

Draft resolution of the Extraordinary General Meeting

of the Shareholders of the Société Anonyme

MYTILINEOS S.A.

(the "Company")

Of December 18th, 2020, 2020

General Commercial Register (GEMI) No.: 757001000

First Item: Decision for the approval to supplement the scope of the Company with new activities with a corresponding amendment of article 2 of the Company's Articles of Association.

The chairman of the extraordinary general meeting referred to the proposal of the board of directors of the Company to the general meeting relating to the need to explicitly include in the statutory purpose activities (such as electro-mobility), which are supplementary and dependent, as well as necessary for the further development of the Company in the trading market of electricity and natural gas, where the Company has been already successfully active over the past years. For this reason, it is necessary to supplement the purpose of the Company and correspondingly amend article 2 of its articles of association. In particular, following the proposal of the board of directors, the general assembly is required to approve the amendment of article 2 of the articles of association, so that article 2 reads as follows:

"Article 2 – Object

1. *The object of the Company is:*

(a) *To participate in the capital of other undertakings, of any form and any object, to establish subsidiaries, branches, agencies and undertakings of any legal form, of any object in Greece and abroad, to exercise control over and manage the said undertakings and divest the said holdings, to establish and participate in joint ventures, public welfare institutions, charitable purpose legal entities, as well as to exercise control over and manage same;*

(b) *To produce and manufacture alumina and aluminium in Greece and to trade in same in any country, to carry on prospecting, extracting and processing operations with respect to any mining materials and metals and to trade in same in any country, as well as to acquire permits for mining explorations and exploitations;*

(c) *To manufacture metal structures of any type and application, including such structures for the boiler-making and the rolling mill industry, to manufacture machine shop products of any type and application and to trade in same in Greece and abroad, as well as to undertake all types of machine works;*

(d) *To perform the design, construction, operation, maintenance, management and exploitation of plants for the generation of electrical energy from any source in general, including gas-fired, lignite-fired, coal-fired or nuclear power plants, wind farms, hydroelectric plants, photovoltaic plants and, in general, plants for power generation from renewable energy sources, as well as combined heat & power plants, and infrastructure projects for electrical interconnectivity, power transmission and distribution in Greece and abroad;*

(e) *To engage in power and heat generation, trading, supply, transmission and distribution (including to trade in carbon dioxide emissions rights and in natural gas), to import and export, acquire and transfer electricity and heat, to participate in the electricity, power and heat wholesale and retail markets, to participate in markets and mechanisms involving electricity, power and heat (as an indication, the forward, day-ahead, intra-day, balancing, physical or non-physical delivery markets, stock exchange or other markets, regulated or not regulated markets, tenders and auctions, etc.) and in general to engage in any trade in any market involving the above in Greece and abroad;*

(f) To provide electric vehicle recharging services per se and directly relating or accompanying value-added features (charging speed, ease of use and charge, accessibility, parking services, etc.) as well as electro-mobility services in general to electric vehicle users, relating to the recharging and its pricing, the best support of users, indicatively finding of available charging points and navigation, reservation of seats, and generally services such as management of electric vehicles' fleet and their availability to electric vehicles users;

(g) To carry on all types of activities relevant to the building, repair and scrapping (breaking) of ships and, in general, defense materiel/weapon systems, and to trade in the products of the above activities in Greece and abroad;

(h) To engage in the production, extraction, acquisition (including by purchase), storage, gasification, transmission, distribution and transfer (including by sale/supply) of natural gas (liquefied or otherwise) originating from domestic or foreign deposits or imported from abroad, and in general to perform any transaction involving natural gas (liquefied or otherwise);

(i) To elaborate studies, undertake the construction of public and private technical projects and works of any nature, to perform assembly and installation activities for the structures and products produced by the Company or third parties in Greece and abroad, as well as all types of industrial electrical and mechanical installation plants;

(j) To construct, operate and exploit hydraulic, sewerage and other similar installations to serve the purposes of the Company and/or other third parties that the Company does business with;

(k) To produce and sell steam, water (as an indication demineralized water, water for firefighting, etc.) as well as to make available industrial-grade and potable water to third parties that the Company does business with as well as to provide associated services to such parties;

(l) To provide various services to third parties that the Company does business with, including, as an indication, services for a) decontamination, b) firefighting, c) monitoring and recording air quality, d) collection, transportation, disposal and management of solid and liquid wastes and wastewater, etc.;

(m) To elaborate feasibility studies with respect to processes for the operation of power and heat generation plants of all types (thermal, combined-cycle, hydroelectric, hybrid, wind power plants, etc.) as well as to elaborate studies for the commercial exploitation (marketing) of electricity in Greece or abroad and undertake research and development activities with respect to new products with particular emphasis on innovative products, services and processes;

(n) To purchase, erect, sell and resell real property, and to acquire, lease, rent, sublease, install, develop and exploit mines and quarries, industrial sites and shops as well as rural and forest land, and in general to exploit real and movable property [including machinery, electromechanical and mechanical equipment (including fixed mechanical equipment), parts, components and vehicles, of any type], in Greece and abroad, provided these are intended to serve the furtherance of the Company objects;

