

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
10 May 2011

MYTILINEOS HOLDINGS S.A. announces that the Annual General Meeting of the Company's Shareholders was held on 10 May 2011 in the Assembly Hall of the Company's establishment in the Municipality of Maroussi, Attica (8 Artemidos Street), and was attended in conformity with the law by 172 shareholders attending either in person or by proxy and representing 48,358,046 shares, i.e. 41.34% of the Company's paid-up share capital. The Meeting deliberated on the items of the Agenda and, after a voting procedure held as provided for by the law, resolved as follows:

1. By 48,357,006 valid votes cast representing 41.336% of the paid-up share capital, the Meeting approved, by a majority of 48,338,606 represented shares and votes for and 1,400 represented shares abstaining from the voting procedure, i.e. by a majority of 99.959% of the shares represented, Item 1 of the Agenda concerning the submission for approval of the Individual and Consolidated Financial Statements for the accounting period from 01.01.2010 to 31.12.2010, of the relevant Board of Directors' and Independent 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 48,358,406 valid votes cast representing 41.34% of the paid-up share capital, the Meeting approved, by a majority of 48,356,906 represented shares and votes for , i.e. by a majority of 99.996% of the shares represented, Item 2 of the Agenda concerning the recommendation by the Board of Directors and of adoption of resolution regarding the non-distribution of dividend from the results of the accounting period from 01.01.2010 to 31.12.2010.
3. By 48,358,406 valid votes cast representing 41.34% of the paid-up share capital, the Meeting approved, by a majority of 48,160,016 represented shares and votes for , i.e. by a majority of 99.589% of the shares represented, Item 3 of the Agenda concerning the 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 31.12.2010.

4. By 48,358,406 valid votes cast representing 41.34% of the paid-up share capital, the Meeting approved, by a majority of 48,285,773 represented shares and votes for , i.e. by a majority of 99.849% of the shares represented, Item 4 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 Athens, 45 Vas. Constantinou Ave. and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under ASMO Reg. No. EE 127. In particular, the Meeting elected as regular auditors of Messrs Emmanouil G. Mihalios (SOEL Reg. No. 25131) and Sotiris A. Constantinou (SOEL Reg. No. 13671) of GRANT THORNTON S.A., with Messrs Vassilios C. Kazas (SOEL Reg. No. 13281) and Pavlos L. Stellakis (SOEL Reg. No. 24941) of the same said auditing firm appointed as alternate auditors. 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 one hundred thousand Euro (€100,000) exclusive of VAT and expenses, in accordance with the relevant offer which the above auditing firm has submitted to the Company.
5. By 48,358,406 valid votes cast representing 41.34% of the paid-up share capital, the Meeting approved, by a majority of 48,356,906 represented shares and votes for , i.e. by a majority of 99.996% of the shares represented, Item 5 of the Agenda concerning the approval of the fees paid to the Members of the Board of Directors for the accounting period from 01.01.2010 to 31.12.2010 and the pre-approval of their fees for the current accounting period.
6. By 48,358,406 valid votes cast representing 41.34% of the paid-up share capital, the Meeting approved unanimously, i.e. by 100% of the shares represented, Item 6 of the agenda concerning the approval of contracts in accordance with article 23(a) of C.L. 2190/1920.
7. By 48,358,406 valid votes cast representing 41.34% of the paid-up share capital, the Meeting approved unanimously, i.e. by 100% of the shares represented, Item 10 of the Agenda concerning the adoption of a resolution and the granting of approval for increasing the minimum and maximum number of the Members of the Board of Directors from three (3) to seven (7) and from nine (9) to fifteen (15), respectively, and for decreasing the term of office of the Members of the

Board of Directors five (5) years to four (4) years, with corresponding amendment of article 19 of the Company's Articles of Association.

8. By 48,358,406 valid votes cast representing 41.34% of the paid-up share capital, the Meeting approved unanimously, i.e. by 100% of the shares represented, Item 11 of the Agenda concerning the adoption of resolution and the granting of approval for recasting, with corresponding amendment, article 11 of the Company's Articles of Association (Invitation – Agenda of General Meeting).
9. By 48,358,406 valid votes cast representing 41.34% of the paid-up share capital, the Meeting approved, by a majority of 47,905,408 represented shares and votes for , i.e. by a majority of 99.063% of the shares represented, Item 12 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 in accordance with Law 3884/2010:
 - i. Amendment of article 8 of the Company's Articles of Association on minority rights;
 - ii. Amendment of article 12 on the participation of shareholders in the General Meeting;
 - iii. Amendment of article 13 on the list of shareholders with right to vote;
 - iv. Amendment of article 14 par. 2 on the time for holding Repeat General Meetings without publication of a new invitation;
 - v. Amendment of article 15 par. 3 on the time for holding Repeat General Meetings without publication of a new invitation;
 - vi. Amendment of article 18 on the resolution regarding the release of members of the Board of Directors and of the Independent Auditors.

The General Meeting did not deliberate and did not adopt resolutions in connection with Item 7 of the Agenda ("Adoption of resolution and granting of approval concerning the decrease of the Company's share capital by six million thirty thousand four hundred and ten Euro and eighty-six cents (€6,030,410.86) due to cancellation of five million six hundred and thirty-five thousand eight hundred and ninety-eight (5,635,898) own shares, with corresponding amendment of article 5 par. 1 of the Company's Articles of Association") and with Item 9 of the Agenda ("Adoption of resolution and granting of approval concerning the extension of the Company's object, with corresponding amendment of article 2 of the Company's Articles of Association"), as the quorum of two-thirds (2/3) of the Company's paid-up share

capital, as required in accordance with article 29 par. 3 of C.L. 2190/1920 was not established. Deliberation and adoption of resolutions on these items shall take place in the 1st Repeat Meeting which, in accordance with the initial invitation, shall be held at 12:00 hours of Monday 23 May 2011, at the same premises where today's General Meeting was held, without requirement for publication of a new invitation. Furthermore, after a motion by the Chairman, the Meeting, by 48,358,406 valid votes cast representing 41.34% of the paid-up share capital, resolved unanimously, i.e. by 100% of the shares represented, that Item 8 of the Agenda ("Adoption of resolution and granting of approval concerning the increase of the Company's share capital by five million nine hundred and fifty-seven thousand one hundred and forty-one Euro and fifty-four cents (€5,957,141.54) by capitalisation of reserves against the issue of five million five hundred and sixty-seven thousand four hundred and twenty-two (5,567,422) new shares, with corresponding amendment of article 5 par. 1 of the Company's Articles of Association"), because it is of relevance to the aforementioned item concerning the decrease of the Company's share capital, as the increase is calculated on the adjusted share capital after the decrease, be referred to and resolved by the General Meeting that will deliberate on and resolve Item 7 of the Agenda.

Regarding Item 13 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.