

**INVITATION**  
**of the Shareholders of the Société Anonyme**  
**MYTILINEOS HOLDINGS S.A.**  
**General Commercial Register (GEMI) No.: 757001000**  
**to the Annual General Meeting**

In accordance with the provisions of the law and the Company's Articles of Association, and following the resolution of the Board of Directors taken in its meeting of 17 May 2018, the Board of Directors invites the Shareholders of the Company to the Annual General Meeting to be held at 13:00 hours of Thursday 7 June 2018 in the Basement Conference Hall of the Company branch's offices at 8 Artemidos Str., Maroussi, Attica. In the event that the quorum required by law is not achieved, the Board of Directors hereby invites the Shareholders of the Company to a 1st Repeat General Meeting at 14:00 hours of Monday 18 June 2018, and to a 2nd Repeat General Meeting at 14:00 hours of Friday 29 June 2018, both such Meetings to be held at the aforementioned venue.

**AGENDA**

1. Ratification of the election of new Member to the Board of Directors in replacement of resigned Member- Election of new Board of Directors and appointment of the Board's independent members.
2. Granting of permission in accordance with article 23 par. 1 of Codified Law 2190/1920 to the Members of the Board of Directors and to the Company's Managers/Directors to participate in the Board of Directors or in the management of companies pursuing the same or similar objects.
3. Election of a member of the Audit Committee pursuant to article 44 of Law 4449/2017.
4. Submission and approval of the Individual and Consolidated Annual Financial Statements for the financial year 2017 (01.01.2017 - 31.12.2017), of the relevant Board of Directors' and Independent Auditor's reports, and of the Statement of Corporate Governance.
5. Approval of the appropriation of the results for the financial year 2017 (01.01.2017 - 31.12.2017), distribution of dividend and payment of fees from the profits of the aforementioned accounting period pursuant to article 24 par. 1 of C.L. 2190/1920 .

6. Discharge of the Members of the Board of Directors, the Auditors and the signatories of the Company's Financial Statements from any liability for damages for activities during the financial year 2017.
7. Election of regular and alternate certified Auditors for the audit of the Financial Statements for the current financial year as per the IAS, and determination of their fee.
8. Approval of the remuneration and compensation of the members of the Company's Board of Directors for the financial year 2017 (01.10.2017 - 31.12.2017), in accordance with article 24 par. 2 of Codified Law 2190/1920, and preapproval of their remuneration for the current financial year.
9. Approval of contracts as per article 23a of Codified Law 2190/1920.
10. Approval of the establishment of a special reserve account using funds from the "retained earnings" account, 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.

In accordance with article 26 par. 2(b) and article 28(a) of Codified Law 2190/1920, as amended and supplemented by articles 3 and 6, respectively, of Law 3884/2010, as in force, the Company informs the shareholders of the following:

#### **I. Eligibility to participate in the General Meeting**

Eligible to participate and vote in the General Meeting are only the private individuals or legal entities shown as shareholders of the Company in the Dematerialised Securities file kept electronically with the company "HELLENIC EXCHANGE HOLDING, CLEARING, SETTLEMENT & REGISTRATION S.A." (HELEX), at the start of the fifth (5<sup>th</sup>) day before the date of the General Meeting, i.e. of 2 June 2018 (record date). Proof of shareholder status shall be established by direct electronic connection of the Company to the HELEX files. Shareholders who are legal entities must submit, within the deadline specified above, their legalisation documents as prescribed by law.

The 1<sup>st</sup> and 2<sup>nd</sup> Repeat Meetings, to be held on 18 June 2018 and 29 June 2018 respectively, may be attended by shareholders fulfilling the same as above formal requirements. Shareholder status must exist at the start of the fourth (4<sup>th</sup>) day before the date set for the 1<sup>st</sup> and the 2<sup>nd</sup> Repeat Meeting, i.e. of 14 June 2018 and of 25 June 2018 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 HELEX files. Shareholders who are legal entities must submit, within the deadlines specified above, their legalisation documents as prescribed by law.

In what concerns the Company, eligible to participate and vote in the General Meeting shall only be the persons having shareholder status as at the record date. Where a shareholder fails to comply with the provisions of article 28(a) of Codified Law 2190/1920, such shareholder may participate in the General Meeting only after being granted permission by it to do so.

Exercise of the said rights does not require the blocking of the shareholder's shares nor the observance of any other procedure restricting the ability to sell and transfer such shares in the period of time between the record date and the date on which the General Meeting is to be held.

