

Draft Resolutions of the 29th Annual General Meeting
of the Shareholders of the Société Anonyme
MYTILINEOS HOLDINGS S.A. (the “Company”)
of 24.06.2019
General Commercial Register (GEMI) No.: 757001000

Item 1: Submission and approval of the annual and consolidated financial statements for the financial year 2018 (01.01.2018-31.12.2018), of the relevant Board of Directors’ and Statutory Auditor’s reports, and of the Statement of Corporate Governance.

The chairman of the general meeting reads to the shareholders the annual financial statements, as approved by the Company’s board of directors in its meeting of 27 March 2019, which in accordance with the law were posted on the Company’s website, www.mytilineos.gr, as well as on the website of the Athens Exchange. Their publication in General Commercial Register (GEMI) shall be made in accordance with article 149 paragraph 14 of law 4548/2018. The chairman of the general meeting then reads to the Shareholders the board of directors’ report to the Annual General Meeting on the Annual Financial Statements as at 31 December 2018, as the said Report was entered in the Minutes of the Board of Directors’ meeting of 27.03.2019, the Report (Certificate) of the Statutory Auditor of 27.03.2019, the Explanatory Report in accordance with article 4 of law 3556/2007 and the Statement of Corporate Governance in accordance with the provisions of codified law 2190/1920, as have been replaced since 01.01.2019 by the provisions of articles 152 and 153 of law 4548/2018.

In concluding the presentation of the annual financial statements for the financial year 2018 (01.01.2018 - 31.12.2018), of the relevant board of directors’ and statutory auditor’s reports, and of the statement of corporate governance, the chairman motions that the General Meeting approve these.

The regular General Meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with valid represented shares, approved by an absolute majority / unanimous vote the Annual Financial Statements, the Board of Directors’ Report, the Explanatory Report in accordance with article 4 of Law 3556/2007, the Report (Certificate) of the Certified Auditor-Accountant, and the Statement of Corporate Governance.

Item 2: Approval of the appropriation of the results for the financial year 2018 (01.01.2018 - 31.12.2018), distribution of dividend and payment of fees from the profits of the aforementioned accounting period.

The chairman of the general meeting referred to the unanimous proposal of the board of directors regarding the appropriation of the results for the financial year 2018 and, more specifically, to the following:

- (a) Distribution to the shareholders of the Company of a dividend in the amount of thirty-six eurocents (€0.36) per share; After deduction of 10% tax withholding, the net payable dividend per share amounts to three hundredths and twenty-four eurocents [€0.324]. As announced by the Company in the Financial Calendar 2019, the proposed coupon cut-off date is 26 June 2019 and the proposed date on which the beneficiaries will be determined is 27 June 2019, while payment of the dividend to the shareholders shall begin on 2 July 2019. Finally, it is proposed that the Board of Directors be authorised to see to all procedural matters

regarding the implementation of this resolution, including selection of the paying bank.

- (b) Payment to the members of the board of directors of the Company of a remuneration from the profits realised by the Company in the financial year 2018 (01.01.2018 - 31.12.2018), up to a total amount of six million and three hundred thousand euros (€6,300,000.00).

The regular General Meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with a majority of% of the shares represented approved by an absolute majority / unanimous vote, the distribution of dividend and payment to members of the Board of Directors of a remuneration from the profits as described above and authorised the Board of Directors to take all actions necessary in order to implement the present resolution, including those relating to the allocation of the respective amounts between the members of the board of directors of the Company and the determination of any other relevant terms regarding such payment.

Item 3: Approval of the overall management for the financial year 01.01.2018 – 31.12.2018 and discharge of the Statutory Auditors for the financial year 01.01.2018 – 31.12.2018.

The chairman invited the general meeting to approve the overall management of the Company as per in accordance with article 108 of law 4548/2018 for the financial year 2018 and to discharge the statutory auditors of the Company from any related liability for damages.

Thus, the General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, ie with valid votes to approve the overall management of the Company for the financial year 2018 (01.01.2018 - 31.12.2018) and to discharge of the statutory auditors of the Company from any liability for damages for the said fiscal year.

Item 4: Election of regular and alternate Statutory Auditors for the audit of the Financial Statements for the current financial year as per the IAS, and determination of their fee.

