

The company has completed its group restructuring that followed its merger successfully. A significant part of this restructuring involved a complete review of the total governance framework; executive and board governance. This review has resulted in the company fully revising its board, its governance structure and related disclosure practices, with the aim of aligning with EU and international best practices. In this context, the Company is in the process of complying with the Greek code and best practice that calls for separation of Chair – CEO role. MYTILINEOS stands by this intention but given that 80% of the board's composition has been changed, in order to ensure a smooth transition from the old to the new board, Mr. Mytilineos will remain in the dual role during this interim period to familiarise the new Board with the new structures that have been put in place. Following the transition phase, we intend to announce the split of these roles by the 2019 AGM.

Additionally a new company Secretary will be appointed to support and provide advice on corporate governance matters. In addition, and in compliance with international best practice, and at the request of our institutional investors, the Company will be appointing a Lead Independent Director who will be available to engage with our investors and be the voice of the Board on governance related matters. We intend to announce this appointment after the new Board has been elected at the AGM.

Non-exec board member nomination process

(1/2)

Overview

Soon after the merger Mytilineos S.A. evaluated its board structure taking into account best corporate governance practices. In considering the new structure of the board Mytilineos S.A. set for maximizing independence and strengthening board capabilities and practices by attracting members that collectively could bring the functional and industry competences required to tackle its business development challenges going forward.

Mytilineos S.A. pursues the optimum diversity of skills, views, competences, knowledge, qualifications, and experience, including gender in the composition of the board.

Support and assistance was provided by Egon Zehnder who advised on the process of identifying needs, candidate assessment and selection of directors.

Selection and assessment process

The process of need identification involved profiling of the required board's skill set and projected needs, key competencies functional skill sets and industry backgrounds were defined, role specification was prepared and search strategy was defined. The identification of potential candidates included individual early due diligence and background checks in order to prepare a list of candidates to be interviewed by Mytilineos.

Core competencies used for assessing all individual directors are:

Board results orientation

- Is focused on improving long-term shareholder value
- Challenges on current strategy and can draw on personal experience to suggest alternatives

Strategic orientation

- Contributes to the shaping and evolution of corporate strategy by raising strategic issues
- Assists in its implementation by providing relevant advice and Counsel

Non-exec board member nomination process

(2/2)

- Articulates long-term market opportunities and Threats
- Meaningfully contributes to the evaluation of strategic options and plans in that context

Collaboration & influencing

- Open to being challenged and willing to participate in robust and rigorous debate to arrive at new solutions
- Promotes collaboration and works to eliminate polarising factions
- Actively engages in collaborative behaviour and shares knowledge and experience and seeks views of others.

Independence & integrity

- Willing to take, principled action, with personal risk, if it is for the ultimate good of the company
- Demonstrates courage to take a stand challenging others' views for the good of the organization
- Acts in line with his/her own beliefs and values

Additional Selection Criteria

In addition to the Key Competencies, we looked for the following experiences, skills and qualities so that the board is credible and knowledgeable with sufficient business acumen, able to properly evaluate corporate performance and support management, assess the need for, the direction and the speed of change:

- Understanding of Finance, Strategy, Technology, Marketing, General Management and International Know-how
- Integrity, Accountability, Judgement, Confidence, Incisiveness
- Diversity in Age, Gender and Professional Experience

Nomination and appointment

Mytilineos has reviewed potential conflicts of interests of the nominees and has come to the conclusion that no material conflicts exist.

Final nominee list is provided unbundled to the general meeting of shareholders for approval. Elect board members serve a term of four years.

