

**MYTILINEOS HOLDINGS S.A.
RESOLUTIONS OF EXTRAORDINARY GENERAL MEETING**

The Extraordinary General Meeting of the Shareholders of the Company, held at 16:00 hours of 28 December 2005 at the Company's headquarters in Maroussi, Attica (5-7 Patroklou Street) and attended in accordance with the law by shareholders representing 16,151,366 shares, i.e. approximately 39.85% of the Company's paid-up share capital, deliberated all Agenda items and, by vote as provided for by the law, adopted the following resolutions thereon:

1. The General Meeting resolved to proceed to the issue of two (2) common bond loans for a maximum aggregate total amount of twelve million five hundred and fifty thousand Euro (€12,550,000), in accordance with the provisions of Law 3156/2003, for the purpose of refinancing with more favourable terms credits currently extended to the Company and long-term requirements in working capital. More in particular, the Meeting approved the issue of (a) a common bond loan for a total capital of two million five hundred and fifty thousand Euro (€2,550,000), and (b) a common bond loan for a total capital of ten million Euro (€10,000,000). Both loans shall be for a term of five (5) years and shall be subscribed through private placement, and shall be interest-bearing with a rate based on Euribor plus spread. The General Meeting further authorised the Board of Directors of the Company to decide freely at its discretion the matters pertaining to the loans and concerning subscription thereto by credit institutions or other financial organisations, the specific contents of the bonds, the method for their repayment, the collaterals to be provided to the bondholders, the period of time for repayment and in general the payment of all obligations resulting from the bonds, and to further assign to third persons, in accordance with the provisions of the Company's Articles of Incorporation, the exercise of all or part of the aforementioned authorities.
2. The General Meeting resolved to amend articles 9 and 15 of the Company's Articles of Incorporation and to codify the Articles into a single text which shall contain the amendments to the above articles. The Board of Directors of the Company was authorised to proceed to all related action and to submit certified copies of the codified Articles of Incorporation to the Ministry of Development.

ANNOUNCEMENT

Convocation of an Extraordinary General Meeting on 28/12/2005 to approve the issue of a common bond loan.

The Board of Directors of the Company resolved to convoke an Extraordinary General Meeting of the Shareholders on 28 December 2007, to be held at the Company's headquarters, in order to adopt a resolution on the issue of a common Bond Loan in accordance with Law 3156/2003, for a total amount up to fifteen million

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Euro (€15,000,000), for the purpose of refinancing part of the credits currently extended to the Company and long-term requirements in working capital.
The specific terms of the loan shall be determined by the Board of Directors in line with the resolution to be adopted by the Extraordinary General Meeting.