The chairman referred to the unanimous proposal of the board of directors, following a relevant suggestion by the Audit Committee to the board of directors, the regular audit of the Company's individual and consolidated financial statements for financial year 2019 (01.01.2019 - 31.12.2019) as well as the review of the interim financial statement for the period 01.01.2019 – 30.06.2019 to be assigned to the Auditing Firm GRANT THORNTON S.A., having its registered office in Paleo Faliro (56 Zefyrou Street) and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 127, for an annual fee of three hundred thousand and thirty-five Euro (€335,000) exclusive of V.A.T., in accordance with the relevant offer which the above auditing firm has submitted to the Company. For the issue of the Annual Tax Certificate, the fee of the above auditing firm amounts to two hundred thousand and fifty-five Euro (€255,000), exclusive of V.A.T.

Pursuant to the resolution of the Annual General Meeting of 07.06.2018, the above auditing firm had been appointed as Auditor for the financial year 2018, and its fee had been set to three hundred and twenty-five thousand Euro (€325,000) exclusive of V.A.T., for the regular audit of the Company's individual and consolidated financial statements. In addition, for the issue of the Annual Tax Certificate of the Company, it received a fee of two hundred and twenty-five thousand Euro (€252,000) exclusive

of V.A.T. Moreover, during from 01.01.2018 until 21.03.2019, apart from the regular audit and the tax certificate report, the above auditing firm provided non-audit consulting services for a total amount of fifty-seven thousand Euro (€57,000) exclusive of V.A.T., corresponding to 9.87% of the total fee it received for the financial year 2018.

Following a vote taken in conformity with the law, the General Meeting resolved, with a majority of represented shares and with represented shares abstaining from the vote, i.e. with a majority of% of the shares represented, to assign the regular audit of the Company's individual and consolidated financial statements for the current financial year and the review of the interim financial statements for the period 01.01.2019 – 30.06.2019 to the Auditing Firm GRANT THORNTON S.A., having its registered office in Paleo Faliro (56 Zefyrou Street) and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 127, for an annual fee of three hundred and thirty-five thousand Euro (€335,000) exclusive of V.A.T., in accordance with the relevant offer which the above auditing firm has submitted to the Company. For the issue of the Annual Tax Certificate of the Company, the fee of the above auditing firm is two hundred and fifty-five thousand Euro (€255,000), exclusive of V.A.T.

Item 5: Approval of the remuneration policy for the members of the board of directors of the Company.

The chairman referred to the unanimous proposal of the board of directors, following recommendation and suggestion to the board of directors by the Remuneration and Nomination Committee, which consists exclusively by independent non-executive members of the board of directors, the general meeting to approve the suggested remuneration policy of the Company, with a four-year validity period, to apply to the remuneration of all members of the board of directors, executives and non-executives, according to the specific provisions of articles 110 and 111 of law 4548/2018. The suggested remuneration policy meets fully the requirements of law 4548/2018, taking into account the requirements of institutional investors and international standards for corporate governance, including the British Corporate Governance Code. The remuneration policy aims to support the Company's strategy and mission to create value for the shareholders, the corporate partners, the employees and the Greek economy. The suggested remuneration policy contributes to the corporate strategy, the long-term interests and the sustainability of the Company by providing fair and adequate level of fixed remuneration, balancing short-term and long-term variable compensation depending on the role of each director, as well as by aligning the remuneration of the members of the board of directors with the long-term performance and sustainability of the Company and its shareholders. The entire text of the suggested remuneration policy is made available to the shareholders on the Company's website [<https://www.mytilineos.gr/en-us/general-meetings/of-mytilineos-shareholders>]. The chairman further motions to authorize the board of directors to administer and implement the remuneration policy, following at all times the relevant recommendations by the Remuneration and Nomination Committee of the Company.

Following the above, the General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, approved at majority/unanimously the remuneration policy as per articles 110 and 111 of law 4548/2018, with a four-year validity period. Further, the general meeting authorized the board of directors to administer and implement the approved remuneration policy as per above.

Item 6: Amendment of article 1 of the Company's articles of association – change of corporate name

The chairman motions to the general meeting, following relevant suggestion by the board of directors, to approve the change of the corporate name of the Company into "**MYTILINEOS S.A.**" and with distinctive title "**MYTILINEOS**".

