

**MYTILINEOS HOLDINGS S.A.**

S.A. Register No. (ARMAE): 23103/06/B/90/26

**ANNOUNCEMENT**

Notification of the resolutions of the Annual General Meeting of the Shareholders  
of 8 May 2013

MYTILINEOS HOLDINGS S.A. announces that the Annual General Meeting of the Company's Shareholders was held on 8 May 2013 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 112 shareholders attending either in person or by proxy and representing 47,261,804 shares, i.e. 42.22% of the Company's paid-up share capital with right to vote. The Meeting deliberated on the items of the Agenda and, after a vote taken as provided for by the law, resolved as follows:

1. With 47,261,804 valid votes cast representing 42.22% of the paid-up share capital with right to vote, the Meeting approved unanimously, i.e. by 100% of the shares attending and represented, Item 1 of the Agenda concerning the submission and approval of the Company's Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2012 to 31.12.2012, 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 47,261,804 valid votes cast representing 42.22% of the paid-up share capital with right to vote, the Meeting approved unanimously, i.e. by 100% of the shares attending and represented, Item 2 of 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 31.12.2012.
3. With 47,191,259 valid votes cast representing 42.16% of the paid-up share capital with right to vote, and with 70,545 shares attending and represented abstaining from the vote, the General Meeting approved by absolute majority, i.e. by 99.0% of the shares attending and represented, Item 3 of 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 said Auditing Firm shall also issue the respective annual tax certificate, as provided for by article 82 par. 5 of Law 2238/1994. The General Meeting also authorised 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 for the current accounting period, which in any case shall not exceed the amount of ninety-nine thousand nine hundred and sixty-eight Euro (€99,968) exclusive of VAT and expenses, in accordance with the relevant offer which the above firm has submitted to the Company.

4. With 47,261,804 valid votes cast representing 42.22% of the paid-up share capital with right to vote, the General Meeting approved by absolute majority, i.e. by 99.9996% of the shares attending and represented, Item 4 of the Agenda concerning the approval of the fees of the members of the Company's Board of Directors for the accounting period from 01.01.2012 to 31.12.2012, and the pre-approval of their fees for the current accounting period.
5. With 46,903,261 valid votes cast representing 41.90% of the paid-up share capital with right to vote, and with 358,543 shares attending and represented abstaining from the vote, the General Meeting approved by absolute majority, i.e. by 89.30% of the shares attending and represented, Item 5 of the Agenda concerning the election of members of the Board of Directors, with the following persons elected as Board members: Mr Evangelos Mytilineos, father's name George; Mr Ioannis Mytilineos, father's name George, Vice-Chairman; Mr Georgios-Fanourios Kontouzoglou, father's name Stamatios, Executive Advisor; Ms Sophie Daskalaki, father's name George; Mr Ioannis Dimou, father's name Christos; Mr Christos Diamantopoulos, father's name Panayotis; Mr Apostolos Georgiadis, father's name Stavros; Mr Christos Zerefos, father's name Stylianos; and Mr Michael Chandris, father's name Dimitrios. In accordance with article 3 par. 1 of Law 3016/2002 on corporate governance, the General Meeting, as the competent body, appointed Messrs Diamantopoulos, Georgiadis, Zerefos and Chandris as Independent Members. The term of the new Board of Directors is set to four (4) years, is extended up to the first Annual General Meeting to be held after the said term has expired, and cannot exceed five years.
6. Regarding Item 6 of 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.