

**Draft resolution of the Extraordinary General Meeting**  
of the Shareholders of the Société Anonyme  
**MYTILINEOS S.A.**  
**(the "Company")**  
**of 23.03.2022**

**Sole Item:** Renewal of approval and terms for acquisition of own shares.

The chairman of the extraordinary general meeting referred to the own share buyback program that was approved by the Extraordinary General Meeting of shareholders dated 27.03.2020, in order to reduce the share capital and cancel own shares, or/and distribute shares to employees or/and members of the management of the Company or/and of any affiliated company, in accordance with the applicable remuneration policy, with maximum number of Company shares to be bought 14,289,116 (up to 10% of the share capital), minimum price €0.97 per share and maximum price €20 per share, and period for acquisitions 27.03.2020-26.03.2022. In this context, the Company has acquired in total [8,345,926] own shares at a nominal value of €0.97 per share, at a weighted average price of €10.74 per share. Following the free distribution of 239,000 own shares awarded to key management personnel by virtue of the resolution of the Annual General Meeting dated 15.06.2021 and the terms of the resolution of the Board of Directors dated 22.12.2021, the Company currently holds [8,106,926] own shares, representing [5.6735%] of the Company's share capital<sup>1</sup>.

Taking into account the Greek stock market conditions that favor transactions with particularly favorable terms, for the Company itself and its shareholders, it is proposed to renew the approval for the acquisition of own shares for an additional twenty-four (24) months period, according to the following terms:

The Company may acquire own shares and the total nominal value of the acquired shares (including the shares that the Company has already acquired and holds) shall not exceed 10% of the Company's paid up share capital, i.e. a total of up to 14,289,116 (142,891,161 X 10%) shares. The new purchases, up to completion of 10% of the Company's paid up share capital, will be effected within a price range between €0.97 (minimum price) and €25 (maximum price) per share, for a period of 24 months as of the date of this shareholders' extraordinary general meeting resolution. During acquisitions of the own shares, the Company's financial capability, her medium-term liquidity needs, and the applicable leverage ratios must be taken into account; furthermore, the applicable legal and regulatory framework must be respected.

The own shares that the Company holds at any given time (including the own shares that the Company has already acquired and holds) are intended for any purpose and use permitted by and in compliance with the law (including, indicatively but without limitation, reduction of share capital and cancellation, or/and distribution to personnel or/and members of the management of the Company or/and of any affiliated company).

Further, it is proposed to authorize the board of directors of the Company to proceed to every necessary action for the implementation of this resolution, including the power to further delegate a part of or all of said responsibilities to members of the board or third persons-executives of the Company.

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<sup>1</sup> Information as of 17.02.2022

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, to renew the approval for acquisition of own shares 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, including the power to further delegate a part of or all of said responsibilities.