Following the above, the General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, approved at majority/unanimously the change of the corporate name and distinctive title of the Company

Item 7: Adaptation of the Company's articles of association to the provisions of law 4548/2018 – Amendment, abolishment and renumbering of the Company's articles of association

The chairman referred to the introduction of the new law 4548/2018 "Reform of the law of societies anonymes", as in force and the need to amend the articles of association of the Company in order to adapt to the relevant provisions and of the new law 4548/2018. More specifically, the chairman motions the general meeting to approve the amendment, abolishment and renumbering of the Company's articles of association, to read as follows:

[full text of codified articles of association is provided as made available on the Company's website: <https://www.mytilineos.gr/en-us/general-meetings/of-mytilineos-shareholders>]

Note that an explanatory table of the suggested amendments is made available on the Company's website [<https://www.mytilineos.gr/en-us/general-meetings/of-mytilineos-shareholders>].

Following the above, the General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, approved at majority/unanimously the amendment, abolishment and renumbering of the Company's articles of association as per above.

Item 8: Approval of submission of applications for the inclusion under the provisions of development law 4399/2016 of investment plans relating to the alumina and aluminum production facilities at Agios Nikolaos, Viotias

The chairman referred to the contemplated investments that the Metallurgy Business Unit of the Company may launch within the years 2019-2020 in the course of its plan to modernize and improve the alumina and aluminum production facilities at Agios Nikolaos Viotias. These investments, of an aggregate estimated budget up to twenty five million euros (€25.000.000), provided that the competent corporate bodies resolve to proceed with implementation thereof, may be subjected to the aid schemes "Machinery" and/or "General Entrepreneurship", provided under investment law 4399/2016 and receive grant up to 25% of the eligible cost by way of tax exemption incentive. Following, the chairman motions the general meeting to approve submission of applications to include such investment plans under the investment law 4399/2016 and more specifically under the aid schemes "Machinery" and/or "General Entrepreneurship". The contemplated investments will be implanted at the Company's alumina and aluminum production facilities at Agios Nikolaos Viotias, with commencement of works within the years 2019-2020 and estimated time for completion within three (3) years and aggregate budget up to twenty five million euros (€25.000.000). The investment plans may be funded by way of long-

term loans, even up to 100% of the eligible investment costs, at the board of directors' option, which if further suggested to be authorized to proceed with any necessary action relating to submission, supplement and administration of said applications under the investment law 4399/2016, as well as to represent the Company in respect thereof against any third party.

Following the above, the General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, approved at majority/unanimously the above.

Item 9: Approval of the establishment of a special reserve account using taxed reserves, for the purpose of covering the Company's own participation in the framework of the investment plan involving the construction of a wind park with an initial output capacity of 13.8 MW.

The chairman referred to the relevant resolution of the general meeting dated 07.06.2018 regarding establishment of a special reserve account in order for this amount to be used as the Company's own participation, as project owner of the construction of a wind park with an initial output capacity of 13.8 MW in the "Megalo Vouno - Anemomylos" locality of the Akraifnia Municipal Unit in the Municipality of Orchomenos, in the Regional Unit of Viotia (the "**Project**"), which is today in operating mode, in the course of such investment plan being included under the provisions of investment law 3908/2011. More specifically, the general meeting approved the establishment of a special reserve account with the transfer of an amount up to thirteen million four hundred and twenty five thousand Euro (€13,425,000) from retained earnings available as at 31.12.2107, in order for this amount to be used as the Company's own participation as the Project owner, and to cover at least 89.5% of the final approved cost of the investment, as this shall result following the audit and the completion of the investment plan in accordance with the provisions of law 3908/2011, as in force.

Following relevant proposal by the board of directors, the chairman informed the general meeting that on the approved and published financial statements of the previous and current corporate year "taxed reserves" amounts appear that are free to form new reserves and motions the general meeting to approve the establishment of the aforementioned special account up to thirteen million four hundred and twenty five thousand Euro (€13,425,000) by way of using existing taxed reserves.

Thus, the General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, approved the establishment of a special reserve account, with the transfer of an amount up to thirteen million four hundred and twenty-five thousand Euro (€13,425,000) from taxed reserves, as per the above.