

## **INVITATION**

**of the Shareholders of the Corporation (Société Anonyme Company)**

**MYTILINEOS HOLDINGS S.A.**

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

**to the Annual General Meeting**

In accordance with the law and the Company's Articles of Association, the Board of Directors, pursuant to its resolution taken in its meeting of 8 April 2013, invites the Shareholders of the Company to the Annual General Meeting to be held at 12:00 hours of Wednesday 8 May 2013 in the offices of the Company's establishment in the Municipality of Maroussi, Attica (8 Artemidos Street), in the Basement Conference Hall. If the quorum required by the law is not established, the Board of Directors hereby invites the Shareholders of the Company to a 1<sup>st</sup> Repeat General Meeting to be held at 12:00 hours of Tuesday 21 May 2013, and to a 2<sup>nd</sup> Repeat General Meeting to be held at 12:00 hours of Tuesday 4 June 2013, both Repeat Meetings to be held at the same venue as above mentioned.

## **AGENDA**

1. Submission and approval of the 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. 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. Election of regular and alternate Independent Auditors for auditing the financial statements of the current accounting period in accordance with the IAS and for issuing the corresponding annual tax certificate, as provided for by article 82 par. 5 of Law 2238/1994, and determination of their fee.

4. 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 pre-approval of their fees for the current accounting period.
5. Election of new Board of Directors.
6. Miscellaneous items – Announcements concerning the course of the Company and of its subsidiaries and affiliates.

In accordance with article 26 par. 2(b) and article 28(a) of Codified Law (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. Eligibility for participation in the General Meeting**

Eligible to participate and vote in the General Meeting are only the natural or legal persons shown as shareholders of the Company in the Dematerialised Securities file, kept electronically with the company "HELLENIC EXCHANGE HOLDING, CLEARING, SETTLEMENT & REGISTRY S.A." (HELEX), on the start of the fifth (5<sup>th</sup>) day before the date set for the General Meeting, i.e. of 3 May 2013 (record date). Proof of shareholder status shall be established by direct electronic connection of the Company to the files of HELEX S.A. Shareholders who are legal persons must within the same deadline submit their legalisation documents in accordance with the law.

The participation of shareholders in the 1<sup>st</sup> and 2<sup>nd</sup> Repeat Meeting of 21 May 2013 and 4 June 2013, respectively, is subject to the same formal requirements. The status of shareholder must exist at the start of the day of 17 May 2013 for the 1<sup>st</sup> Repeat General Meeting and at the start of the day of 31 May 2013 for the 2<sup>nd</sup> Repeat General Meeting, i.e. at the start of the fourth (4<sup>th</sup>) day before the date set for the 1<sup>st</sup> and 2<sup>nd</sup> Repeat Meeting, respectively (record date for Repeat General Meetings). Proof of shareholder status for participation in these General Meetings shall again be established by direct electronic connection of the Company to the files of HELEX S.A. 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 with 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 said rights does not require the blocking of the shares of the beneficiary nor the observance of any other procedure restricting the ability to sell and transfer these during the period of time elapsing between the record date and the date of 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 through their lawfully authorised proxies. Each shareholder may appoint up to three (3) proxies. Legal persons participate in the General meeting by appointing up to three (3) natural persons as their proxies. Shareholders may obtain the model form of the plenipotentiary document for the appointment of proxies from the Company's website at [www.mytilineos.gr](http://www.mytilineos.gr) or in hardcopy from the Company's Shareholders & Corporate Announcements Department (5-7 Patroklou Street, Maroussi, Attica, tel. 210.6877476). Appointment and revocation of proxies shall be made in writing and shall be 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 5 May 2013. The same deadline shall apply for the 1<sup>st</sup> and 2<sup>nd</sup> Repeat General Meetings, therefore such notifications should be received by 18 May 2013 for the 1<sup>st</sup> Repeat General Meeting and by 1 June 2013 for the 2<sup>nd</sup> Repeat General Meeting.

A proxy acting on behalf of a shareholder is obliged to advise the Company prior to the commencement of the General Meeting of any fact which may be useful to the shareholders in assessing the risk of that proxy serving interests other than those of the shareholder being represented. A conflict of interests in accordance with the above may arise in particular when the proxy concerned: (a) is a shareholder exercising control over the Company or is another legal person or entity that is controlled by that shareholder; or (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; or (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. Minority rights of 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. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors is obliged to include additional items in the Agenda of the General Meeting, provided that the relevant request is received by the Board of Directors at least fifteen (15) days before the General Meeting, i.e. by 23 April 2013. The request for inclusion of additional items in the Agenda shall be accompanied by a justification of the reasons for it or by a draft resolution for approval by the General Meeting, and the revised agenda shall be publicised in the same manner as the previous agenda thirteen (13) days before the date of the General Meeting, i.e. by 25 April 2013, 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 and the other information stipulated by article 27 par. 3 of C.L. 2190/1920.
- ii. At the request of shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall make available to the shareholders, as stipulated by article 27 par. 3 of C.L. 2190/1920, at least six (6) days before the date of the General Meeting, i.e. by 2 May 2013, draft resolutions on items included in the original or revised agenda, provided that the relevant request is received by the Board of Directors at least seven (7) days before the date of the General Meeting, i.e. by 1 May 2013.
- iii. Following a request by any shareholder, which is submitted to the Company at least five (5) full days before the General Meeting, i.e. by 2 May 2013, the Board of Directors is obliged to provide to the General Meeting the specific information requested with respect to Company affairs, to the extent that these are useful in the actual assessment of the items on the agenda. The Board of Directors may provide a single response to applications by shareholders which have 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 substantial grounds, which are mentioned in the Minutes.

- iv. Following a request by shareholders representing one fifth (1/5) of the Company's paid-up share capital, which is submitted to the Company at least five (5) full days before the General Meeting, i.e. by 2 May 2013, the Board of Directors is obliged to provide to the General Meeting information on the course of Company affairs and the Company's financial situation. The Board of Directors may refuse to provide information on substantial grounds, which are mentioned in the Minutes.

Corresponding time-limits regarding the exercise of minority rights of 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 S.A. 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 proxies and the draft resolutions on the items of the agenda shall be available in electronic form from the Company's website, at [www.mytilineos.gr](http://www.mytilineos.gr).

The full text of the draft resolutions and of any documents provided for under article 27 par. 3 items (c) and (d) of C.L. 2190/1920 shall be supplied to shareholders upon request in hardcopy from the offices of the Company's Shareholders & Corporate Announcements Department (5-7 Patroklou St., Maroussi, Attica).

Maroussi, 8 April 2013

The Board of Directors

MYTILINEOS HOLDINGS S.A.