	Business Leadership	Finance	Board Experience	Int'l Exposure	Sector Knowledge	Academia	Capital Markets	Age	Gender
Evangelos Mytilineos	✓	✓	✓	✓	metallurgy, power and gas, EPC		✓	64	M
Spyridon Kasdas	✓		✓	✓	metallurgy,mining			72	M
Evangelos Chrysafis			✓		legal & regulatory, energy			55	M
Dimitris Papadopoulos	✓	✓	✓		banking, investments		✓	56	M
Panagiota Antonakou	✓			✓	IT, marketing			44	F
George Chryssikos	✓	✓	✓		real estate, investments		✓	45	M
Emmanouil Kakaras			✓	✓	energy	✓		56	M
Konstantina Mavraki	✓	✓		✓	finance, commodities		✓	42	F
Ioannis Petrides	✓	✓	✓	✓	fast moving consumer goods		✓	60	M
Alexios Pilavios		✓	✓		banking, regulatory, asset management		✓	65	M
Christos Zerefos				✓	environment, climate change	✓		75	M

Evangelos Mytilineos



Mr Mytilineos is the chairman and managing director of MYTILINEOS S.A., one of Greece's leading industrial groups.

Born in Athens in 1954, Mr Mytilineos holds a BSc in economics from the University of Athens and an MSc in economics from the London School of Economics.

In 1978 he took over the family business, which was founded in 1908 and represented metal and steel product manufacturers. In 1990 he established MYTILINEOS Holdings Group, which is today the leading private group in power and gas, metallurgy and mining, and EPC projects, with a turnover in 2017 of more than USD 2 billion and 2,700 employees.

In 1998, MYTILINEOS Holdings acquired the majority shareholding of the metal construction company METKA S.A, and turned it to an internationally established EPC contractor and industrial manufacturing group, with dynamic EPC portfolio in Europe, Middle East and Africa. Six years later, in 2005, the group acquired Aluminium of Greece, the largest fully vertically integrated producer of alumina and aluminium in Europe.

In the early 2000s, MYTILINEOS SA entered the energy sector, and in a little bit more than a decade has become the 2nd largest power producer in Greece, following the Public Power Corporation, with Protergia as the Group's flagship company which, since 2014, is dynamically active in the retail energy market.

In 2010, the Group joined forces with Motor Oil, one of the leading Greek petroleum refining companies. Together they established M&M Gas S.A., a company that engages in the supply and trading of natural gas and has paved the way for the liberalisation of the domestic natural gas market.

In 2017, he completed a major corporate action, merging all major subsidiaries into MYTILINEOS S.A..

Spiros (Spyridon) Kasdas



Born in Alexandria, Egypt in 1946. He has graduated from the National Polytechnic School of Athens with a degree in Mechanical and Electrical Engineering. He is Chairman of the mining company Delphi - Distomon, owned by Mytilineos SA and member of the board of directors of the SEV's Business Council for Sustainable Development.

During his 48 years professional career in the international aluminium industry, he has served as plant manager of the alumina refinery and aluminium smelter of Aluminium of Greece SA, as smelting research manager for the French industrial group Pechiney, as CEO of the Australian aluminium smelting company Tomago, as Vice President Technology and member of the Primary Executive Committee of the French group Pechiney and later on of the Canadian group Alcan. When in 2005, the group Mytilineos acquired Aluminium of Greece SA, Spiros Kasdas returned to Greece and served as CEO and later on as Chairman of the company until its absorption by Mytilineos in 2017.

Evangelos Chrisafis



Evangelos Chrisafis is a lawyer and holds a degree from the Law School of the Aristotle University of Thessaloniki.

He has been the General Manager of Legal and Regulatory Affairs at MYTILINEOS SA, since 2009.

He is a member of the Board of Directors of GOLDEN SOLAR SA and Member of the Board of Directors of the Hellenic Association of Independent Power Producers.

He was also member of the Board of Directors of ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME and member of the Board of Directors of PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME.

Born in 1963, he enrolled as a lawyer in the registers of the Thessaloniki Bar in 1989.

By actively practicing law, he gained international experience in all aspects of International and European Economic Law with a particular emphasis on Competition and State Aid Law and Regulatory Markets Law. Furthermore, he has a wide experience in energy issues thanks to his rich consulting activity and law practice over the last 20 years.

He speaks English and German.

He is married and has two children.

Dimitris Papadopoulos



Mr. Papadopoulos serves as General Manager of Investor Relations and Corporate Governance and is a member of the Executive Committee of Mytilineos Group. He joined Mytilineos Group in 2005 and served as a member of the Board of Directors of Aluminium of Greece SA when acquired by Mytilineos Group.