## **II. Procedure for exercising voting rights through proxies**

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 entities shall participate in the General meeting by appointing up to three (3) private individuals as their proxies. Shareholders may obtain the authorisation form for the appointment of proxy(ies) from the Company's website, [www.mytilineos.gr](http://www.mytilineos.gr), and in hard copy from the Shareholders & Corporate Announcements Department of the Company (5-7 Patroklou Street, Maroussi, Attica, Tel. 2106877300). Appointment and revocation of proxy(ies) shall be in writing and shall be communicated to the Company's offices at the address given above at least three (3) days before the date set for the General Meeting of the Shareholders, i.e. by 4 June 2018. The same deadline also applies for the 1<sup>st</sup> and the 2<sup>nd</sup> Repeat General Meeting, i.e. by 15 June 2018 and 26 June 2018 respectively.

The proxy of a shareholder is obliged to advise the Company before the General Meeting begins, of any event which may be useful to the shareholders in assessing the risk of that proxy serving interests other than those of the shareholder. A conflict of interests in connection with the above may arise in particular when the proxy: (a) is a shareholder exercising control over the Company or is another legal person or entity controlled by the said shareholder; or (b) is a member of the Board of Directors or of the Company's Management in general or of a shareholder exercising control over the Company; or (c) is an employee or independent auditor of the Company or of a shareholder exercising control over the Company or another legal person or entity controlled by a shareholder exercising control over the Company; or (d) is the spouse or a relative in the first degree of one of the private individuals referred to in cases (a) to (c) above.

### **III. Minority rights**

In accordance with article 39 paragraphs 2, 2(a), 4 and 5 of Codified Law 2190/1920, shareholders have, among others, the following rights:

i. Shareholders representing one twentieth (1/20) of the paid-up share have the right to request of its Board of Directors to enter additional items in the Agenda of the General Meeting, following a request to this effect that must reach the Board of Directors at least fifteen (15) days prior to the General Meeting, i.e. by 23 May 2018. The request for the inclusion of additional items in the Agenda shall be accompanied by a justification or a draft resolution for adoption by the General Meeting, and the revised agenda shall be published in the same manner as the previous (original) one, thirteen (13) days prior to the date of the General Meeting, i.e. by 25 May 2018, and shall at the same time be made available to shareholders on the Company's website, together with the relevant justification or draft resolution submitted by the minority shareholders as per the provisions article 27 par. 3 of Codified Law 2190/1920.

ii. Following a request by shareholders representing one twentieth (1/20) of the paid-up share capital, the Board of Directors shall make available to the shareholders, as per the provisions of article 27 par. 3 of Codified Law 2190/1920, at least six (6) days prior to the date of the General Meeting, i.e. By 1 June 2018, draft resolutions on items included in the original or the revised agenda, provided that the relevant request reaches the Board of Directors at least seven (7) days prior to the date of the General Meeting, i.e. by 31 May 2018.

iii. At a request of any shareholder, submitted to the Company at least five (5) full days before the General Meeting, i.e. by 1 June 2018, the Board of Directors is obliged to provide to the General Meeting the requested specific information on the affairs of the Company, insofar as such information is useful for the actual evaluation of the agenda items. The Board of Directors may provide a single response to inquiries of shareholders having the same content. The Board of Directors is under no obligation to provide information if such information is already available from the Company's website, specifically in the form of questions and answers. The Board of Directors may refuse to provide the requested information for a sufficient and substantial reason that shall be entered in the minutes.

iv. At the request by shareholders representing one fifth (1/5) of the paid-up share capital, submitted to the Company at least five (5) full days prior to the General Meeting,

i.e. by 1 June 2018, the Board of Directors is obliged to provide to the General Meeting information on the course of the Company's affairs and the status of its assets. The Board of Directors may refuse to provide the requested information for a sufficient and substantial reason that shall be entered in the minutes.

Corresponding deadlines for any exercise of minority rights are also applicable to 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 held by them during the exercise of the relevant right. Production of a certificate to this effect issued by HELEX shall be admitted as such proof.

#### **IV. Available documents and information**

The information under 27 par. 3 of Codified Law 2190/1920 shall be made available in electronic form on the Company's website, [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 Codified Law 2190/1920 shall be provided to shareholders in hard copy upon request, by the Shareholders & Corporate Announcements Department of the Company (5-7 Patroklou Street, Maroussi, Attica).

Maroussi, 17 May 2018

The Board of Directors

MYTILINEOS HOLDINGS S.A.