(o) To provide advice and services in the areas of business administration and management, administrative support, risk management, information technology systems, financial management as well as in tax and accounting matters, in short-term and strategic planning including the elaboration of studies, the collection, processing, recording and keeping of data and information and the making available of same for profit;

(p) To provide services in connection with market research, analysis of investment plans, elaboration of studies and plans, the commissioning, supervision and management of the relevant work, risk management and strategic planning, development and organization, to provide vocational training services and consulting services related to the trading of electricity and natural gas, as well as to provide services in connection with the generation, trade in and supply, transmission and distribution as well as any other form of exploitation activity in the field of electricity, hydrocarbons, fuels, heat of any type and carbon dioxide emission rights, as well as to provide services in connection with the engineering, construction, operation, maintenance and management of all types of power plants (as an indication, thermal, combined-cycle, hydroelectric, hybrid, wind, photovoltaic plants) (including the management and

exploitation of electricity, heat of any type and rights in carbon dioxide emissions and fuels, as well as technical matters);

(q) the wholesale and retail trading of electrical machinery, electrical appliances and materials for professional or domestic use through physical stores as well as through the internet (including electrical measuring and control devices, electric vehicle chargers, systems relating to plants for power generation from renewable energy sources and combined heat & power plants and storage;

To carry on any business act and undertake any activity or action directly or indirectly related to the above objects of the Company or which the competent Company bodies deem that is or may be advisable or expedient towards the fulfillment of the corporate object, as described in this article.

2. *For the fulfillment of its above objects, the Company may:*

(a) Acquire and obtain the permits and licenses provided by law, any concessions, acquire, rent, lease, sublease, install, develop and exploit all types of movable or real property, mines and quarries, industrial sites and industrial plants and shops; acquire, obtain, deposit, implement and exploit patents, industrial methods and marks; acquire, lease, sublease and rent, develop and exploit rural and forest land, as well as services and businesses engaging in land and sea transport operations, and in general carry on anything conducive to the fulfillment of the objects of the Company;

(b) Enter into all types of contracts with any third party, domestic or foreign;

(c) Act as the representative of any domestic or foreign company or firm;

(d) Take part in all types of tenders, auctions, bidding, competitive, tendering or similar procedures;

(e) Participate, whatever form such participation may take, in any company or undertaking existing or to be established in the future, of any form, pursuing any object, in Greece and abroad, establish subsidiary companies or undertakings and form joint ventures pursuing any object and purpose, in Greece and abroad, cooperate in any form with third parties pursuing objects that are identical or similar to those pursued by the Company;

(f) Cooperate in any manner with any third party, domestic or foreign;

(g) Establish branches or agencies anywhere in Greece or abroad;

(h) Enter into loan agreements, provide guarantees and in general provide security for its own obligations but also in favor of third parties, and

(i) Implement, by means of the appropriate investments, all the above objects and activities."

It is noted that the shareholders have already taken note of a text of the articles of association with the individual proposed changes [<https://www.mytilineos.gr/el-gr/general-meetings/of-mytilineos-shareholders>].

The extraordinary 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 supplement to the scope of the Company as described above and authorized the board of directors to define in their judgement any other detail and to proceed to every necessary action for the implementation of this resolution.

Second Item: Decision for the approval to amend article 10 of the Company's Articles of Association

The chairman of the extraordinary general meeting referred to the proposal of the board of directors of the Company to the general meeting relating to the addition of statutory provision in accordance with the provision of article 120 paragraph 3 of the law 4548/2018, as modified and in force today, so that the general meeting may be conducted entirely remotely through electronic means and corresponding

amendment of article 2 of the articles of association. In particular, following the proposal of the board of directors, the general assembly is required to approve the amendment of article 10 of the articles of association, so that article 10 of the Company's articles of association reads as follows:

"Article 10 – General Meeting Convocation

- 1. The General Meeting of Shareholders is called by the Board of Directors, by the full Auditor of the Company pursuant to paragraph 2 below, by minority shareholders pursuant to article 8 hereof or, when the conditions applicable are in place, by another person or body explicitly provided for under the law.*
- 2. The Auditor of the Company as well has the right to request the convocation of the General Meeting by applying to the Chairman of the Board of Directors. This General Meeting session must be called by the Board of Directors within ten (10) days as of the service of the relevant application, and its agenda must be as specified in the application concerned.*
- 3. The General Meeting is regularly held at the registered office of the Company, or in another city within the district where the registered office of the company is located or another district neighboring the one where the registered office is located; the General Meeting is held at least once every year, always within six months as of the end of each business year. The General Meeting may also be held in the city where the regulated market in which the company shares are listed is based. The Board of Directors may also call extraordinary sessions of the General Meeting of Shareholders, whenever so deemed advisable or necessary.*
- 4. Under a resolution passed by the Board of Directors, the General Meeting may not be held at a physical location, but it may be conducted entirely remotely through electronic means, pursuant to the provisions of article 125 of law 4548/2018 and paragraphs 4, 5 and 6 of article 13 hereof."*

It is noted that the shareholders have already taken note of a text of the articles of association with the individual proposed changes [<https://www.mytilineos.gr/el-gr/general-meetings/of-mytilineos-shareholders>].

The extraordinary 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 amendment of article 10 of the articles of association as described above and authorized the board of directors to define in their judgement any other detail and to proceed to every necessary action for the implementation of this resolution.