Mr. Papadopoulos is currently member of the Board of Directors and member of the Investment Committee of GRIVALIA PROPERTIES, and member of the Board of Directors of M&M GAS and PRAKTIKER HELLAS .

He started his career in 1988 in the Banking sector, as Capital Markets executive at the Hellenic Bank for Industrial Development (ETVA). He spent 7 years at SOCIETE GENERALE BANK in Greece, where he served as Greek Head of Investment Banking and then Private Banking, before moving to SIGMA SECURITIES (later PIRAEUS SECURITIES) in 1996, to head the company's Business Development and Corporate Finance activities. In 2000 was appointed as CEO and Executive Vice-President of the INVESTMENT BANK of GREECE (IBG), a startup financial institution later merged into Marfin Bank. Before joining Mytilineos Group in 2005, was CEO of the newly formed REIT of the Hellenic Real Estate Company (KED) the real estate holding company of the Greek State.

He has been a director of a number of companies and member of Investment Committees.

He is 56 years old and holds a BA degree in Economics from the George Washington University, Washington D.C. (USA) and an MBA degree in Finance from the American University, Washington D.C. (USA).

Peggy (Panagiota) Antonakou



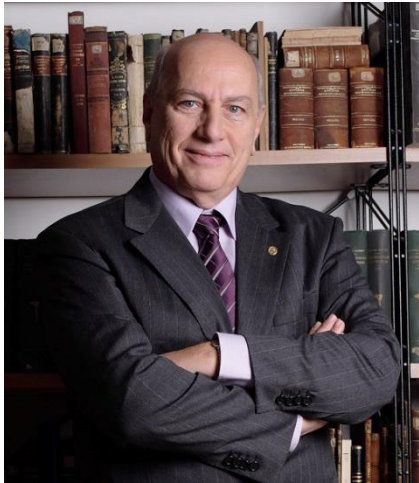
Peggy Antonakou is the CEO of Microsoft Greece, Cyprus & Malta. She has deep experience in the fields of Marketing and General Management, having held key positions both in Europe and the USA. She joined Microsoft in February 2012 as a Sales Director and took over the leadership of the company as the General Manager in November of the same year. She later assumed expanded responsibility as the CEO for Greece, Cyprus and Malta. During her tenure, Greece was awarded as Best subsidiary in the world amongst countries of relevant size.

She joined Microsoft, from DELL S.A, where she held the position of General Manager of Consumer and SMB divisions for Southeastern Europe & Italy.

She first joined DELL in 2002, in the Marketing Department of the company's Headquarters in Austin, Texas USA. Peggy has previously held positions at General Motors USA και Opel Bank GMBH.

Ms. Antonakou was born in 1974 in Athens. She holds a BSc in Business Administration from the University of Piraeus and an MBA from the University of Michigan.

Christos Zerefos



Born in 1943 in Cairo, Egypt, Christos Zerefos graduated from the Department of Physics of the University of Athens, and has carried out post-doctoral studies and research in the US and in Greece. Honorary Professor of Atmospheric Physics in the University of Thessaloniki and Emeritus in Athens, and Visiting Professor at the Universities of Boston, Minnesota and Oslo. Member of the Academy of Athens, the Norwegian Academy of Sciences and Letters, Academia Europaea, the Russian Academy of Natural Sciences, the European Academy of Sciences and other Academies and international scientific institutions. He has been known for his research in ozone, UV, ozone-climate interactions and climate extreme events. His research led to important contributions to international agreements such as the Montreal Protocol. Has served as President, Secretary and Member of numerous international societies and committees.

In the past 20 years has acted as author, contributor or reviewer in almost all WMO/UNEP Scientific Assessments of Ozone Depletion and reviewer in IPCC Aviation and extreme events reports (1998 and 2013). Award Certificate and Letter from UNEP and IPCC for substantial contribution to the reports of IPCC, which shared the 2007 Nobel Peace Prize with the former Vice President of USA, Al Gore (December 2007). For his career achievements received a number of global distinctions, awards and medals from WMO/UNEP and several scientific societies (e.g. the UNEP Global Ozone Award, the Blaise Pascal Medal, the European Academy of Sciences; the AGU Kaufman Award; the European and Balkan Physics Societies Award; the European Union Prize for Cultural Heritage-Europa Nostra Award and others). Has been decorated by the French Government as: “Commandeur dans l’ordre de Palmes académiques” and other international and national authorities. Has served as member of the European Economic and Social Committee which is consulting body of the European Union and as expert with the World Meteorological Organization and the EU Commission on Research.

