

INVITATION

Of the Shareholders of the Corporation (Société Anonyme Company)

MYTILINEOS HOLDINGS S.A.

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

To a Regular 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 15 April 2011, invites the Shareholders of the Company to a Regular General Meeting to be held at 12:00 hours of Tuesday 10 May 2011 in the Assembly Hall of the Company's premises 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 Monday 23 May 2011, and to a 2nd Repeat General Meeting to be held at 12:00 hours of Friday 3 June 2011, both Repeat Meetings to be held at the same venue as above mentioned.

AGENDA

1. Submission for approval of the Individual and Consolidated Financial Statements for the accounting period from 01.01.2010 to 31.12.2010, of the relevant Board of Directors' and Independent Auditor's reports, and of the Statement of Corporate Governance in accordance with article 43a par. 3 item (d) of Codified Law (C.L.) 2190/1920.
2. Recommendation by the Board of Directors and adoption of resolution concerning the non-distribution of dividend from the results of the accounting period from 01.01.2010 to 31.12.2010.
3. 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 31.12.2010.

4. Election of regular and alternate Independent Auditors for the current accounting period, and determination of their fee.
5. Approval of the fees of the members of the Company's Board of Directors for the accounting period from 01.01.2010 to 31.12.2010, and pre-approval of their fees for the current accounting period.
6. Approval of contracts in accordance with article 23(a) of C.L. 2190/1920.
7. Adoption of resolution and granting of approval concerning the decrease of the Company's share capital by six million thirty thousand four hundred and ten Euro and eighty-six cents (€6,030,410.86) due to cancellation of five million six hundred and thirty-five thousand eight hundred and ninety-eight (5,635,898) own registered shares in accordance with article 16 par. 12 of C.L. 2190/1920, as in force prior to its amendment by Law 3604/2008, with corresponding amendment of article 5 par. 1 of the Company's Articles of Association. Granting of authorisation to the Board of Directors.
8. Adoption of resolution and granting of approval concerning the increase of the Company's share capital by five million nine hundred and fifty-seven thousand one hundred and forty-one Euro and fifty-four cents (€5,957,141.54) by capitalisation of reserves against the issue of five million five hundred and sixty-seven thousand four hundred and twenty-two (5,567,422) new registered shares, with corresponding amendment of article 5 par. 1 of the Company's Articles of Association. Granting of authorisation to the Board of Directors.
9. Adoption of resolution and granting of approval concerning the extension of the Company's object, with corresponding amendment of article 2 of the Company's Articles of Association.
10. Adoption of resolution and granting of approval concerning the increase of the maximum and minimum number and the decrease of the term of office of the members of the Company's Board of Directors, with corresponding amendment of article 19 of the Company's Articles of Association.
11. Adoption of resolution and granting of approval concerning the recasting, with corresponding amendment, of article 11 of the Company's Articles of Association.

12. Adoption of resolution and granting of approval concerning the amendment of the following articles of the Company's Articles of Association in accordance with Law 3884/2010:

- i. Amendment of article 8 of the Company's Articles of Association on minority rights;
- ii. Amendment of article 12 on the participation of shareholders in the General Meeting.
- iii. Amendment of article 13 on the list of shareholders with right to vote;
- iv. Amendment of article 14 par. 2 on the time for holding Repeat General Meetings without publication of a new invitation;
- v. Amendment of article 15 par. 3 on the time for holding Repeat General Meetings without publication of a new invitation;
- vi. Amendment of article 18 on the resolution regarding the release of members of the Board of Directors and of the Independent Auditors.

13. Miscellaneous items – Announcements concerning the progress of the Company and of its subsidiaries and affiliated companies.

