

INVITATION

Of the Shareholders of the Corporation (Société Anonyme Company)

MYTILINEOS HOLDINGS S.A.

Corporations Register No. (APMAE): 23103/06/B/90/26

to an Extraordinary General Meeting

In accordance with the law and the Company's Articles of Association, the Board of Directors, following its resolution taken in its meeting of 24 June 2011, invites the Shareholders of the Company to an Extraordinary General Meeting to be held at 12:00 hours of Monday 18 July 2011 in the Assembly Hall of the Company's establishment in the Municipality of Maroussi, Attica (8 Artemidos Street). If the quorum required by the law is not established, the Board of Directors hereby invites the Shareholders of the Company to a 1st Repeat General Meeting to be held at 12:00 hours of Friday 29 July 2011, and to a 2nd Repeat General Meeting to be held at 12:00 hours of Tuesday 9 August 2011, both Repeat Meetings to be held at the same venue as above mentioned.

AGENDA

Item 1: Election of new Members to the Company's Board of Directors.

Item 2: Miscellaneous items - Announcements.

In accordance with article 26 par. 2(b) and article 28(a) of Codified Law (C.L). 2190/1920, as amended and supplemented, respectively, by article 3 and article 5 of Law 3884/2010, the Company informs the shareholders of the following:

I. Eligibility for participation in the General Meeting

Eligible to participate and vote in the General Meeting are only the natural or legal persons shown as shareholders of the Company in the Dematerialised Securities file, kept electronically with the company "HELLENIC EXCHANGE HOLDING, CLEARING, SETTLEMENT & REGISTRY S.A." (HELEX), on the start of the fifth (5th) day before the date set for the General Meeting, i.e. of 13 July 2011 (record date). Proof of shareholder status shall be established by direct electronic connection of the Company to

the files of HELEX S.A. The electronic certificate establishing shareholder status must be received by the Company no later than the third (3rd) day before the date set for the General Meeting, i.e. by 15 July 2011. Shareholders who are legal persons must within the same deadline submit their legalisation documents in accordance with the law.

The participation of shareholders in the 1st and 2nd Repeat Meeting of 29 July 2011 and 9 August 2011, respectively, is subject to the same formal requirements. The status of shareholder must exist at the start of the day of 25 July 2011 for the 1st Repeat General Meeting, and at the start of the day of 5 August 2011 for the 2nd Repeat General Meeting, i.e. at the start of the fourth (4th) day before the date set for the 1st and 2nd Repeat Meeting, respectively (record date for Repeat General Meetings). The electronic certificate establishing shareholder status must be received by the Company no later than the third (3rd) day before the date set for the 1st and 2nd Repeat General Meeting, i.e. by 26 July 2011 and by 6 August 2011, respectively. Shareholders who are legal persons must within the same deadlines submit their legalisation documents in accordance with the law.

For the Company, eligible to participate and vote in the General Meeting shall only be the persons having shareholder status on the corresponding record date. Where a shareholder fails to comply with the provisions of article 28(a) of C.L. 2190/1920, such shareholder may participate in the General Meeting only after being granted permission by it.

Exercise of the said rights does not require the blocking of the shares of the beneficiary nor the observance of any other procedure restricting the ability to sell and transfer these during the period of time elapsing between the record date and the date of the General Meeting.

II. Procedure for the exercise of voting rights by proxy

Eligible shareholders may participate in the General Meeting either in person or through their lawfully authorised representatives. Each shareholder may appoint up to three (3) representatives. Legal persons participate in the General meeting by appointing up to three (3) natural persons as their representatives. Shareholders may obtain the model form of the plenipotentiary document for the appointment of representatives from the Company's website, www.mytilineos.gr, or in hard copy from the Company's Shareholders & Corporate Announcements Department (5-7 Patroklou Street, Maroussi, Attica, tel. 210.6877493). Appointment and revocation of representatives shall be made

in writing and shall be notified to the Company's offices at the address given above at least three (3) days before the date set for the General Meeting, i.e. by 14 July 2011. The same deadline shall apply for the 1st and 2nd Repeat General Meetings, therefore such notifications should be received by 25 July 2011 for the 1st Repeat General Meeting and by 5 August 2011 for the 2nd Repeat General Meeting.

The representative of a shareholder is obliged to advise the Company prior to the commencement of the General Meeting of any fact which may be useful to the shareholders in assessing the risk of that representative serving interests other than those of the shareholder being represented. A conflict of interests in accordance with the above may arise in particular when the representative concerned: (a) is a shareholder exercising control over the Company or is another legal person or entity that is controlled by that shareholder; or (b) is a member of the Board of Directors or in general of the Management of the Company or of a shareholder exercising control over the Company; or (c) is an employee or certified auditor of the Company or of a shareholder exercising control over the Company or of another legal person or entity controlled by a shareholder exercising control over the Company; or (d) is a spouse or relative in the first degree of one of the natural persons mentioned in cases (a) to (c) above.

III. Rights of minority shareholders

In accordance with article 39 paragraphs 2, 2(a), 4 and 5 of C.L. 2190/1920, shareholders have, inter alia, the following rights:

- i. Following a request by shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include additional items in the Agenda of the General Meeting, provided that the relevant request is received by the Board of Directors at least fifteen (15) days before the General Meeting, i.e. by 1 July 2011. The request for inclusion of additional items in the Agenda shall be accompanied by a justification of the reasons for it or by a draft resolution for approval by the General Meeting, and the revised agenda shall be publicised in the same manner as the previous agenda thirteen (13) days before the date of the General Meeting, i.e. by 4 July 2011, and shall be made available simultaneously to the shareholders on the Company's website, together with the accompanying justification or draft resolution submitted by the shareholders and the other information stipulated by article 27 par. 3 of C.L. 2190/1920.

- ii. Following a request by any shareholder, which is submitted to the Company at least five (5) full days before the General Meeting, i.e. by 12 July 2011, the Board of Directors is obliged to provide to the General Meeting the specific information requested with respect to the affairs of the Company, to the extent that these are useful in the actual assessment of the items on the agenda. The Board of Directors may provide a single response to applications by shareholders which have the same content. The obligation to provide information shall not exist if such information is already available from the Company's website, especially in the form of questions and answers. The Board of Directors may refuse to provide information on substantial grounds, which are mentioned in the Minutes.
- iii. Following a request by shareholders representing one fifth (1/5) of the Company's paid-up share capital, which is submitted to the Company at least five (5) full days before the General Meeting, i.e. by 12 July 2011, the Board of Directors is obliged to provide to the General Meeting information on the course of the Company affairs and the financial situation of the Company. The Board of Directors may refuse to provide information on substantial grounds, which are mentioned in the Minutes.

The above deadlines regarding the exercise of the rights of minority shareholders shall also apply in the case of Repeat General Meetings.

In order to exercise any of the above rights, applicant shareholders must supply proof of their shareholder status and of the number of shares in their possession at the time of exercise of the corresponding right. Production of a relevant certificate issued by HELEX shall be admitted as such proof.

IV. Available documents and information

The information of article 27 par. 3 of C.L. 2190/1920, including the present invitation, the form for the appointment of one or more representatives and the draft resolutions on the items of the agenda shall be available in electronic form from the Company's website, www.mytilineos.gr. The full text of the draft resolutions and of any documents provided for under article 27 par. 3 items (c) and (d) of C.L. 2190/1920 shall be supplied to shareholders upon request in hard copy from the offices of the Company's Shareholders & Corporate Announcements Department (5-7 Patroklou St., Maroussi, Attica).

Maroussi, 24 June 2011

The Board of Directors

MYTILINEOS HOLDINGS S.A.