

DRAFT RESOLUTIONS
OF THE
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF MYTILINEOS HOLDINGS S.A.

of 18 July 2011

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

Taking the floor, the Chairman of the General Meeting proposed the election of a new Board of Directors of the Company with the addition of two new members, namely Mr Ioannis Dimou, Chief Executive Director – Group Finance & Operations, and Mrs Sophie Mytilineou-Daskalaki, Group Senior Communication Advisor.

Following a motion by its Chairman, the General Meeting elected unanimously as members of the Board of Directors the following persons:

1. Evangelos Mytilineos, father's name Georgios, Businessman, resident in 5-7 Patroklou Street, Amaroussion, Attica, born in Athens in 1954, holder of Police Identity Card No. AB 649316 issued by the Psychiko Security Section on 30.11.2006, registered with the Psychiko Tax Authority Office (DOY) under Tax Registration Number (AFM) 15250950;
2. Ioannis Mytilineos, father's name Georgios, Civil Engineer, resident in 5-7 Patroklou Street, Amaroussion, Attica, born in Athens in 1955, holder of Police Identity Card No. Σ 649316 issued by the Erythrea Police Station on 2.4.1998, registered with the Athens H Tax Authority Office (DOY) under Tax Registration Number (AFM) 14950864;
3. Georgios-Fanarios, father's name Stamatios, Economist, resident in 5-7 Patroklou Street, Amaroussion, Attica, born in Athens in 1946, holder of Police Identity Card No. Π 649316 issued by the Psychiko Police Station on 26.2.1991, registered with the Psychiko Tax Authority Office (DOY) under Tax Registration Number (AFM) 002701137;

4. Sophie Daskalaki née Mytilineou, father's name Georgios, Business Consultant, resident in 4 Dryadon Street, Paleo Psychiko, Attica, born in Buenos Aires, Argentina in 1953, holder of Police Identity Card No. AB 340398 issued by the Filothei Security Section on 03.10.2006, registered with the Psychiko Tax Authority Office (DOY) under Tax Registration Number (AFM) 067375719;
5. Ioannis Dimou, father's name Christos, Economist, resident in 13 Messolongiou Street, Amaroussion, born in Chalkida in 1960, holder of Police Identity Card No. P 104717 issued by the Amaroussion Security Section, registered with the Amaroussion Tax Authority Office (DOY) under Tax Registration Number (AFM) 032282576;
6. Nikolaos Mousas, father's name Dimosthenis, Lawyer, resident in 4 Distomou Street, Filothei, Attica, born in Athens in 1962, holder of Police Identity Card No. Σ 095216 issued by the Psychiko Police Station on 16.04.1996, registered with the Athens KA Tax Authority Office (DOY) under Tax Registration Number (AFM) 042191127;
7. Christos Diamantopoulos, father's name Panagiotis, University Professor, resident in 2 Gounari Street, Kifissia, Attica, born in Athens in 1950, holder of Police Identity Card No. X 679216 issued by the Kifissia Security Section on 13.10.2004, registered with the Kifissia Tax Authority Office (DOY) under Tax Registration Number (AFM) 042311062;
8. Apostolos Georgiadis, father's name Stavros, University Professor, resident in 35 Omirou Street, Athens, born in Kalamata, Messinia in 1935, holder of Police Identity Card No. N 086522 by the Athens KD Security Branch on 13.1.1986, registered with the Psychiko Tax Authority Office (DOY) under Tax Registration Number (AFM) 005631591;
9. Dimitrios Daskalopoulos, father's name Aristidis, Businessman, resident in 50 Esperou Street, Kifissia, Attica, born in Athens in 1957, holder of Police Identity Card No. M 289326 issued by the Kifissia Security Branch in 1980, registered with the Kifissia Tax Authority Office (DOY) under Tax Registration Number (AFM) 015207892;
10. Christos Zerefos, father's name Stylianos, Academician, Professor of Atmospheric Physics in the University of Athens, resident in 16 Themistokleous Street, Drafi, Penteli, born in Cairo, Egypt in 1943, holder of Police Identity Card No. Α 003856 issued by the Athens ID Security Branch in 1979, registered

with the Pallini Tax Authority Office (DOY) under Tax Registration Number (AFM) 012242342; and

11. Michael Chandris, father's name Dimitrios, Chairman of the Board of Directors of CHANDRIS England Ltd, resident in 3 Lykeiou Street, Athens, born in London, England in 1951, holder of Greek Passport No. AB 1674168 issued on 25.10.2006, registered with the Tax Authority Office (DOY) for Persons Residing Abroad under Tax Registration Number (AFM) 016714746.

According to article 3 par. 1 of Law 3016/2022 on Corporate Governance, the General Meeting is body competent to appoint the independent members of the Board of Directors. Pursuant to this, it was unanimously resolved to appoint Messrs Christos P. Diamantopoulos, Apostolos S. Georgiadis, Dimitrios A. Daskalopoulos, Christos S. Zerefos and Michael D. Chanrdris as independent members.

According to article 19 par. 2 of the Company's Articles of Association, the term of the new Board of Directors is set to four (4) years. This term is extended until the first Ordinary General Meeting held after its expiry and cannot exceed five (5) years.

Item 2: Miscellaneous items – Announcements

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Following the above and as there are no other items on the agenda, the Meeting was adjourned.

THE CHAIRMAN

THE SECRETARY