In accordance with article 26 par. 2(b) and article 28(a) of 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. Right to participate in the General Meeting

Eligible to participate and vote in the General meeting are only the individuals or legal entities appearing as shareholders of the Company in the Dematerialised Securities file of the Company, kept electronically with the company "HELLENIC EXCHANGE HOLDING, CLEARING, SETTOLEMENT & REGISTRY S.A." (HELEX) on the start of the fifth (5th) day before the date set for the General Meeting, i.e. of 5 May 2011 (record date). The relevant certificate issued by HELEX in writing as evidence of shareholder capacity must be received by the Company no later than the third (3rd) day before the date set for the General Meeting, i.e. by 7 May 2011. Shareholders who are legal entities 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 23 May 2011 and 3 June 2011, respectively, is subject to the same formal requirements. The status of shareholder must exist at the start of the day of 19 May 2011 for the 1st Repeat General Meeting, and at the start of the day of 30 May 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 the Repeat General Meetings). The relevant certificate issued by HELEX in writing as proof of 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 20 May 2001 and by 31st May 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 rights in question does not require blocking of the shares held by the beneficiary nor observance of any other procedure restricting the ability to sale and transfer these shares during the period of time between the record date and the date set for 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 in proxy. Each shareholder may appoint up to three (3) proxies. Legal entity participate in the General meeting by appointing up to three (3) natural persons as their proxies. Shareholders may obtain the sample of the plenipotentiary document for appointment of one or more 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. 210.6877939). Appointment and revocation of representatives shall be made in writing and 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 7 May 2011. The same deadline shall apply for the 1st and 2nd Repeat General

Meetings, therefore such notifications should be received by 20 May 2011 for the 1st Repeat General Meeting and by 31 May 2011 for the 2nd Repeat General Meeting.

The proxy of a shareholder is required to notify the Company prior to the General Meeting of any fact which may be of use to shareholders in assessing the risk of such proxy serving interests other than those of the shareholder concerned. 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; (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; (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. Shareholders representing one twentieth (1/20) of the Company's paid-up share capital may request the Board of Directors to include additional items on the Agenda for the General Meeting, following a relevant application which must be received by the Board of Directors at least fifteen (15) days before the date set for the General Meeting, i.e. by 25 April 2011. The application for including additional items on the Agenda shall be accompanied by a justification of reasons for it or by a draft resolution for approval by the General Meeting, and the revised Agenda shall be publicised in the same way as the original Agenda, thirteen (13) days before the date set for the General Meeting, i.e. on 27 April 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 in accordance with the provisions of article 27 par. 3 of C.L. 2190/1920.

- ii. Following an application submitted by shareholders representing one twentieth (1/20) of the Company's paid-up share capital, the Board of Directors shall make available to the shareholders, in accordance with the provisions of article 27 par. 3 of C.L. 2190/1920, at least six (6) days before the date set for the General Meeting, i.e. by 4 May 2011 at the latest, draft resolutions for the items included in the original or revised Agenda, provided that the corresponding application is received by the Board of Directors at least seven (7) days before the date set for the General Meeting, i.e. by 3 May 2011.
- iii. Following an application by any shareholder, such application to be submitted to the Company at least five (5) days before the date set for the General Meeting, i.e. by 5 May 2011, the Board of Directors is obliged to provide to the General Meeting the specific information applied for regarding Company affairs, to the extent to which these are of use in the actual assessment of the items on the Agenda. The Board of Directors may provide a single response to applications by shareholders having 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 sufficient grounds, which are recorded in the Minutes.
- iv. Following an application by shareholders representing one fifth (1/5) of the Company's paid-up share capital, such application to be submitted to the Company within at least five (5) full days before the date set for the General Meeting, i.e. by 4 May 2011, the Board of Directors is obliged to provide to the General Meeting information on the course of Company affairs and the status of the Company's assets. The Board of Directors may refuse to provide information on sufficient grounds, which are recorded 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.mytilneos.gr. The full text of the draft resolutions and of any documents provided for under article 27 par. 3(c) and 3(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, 15 April 2011

The Board of Directors

MYTILINEOS HOLDINGS S.A.