

**MYTILINEOS HOLDINGS S.A.**  
**General Commercial Register (GEMI) No.: 757001000**  
**ANNOUNCEMENT**  
Notification of the resolutions of the  
27<sup>th</sup> Annual General Meeting of the Shareholders on 01<sup>st</sup> June 2017

MYTILINEOS HOLDINGS S.A. announces that the 27<sup>th</sup> Annual General Meeting of the Company's Shareholders was held on 1<sup>st</sup> June 2017 in the Conference Hall located in the offices of the Company's establishment in the Municipality of Maroussi, Attica (8 Artemidos Street), and was attended in conformity with the law by shareholders attending either in person or by proxy, representing 79.908.063 shares, i.e. 68.35% of the Company's paid –up share capital with right to vote. The Meeting deliberated on the items on the Agenda and, after a vote taken as provided for by the law, resolved as follows:

1. With valid votes cast representing 68.09% of the paid-up share capital with the right to vote, and with 296,058 of the attending and represented shares abstaining from the vote, the Shareholders unanimously approved Item 1 on the Agenda concerning the submission and approval of the Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2016 to 31.12.2016, the relevant Board of Directors' and Independent Auditor's reports, and the Statement of Corporate Governance in accordance with Article 43bb of Codified Law (C.L.) 2190/1920.
2. With valid votes cast representing 68.09% of the paid-up share capital with the right to vote, and with 296,058 of the attending and represented shares abstaining from the vote, the Shareholders approved by an absolute majority of 98.5% Item 2 on the Agenda concerning the discharging of the Members of the Board of Directors, the Company's Auditors and the signatories of the Company's financial statements from any liability for damages for activities during the fiscal year 2016.
3. With valid votes cast representing 68.35% of the paid-up share capital with the right to vote the Shareholders unanimously approved Item 3 on 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 Paleo Faliro (56 Zefyrou Ave.) and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 127, with an annual fee of three hundred and twenty five thousand Euros (€325,000) plus VAT and expenses, in accordance with the relevant offer submitted by the auditing firm to the Company. In order to issue the

Annual Tax Certificate, the fee of the above auditing firm will amount to two hundred and fifty two thousand Euros (€252,000) plus VAT.

4. With valid votes cast representing 68.35% of the paid-up share capital with the right to vote, the Shareholders approved by an absolute majority of 97% Item 4 on the Agenda concerning the approval of the fees of the members of the Company's Board of Directors for the accounting period from 01.01.2016 to 31.12.2016, and the pre-approval of their fees for the current accounting period.
5. With valid votes cast representing 68.35% of the paid-up share capital with the right to vote, the Shareholders unanimously approved Item 5 on the Agenda concerning the approval of contracts as per article 23(a) of C.L. 2190/1920.
6. With valid votes cast representing 68.35% of the paid-up share capital with the right to vote, the Shareholders approved by an absolute majority of 85.6% Item 6 on the Agenda concerning the election of members of the Board of Directors. More specifically, the following persons were elected as members of the Board of Directors: Mr. Evangelos Mytilineos, father's name Georgios; Mr. Ioannis Mytilineos, father's name Georgios; Mr. Georgios-Fanourios Kontouzoglou, father's name Stamatios; Ms. Sofia Daskalaki, father's name Georgios; Mr. Wade Burton, father's name Robert; Mr. Apostolos Georgiadis, father's name Stavros and Mr. Christos Zerefos, father's name Stylianos. In accordance with article 3 par. 1 of Law 3016/2002 on corporate governance, the General Meeting, as the competent body, appointed Messrs Apostolos Georgiadis and Christos Zerefos as Independent Members.
7. With valid votes cast representing 68.35% of the paid-up share capital with the right to vote, the Shareholders unanimously approved Item 7 on the Agenda, concerning the granting of permission in accordance with article 23 par. 1 of C.L. 2190/1920 to the Members of the Board of Directors and to the Managers (Executives) of the Company to participate in the Board of Directors or in the management of Group Companies that pursue the same or similar purposes.
8. With valid votes cast representing 68.35% of the paid-up share capital with the right to vote, the Shareholders approved by an absolute majority of 96.3% Item 8 on the Agenda, concerning the appointment of Mr. Konstantinos Kotsilinis, business consultant and member of the Institute of Certified Public Accountants of Greece, who fulfills the provisions relating to impartiality laid out in Article 4 of Law 3016/2002 "Regarding corporate governance, payroll issues and other provisions", as a Member of

the Audit Committee, replacing the member of the Audit Committee, Ms. Sofia Daskalaki. Therefore, the Audit Committee is formed by the independent members of the Board of Directors, Messrs. Georgiadis and Zerefos and Mr. Kotsilinis.

9. With valid votes cast representing 68.35% of the paid-up share capital with the right to vote, the Shareholders unanimously approved Item 9 on the Agenda, concerning the approval of: a) the Draft Merger Agreement 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.” in its entirety and without any amendments, and b) the Board of Directors’ explanatory report on the aforementioned Draft Merger Agreement in its entirety and without any amendments.
10. With valid votes cast representing 68.35% of the paid-up share capital with the right to vote, the Shareholders unanimously approved Item 10 on the Agenda, concerning the approval of A) the Merger by way of absorption 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.” by the Company pursuant to the provisions of article 68, para. 2, and articles 69-77 of Codified Law 2190/1920 in conjunction with the provisions, conditions and waivers set out in Law 4172/2013 as applicable, and in particular art. 54 thereof, article 61 of Law 4438/2016 and the commercial legislation in general with transformation date as of 31.12.2016 , B) and the entirety of the acts and actions that were conducted by the Board of Directors of the Company and the individuals that it had authorized for the purpose of completing the Merger, and C) authorized Messrs. I.Kalafatas and E.Karaindros, acting together as a pair on behalf of the Company to ensure the implementation of this decision and to proceed with any action necessary for the completion of the Merger, including the drafting and signing, together with the Absorbed companies, of the final agreement for the merger by absorption, as well as any other document that is required in order to ensure compliance with the requirements stipulated by the law regarding publicity formalities and registration formalities in order to finalize the Merger.
11. With valid votes cast representing 68.35% of the paid-up share capital with the right to vote, the Shareholders unanimously approved Item 11 on the Agenda, concerning the

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) by 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. Furthermore, the Shareholders approved the amendment of Article 5 of the Company's Articles of Association and authorized the Board of Directors to regulate all of the relevant procedural issues for the implementation of this decision.

12. With valid votes cast representing 68.35% of the paid-up share capital with the right to vote, the Shareholders unanimously approved Item 12 on the Agenda, concerning the amendment of Article 2 of the Company's Articles of Association regarding the corporate purpose, and authorized the Board of Directors to regulate all of the relevant procedural issues for the implementation of this decision.
13. With regard to Item 13 on the Agenda, the Chairman of the General Meeting informed the Shareholders of the course of affairs of the Company, its subsidiaries and its affiliated companies. This was followed by an interactive discussion between the Shareholders and the Chairman of the General Meeting regarding the Group's results and prospects.