

**Draft Resolutions**  
**of the Annual General Meeting of the Shareholders**  
**of the Corporation (Société Anonyme Company)**  
**MYTILINEOS HOLDINGS S.A.**  
**Corporations Register No. (APMAE) 23103/06/B/90/26**  
**of 8 May 2013**  
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**Item 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.

The Chairman of the General Meeting read to the Shareholders the annual financial statements, as approved by the Company's Board of Directors in its meeting of 26 March 2013, which in accordance with the law were posted on the Company's website at [www.mytilineos.gr](http://www.mytilineos.gr) and published, together with the Auditor's Report, in the Government Gazette (Ministry of Development Notice of Registration K5-1251/05.04.13 and Duplicate Receipt 5580/26.03.13). The Chairman of the General Meeting then read to the Shareholders the Board of Directors' Report to the Annual General Meeting on the Annual Financial Statements as at 31 December 2012, as entered in the minutes of the Board of Directors' meeting of 26 March 2013, the Report (Certificate) of the Certified Auditor-Accountant of 26.03.2013, and the Certificate of Corporate Governance in accordance with article 43(a) par. 3 item (d) of C.L. 2190/1920.

In concluding the presentation 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 Auditor's Reports, and of the Certificate of Corporate Governance in accordance with article 43(a) par. 3 item (d) of C.L. 2190/1920, the Chairman presented a motion for their approval by the General Meeting.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares

represented, to approve the Individual and Consolidated Annual Financial Statements, the Board of Directors' and Auditor's Reports, and the Certificate of Corporate Governance in accordance with article 43(a) par. 3 item (d) of C.L. 2190/1920.

**Item 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.

The Chairman invited the General Meeting to approve the management of the accounting period ended on 31.12.2012 and to release the Members of the Board of Directors and the Auditors from any related liability for damages.

Following this, and after a vote taken in conformity with the law, the General Meeting resolved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares represented, to approve the management of the accounting period from 1.1.2012 to 31.12.2012 and to release of the Members of the Board of Directors and of the Company's Auditors from any liability for damages in connection with the management of the accounting period ended on 31.12.2012.

**Item 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.

The Chairman presented a motion for the assignment of the audit of the accounting period from 01.01.2013 to 31.12.2013 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. 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 Chairman also presented a motion for the General Meeting to authorise 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, and to also sent to the selected auditing firm the relevant written notification-instruction within five (5) days from that date of its election.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares represented, to assign 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 Street) 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, and to also sent to the selected auditing firm the relevant written notification-instruction within five (5) days from that date of its election.

**Item 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.

The Chairman initially informed the General Meeting that the fees of the members are distinguished between those paid to Executive and those paid to Non-Executive members and also include employment under labour contracts, in accordance with the relevant provision of article 23(a) and article 24 of C.L. 2190/1920; and that, especially in what regards Non-Executive members, any fee already paid or due for payment for the current accounting period in accordance with the relevant provisions of the Law on Corporate Governance is commensurate with the time contributed by the members for the meetings of the Board of Directors and for discharging the duties assigned to them. The Chairman then presented a motion for formal approval by the

General Meeting of the payment of the fees which had been pre-approved by last year's General Meeting as per the above distinctions to the members of the Board of Directors for the accounting period from 01.01.2012 to 31.12.2012, which stood at a total of five hundred and seventy-two thousand nine hundred and twelve Euro and sixty-eight cents (€572,912.68) gross or three hundred and sixty-five thousand five hundred and twenty seven Euro and twenty-nine cents (€365,527.29) net.

Following a vote taken in conformity with the law, the General Meeting approved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares represented, approved the fees paid to the members of the Company's Board of Directors during the previous accounting period ended on 31 December 2012 for services provided to the Company.

The Chairman then presented a motion for the increase of the fees of the members of the Company's Board of Directors by up to fifty thousand three hundred and thirty-three Euro and thirty-two cents (€50,333,32) for the current accounting period from 01.01.2013 to 31.12.2013, i.e. the payment of a proposed total amount up to six hundred and twenty-three thousand two hundred and forty-six Euro (€623,426.00) gross or three hundred and sixty-nine thousand four hundred and sixty Euro and twenty-three cents (€369,460.23) net.

Following a vote taken in conformity with the law, the General Meeting approved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares represented, the payment to the members of the Company's Board of Directors of the Company, for the accounting period from 01.01.2013 to 31.12.2013, of fees up to six hundred and twenty-three thousand two hundred and forty-six Euro (€623,426.00) gross or three hundred and sixty-nine thousand four hundred and sixty Euro and twenty-three cents (€369,460.23) net.

**Item 5:** Election of new Board of Directors.

The persons to compose the new Board of Directors shall be proposed by the Chairman of the Board of Directors during the session of the General Meeting and the discussion of the respective agenda item, in accordance with an authorisation that the

current Board of Director granted for this purpose. The General Meeting shall also resolve to appoint the Independent Members from among these proposed candidates.

**Item 6:** Miscellaneous items – Announcements concerning the course of affairs of the Company and of its subsidiaries and affiliates.

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