2024.

The chairman invited the ordinary general meeting to approve the overall management of the Company as per in accordance with article 108 of law 4548/2018 for the financial year 2024 and to discharge the statutory auditors of the Company from any related liability for damages.

The ordinary General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, ie with valid votes to approve the overall management of the Company for the financial year 2024 and to discharge of the statutory auditors of the Company from any liability for damages for the said fiscal year.

Item 8: Election of regular and alternate Statutory Auditors for the audit of the financial statements for the current financial year as per the IAS and the annual sustainability report, and determination of their fee.

The chairman referred to the unanimous proposal of the board of directors, following a relevant suggestion by the Audit Committee to the board of directors, the regular audit of the Company's individual and consolidated financial statements for financial year 01.01.2025 - 31.12.2025 (including assurance of annual sustainability report) as well as the review of the interim financial statement for the period 01.01.2025 – 30.06.2025 to be assigned to the Auditing Firm PRICEWATERHOUSECOOPERS S.A., having its registered office in Chalandri Attica (260 Kifisias Avenue) and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 113, for an annual fee of up to one million one hundred sixty thousand euros (€1,160,000.00) exclusive of V.A.T., in accordance with the relevant offer which the above auditing firm has submitted to the Company. For the issue of the Annual Tax Certificate, the fee of the above auditing firm amounts to up to two hundred forty thousand euros (€240,000.00), exclusive of V.A.T.

The ordinary General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, ie with valid votes, to assign the regular audit of the Company's individual and consolidated financial statements for the current financial year (including assurance of annual sustainability report) and the review of the interim financial statements for the period 01.01.2025 – 30.06.2025 to the Auditing Firm PRICEWATERHOUSECOOPERS S.A., having its registered office in Chalandri Attica

(260 Kifisias Avenue) and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 113, for an annual fee of up to one million one hundred sixty thousand euros (€1,160,000.00), exclusive of V.A.T., in accordance with the relevant offer which the above auditing firm has submitted to the Company. For the issue of the Annual Tax Certificate of the Company, the fee of the above auditing firm is up to two hundred forty thousand euros (€240,000.00), exclusive of V.A.T.

Item 9: Approval of share capital increase through capitalization of reserves and issuance of two hundred seventeen thousand (217,000) new common registered voting shares, for the purpose of free distribution to the beneficiaries of the Long-Term Program for free distribution of shares of the Company, as approved by the Annual General Meeting of shareholders on 15.06.2021 and amended by the Annual General Meeting of shareholders on 04.06.2024, in accordance with the provisions of article 114 of law 4548/2018 – Subsequent amendment of article 5 of the Company's articles of association.

The chairman presents a motion to the general meeting, following the relevant suggestion by the board of directors to increase the Company's share capital by two hundred ten thousand four hundred ninety euros (€210,490.00), through the capitalization of an equal amount of distributable reserves, by way of the issuance of two hundred seventeen thousand (217,000) new common registered shares with voting rights, each of a nominal value of ninety seven eurocents (€0.97).

The issuance of the new shares will be carried out for the purpose of their free distribution to the beneficiaries of the Long-Term Program for Free Distribution of Shares of the Company, as approved by the Annual General Meeting of shareholders on 15.06.2021 and as amended by the Annual General Meeting of shareholders on 04.06.2024, in accordance with the provisions of article 114 of law 4548/2018.

Following the aforementioned increase, the share capital of the Company shall amount to one hundred thirty eight million eight hundred fourteen thousand nine hundred sixteen euros and seventeen eurocents (€138,814,916.17) divided into one hundred forty three million one hundred eight thousand one hundred sixty one (143,108,161) shares each of a nominal value of ninety seven eurocents (€0.97), with a corresponding amendment to article 5 of the Company's articles of association by adding a new paragraph S as follows:

"S. The Ordinary General Meeting held on 03.06.2025 adopted a resolution for the increase of the share capital by a total of two hundred ten thousand four hundred ninety euros (€210,490.00), by means of the capitalization of an equal amount of distributable reserves and the issuance of two hundred seventeen thousand (217,000) new common registered shares with voting rights, each of a nominal value of ninety-seven Euro cents (€0.97). The increase was implemented under the Long-Term Program for Free Distribution of Shares of the Company, as approved by the Annual General Meeting of shareholders on 15.06.2021 and as amended by the Annual General Meeting of shareholders on 04.06.2024, in accordance with the provisions of article 114 of law 4548/2018.

Consequent to the above, the share capital of the Company amounts to one hundred thirty eight million eight hundred fourteen thousand nine hundred sixteen euros and seventeen eurocents (€138,814,916.17), divided into one hundred forty three million one hundred eight thousand one hundred sixty one (143,108,161) registered shares each of a nominal value of ninety-seven eurocents (€0.97)."

It is noted that the text of the Articles of Association, with the proposed amendments clearly marked, was made available to the shareholders <https://www.metlengroup.com/investor-relations/general-meetings/>.

The ordinary General Meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights,

approved at majority/unanimously approved the aforementioned increase of the share capital with a corresponding amendment to article 5 of the Company's articles of association, and further delegated the board of directors to act everything necessary to implement this resolution.

Item 10: Approval of the establishment of a special reserve account using taxed earnings, for the purpose of covering the Company's own participation in the framework of submission of Company's investment plans to development laws and investment incentives programs.

The chairman referred to the contemplated and/or ongoing investments, which may be, or are already, subjected to the aid schemes of investment laws or/and any kind of national or European investment incentives programs. Further, following relevant proposal by the board of directors, the chairman motions the general meeting to approve the establishment of special reserve account up to twenty million euros (€20,000,000.00) by using taxed earnings or/and reserves.

The chairman further motions to authorize the board of directors, at its discretion, to decide on the exact amounts to be disposed to cover the required at each time Company's own participation into the Company's investment plans, which may be or are already subject to the provisions of development laws and/or any kind of national investment laws or european investment incentives programs and/or aid schemes and any kind or national or european investment incentives programs.

The general meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with valid represented shares, approved by an absolute majority/unanimously the establishment of a special reserve account as per above and authorized the board of directors to decide on the exact amounts to be disposed to cover the required at each time Company's own participation into the Company's investment plans subject to investment aid schemes.

Item 11: Pre-approval of the fees of the members of the Board of Directors for the financial year 01.01.2025–31.12.2025, in accordance with article 109 of Law 4548/2018.

The chairman motions to the general meeting, following a relevant suggestion by the board of directors, to pre-approve the fees of the members of the board of directors for the current financial year 2025 and until the next Annual General Meeting, up to the gross total amount of two million euros (€2,000,000.00), in accordance with article 109 of law 4548/2018, as in force and the approved "Board Remuneration Policy".

The ordinary General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, approved at majority/unanimously the payment to the members of the Company's board of directors of fees up to the gross total amount of two million euros (€2,000,000.00) for the current financial year 01.01.2025 – 31.12.2025, in accordance with article 109 of law 4548/2018, as in force and the approved "Board Remuneration Policy".

Item 12: Other announcements – Shareholders' briefing

There is no other item for voting and/or decision-making.