Emmanouil Kakaras



Professor Emmanouil Kakaras has been Vice President and Head of Research & Development at Mitsubishi Hitachi Power Systems Europe GmbH since September 2012. His current R&D activities mainly focus on flexible operation of thermal plants, on fuel cells and electrolyzers, the development of large scale energy storage and the utilization of CO₂. Since January 1st 2018, he serves as Senior Vice President for Energy Solution and New Products.

Born in 1962, Mr. Kakaras first got his diploma in Mechanical Engineering at the National Technical University in Athens (NTUA), and then proceeded to get his PhD at the NTUA and at the Technical University Braunschweig in Germany. He continued his academic career in 1991 as a professor at the NTUA until 2012, when he left on a sabbatical leave. Since 2014 until today, he serves on a part-time basis at the NTUA. He has also been guest lecturer at the Universities of Warsaw and Tokyo. From 1999 to 2018, he has been the Director of the Centre of Research and Technology Hellas/Chemical Process and Energy Resources Institute (CERTH/CPERI).

Next to his involvement in academia and research, Emmanouil Kakaras was professionally active as an advisor of the European Commission and he has been appointed Executive Director of the Hellenic Association of Independent Power Producers from 2010 till 2012. Emmanouil Kakaras also has a keen interest in European affairs. He is the Vice Chairman of the Advisory Council of the European Technology Platform ETIP-SNET (European Technology & Innovation Platforms on Smart Networks for Energy Transition), member of the Coal Advisory Group of the European Commission and of the Advisory Council of the Technology Platform on Zero Emission Power Plants. From January 2013 to January 2018, he was President of the European Power Plant Suppliers Association (EPPSA) and he is member of the Board of Directors of EU Turbines.

Tina (Konstantina) Mavraki



Ms. Tina Mavraki is a Commodities and Finance Senior Manager with global experience. She started her career in 1998 and is based in London.

Most recently Ms. Mavraki served as Head of Financing for Gemcorp Commodities (2016-2018). She developed the commodity and merchant CFO, Treasury, Structuring and Investor Relations functions of the Group. Prior to that, she was Structured Finance Manager for Noble Group (2011-2016), originating investments globally. She was instrumental in building the Base Metals Division and she financed critical crude oil, LNG and coal projects for the Group. She ran her own FCA regulated consultancy practice (2008-2011), advising the Government of India and the State of Maharashtra on renewable energy policy and solar tariff setting.

Previously, Ms. Mavraki had a career in Investment Banking as Fixed Income Trader in London (1998-2007). She managed risk in the Euro and US\$ Markets for Citigroup. She expended her remit at Morgan Stanley to advise institutional and alternative investors on their market positioning, as well as European Central Banks on their annual debt issuance programmes and their strategic hedges.

Ms. Mavraki was born in 1977 in Athens. She holds a BA and MA in Philosophy Politics & Economics from the University of Oxford, and an MSc in Finance from the London Business School. She is a CFA Charter holder.

Ms. Mavraki founded UK Charity Hellenic Hope, making a lasting impact on thousands of children at risk in Greece.

Yiannis Petrides



Mr. Yiannis Petrides has been serving since 2013 as Chairman of the Supervisory Board of Rotterdam-based Refresco N.V., the world's largest independent producer of private label beverages with Revenues of around 4 billion euros and 60 manufacturing facilities in Europe, North America and Mexico. Yiannis led the listing of the Company in 2015 in the Amsterdam stock exchange. Until 2016, he also held the position of Chairman of the Board of Largo (parent of Wind Hellas Telecommunications), a major fixed, broadband and mobile telecommunications operator in Greece. Yiannis is currently also a Director on the Board of PUIG, a privately held global player in fashion and perfumes, which owns brands including Nina Ricci, Paco Rabanne, Carolina Herrera and Jean Paul Gaultier. He also serves as the Chairman of PUIG's Audit and Compliance Committee. During 2005-2014 he served as Vice-Chairman of the Board of Directors of the Campofrio Food Group, Europe's leader in the processed and packaged meat market which was listed on the Madrid stock exchange. During that time he served as the Chairman of Campofrio's Audit Committee as well as Chairman of the Strategy Committee.

