

**MYTILINEOS HOLDINGS S.A.**

**General Commercial Register (GEMI) No.: 757001000**

**ANNOUNCEMENT**

Notification of the resolutions of the

26<sup>th</sup> Annual General Meeting of the Shareholders of 11 May 2016

MYTILINEOS HOLDINGS S.A. announces that the 26<sup>th</sup> Annual General Meeting of the Company's Shareholders was held on 11 May 2016 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 155 shareholders attending either in person or by proxy and representing 55,142,278 shares, i.e. 47.16% 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 case representing 46.97% of the paid-up share capital with right to vote and with 227,258 shares attending and represented abstaining from the vote, the Meeting approved unanimously Item 1 on the Agenda concerning the submission and approval of the Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2015 to 31.12.2015, of the relevant Board of Directors' and Independent Auditor's reports, and of the Statement of Corporate Governance in accordance with article 43(a) par.3 item (d) of Codified Law (C.L.) 2190/1920.
2. With valid votes case representing 46.97% of the paid-up share capital with right to vote and with 227,258 shares attending and represented abstaining from the vote, the Meeting approved unanimously Item 2 on 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 31.12.2015.
3. With valid votes case representing 45.34% of the paid-up share capital with right to vote and with 2,135,554 shares attending and represented abstaining from the vote, the Meeting approved by absolute majority, i.e. by 80.42% of the shares attending and represented 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. The General Meeting also authorized the Board of Directors to proceed to

a final agreement with the Auditing Firm regarding the latter's fee for the audit assigned to it of the current accounting period, which in any case shall not exceed the amount of eighty-nine thousand nine hundred and seventy-one euro (89,971.00€) exclusive of VAT and expenses, in accordance with the relevant offer which the above firm has submitted to the Company.

4. With valid votes case representing 47.16% of the paid-up share capital with right to vote, the Meeting approved unanimously 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 01.01.2015 to 31.12.2015, and the pre-approval of their fees for the current accounting period.
5. With valid votes case representing 47.16% of the paid-up share capital with right to vote, the Meeting approved unanimously Item 5 on the Agenda concerning the approval of contracts as per article 23(a) of C.L. 2190/1920.
6. With valid votes case representing 47.16% of the paid-up share capital with right to vote, the Meeting approved unanimously Item 6 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 Boards of Directors or in the direction of Group Companies pursuing the same or similar objects.
7. With regard to Item 7 on the Agenda, the Chairman of the General Meeting informed the Shareholders of the course of affairs of the Company and of its subsidiaries and affiliates. This was followed by discussion and the exchange of views between the Shareholders and the Chair regarding the Group's results and prospects.