Yiannis worked for 23 years with PepsiCo Inc. Between 2000-2010 he served as President - Europe for the Pepsi Bottling Group, significantly expanding the Group's presence in countries like Russia, Spain and Turkey through organic growth as well as strategic acquisitions, creating a 4 billion USD business with 20 manufacturing facilities and over 10000 employees. He was one of the founders of PBG, which was spun-off from PepsiCo and listed on NYSE in 1999. Prior to that, he held the position of President of PepsiCo Spain. He also served as President for PepsiCo Greece/Balkans and as well as in different Marketing and Franchise positions with the company in the Middle East – working across both Beverage and Food Divisions of PepsiCo.

Prior to PepsiCo, Yiannis worked with the Procter and Gamble Company in the Middle East and USA.

Born in 1958, he holds a Bachelors and Masters degree with Honours in Economics from Cambridge University and an MBA from the Harvard Business School. Yiannis is a native of Cyprus.

Alexios Pilavios



Mr. Alexios Pilavios is currently Non-Executive Chairman of Alpha Asset Management and Vice Chairman of ABC Factoring. He is also Chairman of the Athens Exchange Clearing House and member of the Board of Directors of the Hellenic Exchanges.

He has a deep experience in the fields of Banking, Asset Management and Capital Markets.

During his thirty-five year career, he held senior positions in the Greek financial sector. He was Chairman of the Hellenic Capital Markets Commission (2004-2009) and General Manager of Alpha Bank (Head of Wealth Management) and member of the Executive Committee (2009-2017).

Alexios has served also for numerous years as CEO of Alpha Investments and Alpha Asset Management (1992-2004), holding also the position of Chairman of the Association of Greek Institutional Investors (1996-2000).

Prior to his assignments with Alpha Bank he held senior positions with Ergo Bank, Commercial Bank of Greece and the National Investment Bank of Industrial Development (NIBID).

Born in 1953, Alexios graduated from the Athens College and holds a BSc (Econ) from the London School of Economics, a MSc in Economics from the University of Essex and a PhD in the Economics of Education from the London University Institute of Education.

George Chryssikos



George Chryssikos serves as Chief Executive Officer, Executive BoD member and Chairs the Investment Committee of Grivalia Properties. He joined the Company in early 2006 as Investment Manager & Investment Committee member and was elected in the BoD in 2007. In 2008, he assumed Managing Director's duties in the Company. He plays a leading role in the strategic planning of the Company and his contribution to the IPO and the Share Capital Increases of the Company, with most recent that of January 2014 has been crucial. Together with his team, George has so far completed real estate transactions of over €700mil., which involved acquisitions and disposals of assets in Greece and South-Eastern Europe, thus building up Grivalia Properties' portfolio.

George has founded Grivalia Hospitality platform to deploy capital in the very attractive high- end hospitality sector in Greece and abroad.

George is currently Non-Executive Director in the Boards of Eurobank Group, Mytilineos and Praktiker Hellas.

In the past George was Managing Director of Corporate Value Partners, CEO of DTZ in Greece, BoD advisor at Iaso Healthcare Group and Senior Associate in McKinsey & Co at the London Office specializing in private equity. He has also experience in the construction industry in Greece, having worked as Project manager for more than 2 years in a specialized construction company.

George was born in 1972 and holds an MBA in Corporate Finance & Strategy from Columbia Business School (NY), an MSc in Engineering & Construction Management from UC Berkeley (CA) and a MEng in Civil Engineering from National Technical University of Athens. He is a member of the Royal Institute of Chartered Surveyors (MRICS). In his younger age, George was a National Champion in sailing and member of the Greek National Sailing Team for many years.