

Draft Resolutions of the 31st Annual General Meeting
of the Shareholders of the Société Anonyme
MYTILINEOS S.A.
General Commercial Register (GEMI) No.: 757001000
(the "Company")
of 15.06.2020

Item 1: Submission and approval of the annual and consolidated financial statements for the financial year 01.01.2020-31.12.2020, of the relevant Board of Directors' and Statutory Auditor's reports, and of the Statement of Corporate Governance.

The chairman of the general meeting reads to the shareholders the annual financial statements, as approved by the Company's board of directors in its meeting of March 3rd, 2021, which in accordance with the law were posted on the Company's website, www.mytilineos.gr, as well as on the website of the Athens Exchange. Their publication in General Commercial Register (GEMI) shall be made in accordance with article 149 paragraph 14 of law 4548/2018. The chairman of the general meeting then reads to the Shareholders the board of directors' report to the Annual General Meeting on the Annual Financial Statements as at 31 December 2020, as the said Report was entered in the Minutes of the Board of Directors' meeting of March 3rd, 2021, the Report (Certificate) of the Statutory Auditor of 03.03.2021, the Explanatory Report in accordance with article 4 of law 3556/2007 and the Statement of Corporate Governance in accordance with the provisions of articles 152 and 153 of law 4548/2018.

In concluding the presentation of the annual financial statements for the financial year 01.01.2020 - 31.12.2020, of the relevant board of directors' and statutory auditor's reports, and of the statement of corporate governance, the chairman motions that the General Meeting approve these.

The ordinary 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 valid represented shares, approved by an absolute majority / unanimous vote the Annual Financial Statements, the Board of Directors' Report, the Explanatory Report in accordance with article 4 of Law 3556/2007, the Report (Certificate) of the Certified Auditor-Accountant, and the Statement of Corporate Governance.

Item 2: Approval of the appropriation of the results for the financial year 01.01.2020 - 31.12.2020, distribution of dividend, establishment of special reserve accounts and payment of fees from the profits of the aforementioned accounting period.

The chairman of the general meeting referred to the unanimous proposal of the board of directors regarding the appropriation of the results for the financial year 01.01.2020 - 31.12.2020 and, more specifically, to the following:

- (a) distribution to the shareholders of the Company of a dividend in the amount of thirty-six eurocents (€0.36) per share [*Note to shareholders: Given that own shares do not receive dividend, the total amount of the dividend per share that will be paid out, will be increased by taking into account the amount of the dividend corresponding to the own shares held by the Company at ex-dividend date*]; The dividend is subject to a 5% withholding tax, in accordance with the applicable tax provisions (with the exception or differentiation of such

withholding for shareholders falling under special provisions); therefore, amounts to three hundredths and forty-two eurocents [€0.342] per share. As announced by the Company in the Financial Calendar 2021, the proposed coupon cut-off date is June 24th, 2021 and the proposed date on which the beneficiaries will be determined is June 25th, 2021, while payment of the dividend to the shareholders shall begin on July 1st, 2021. Finally, it is proposed that the Board of Directors be authorised to see to all procedural matters regarding the implementation of this resolution, including selection of the paying bank;

- (b) establishment of (i) special Untaxed Reserve Account according to law 4171/1961 in the amount of four million one hundred thirty nine thousand four hundred eleven euros and seventy three cents (€4,139,411.73), and (ii) special Untaxed Reserve Account according to article 48 of law 4172/2013 in the amount of five hundred thousand forty three euros (€500,043.00); and
- (c) Payment to the members of the board of directors of the Company of a remuneration from the profits realised by the Company in the financial year 01.01.2020 - 31.12.2020, of total amount of four million two hundred thirteen thousand seven hundred twenty eight euros (€4,213,728.00). It is clarified that this amount is included in the details of the Remuneration Report for the financial year 2020 and does not constitute payment of additional fees towards the members of the board of directors for the same financial year 2020.

The ordinary 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 distribution of dividend, establishment of special reserve accounts and payment to members of the Board of Directors of a remuneration from the profits as described above and authorised the Board of Directors to take all actions necessary in order to implement the present resolution, including those relating to the allocation of the respective amounts between the members of the board of directors of the Company and the determination of any other relevant terms regarding such payment, always in accordance with the approved Board Remuneration Policy and the relevant recommendations by the Remuneration and Nomination Committee of the Company.

Item 3: Discussion and vote on the remuneration report under article 112 of law 4548/2018 for the year 2020.

[Note to shareholders: Pursuant to paragraph 3 of article 112 of law 4548/2018, the shareholders' vote on the submitted remuneration report is advisory. The next remuneration report will explain how the outcome of the previous advisory ballot was taken into account.]

The chairman referred to the unanimous proposal of the board of directors, following a relevant suggestion to the board of directors by the Remuneration and Nomination Committee, which is comprised exclusively by independent non-executive members of the board of directors, regarding submission of the remuneration report under article 112 of law 4548/2018 for the year 2020 to the general meeting for discussion and vote. The submitted remuneration report for discussion and vote is made available to the shareholders on the Company's website [<https://www.mytilineos.gr/en-us/general-meetings/of-mytilineos-shareholders>]. The said remuneration report concerns the remuneration of the executive and non-executive members of the board of directors of the Company for the year 2020 and includes the information required under article 112 of law 4548/2018. It is drafted on the basis of the assumptions contained in the "Board Remuneration Policy", which was approved by the General Meeting of Shareholders of June 24th, 2019, effective for four years and which is available on the Company's website

<https://www.mytilineos.gr/el-gr/codes-and-policies/of-mytilineos#tab-board-remuneration-policy>.

The ordinary general meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, i.e. with valid votes to approve the remuneration report under article 112 of law 4548/2018 for the year 2020.

Item 4: Annual Report from the Chairman of the Audit Committee on the activities of the Audit Committee for the year 2020.

The Chairman of the Audit Committee informs the general meeting of shareholders on the activities of the Audit Committee during the financial year 2020 by submitting relevant report according to the provisions of article 44 par. 1 (i) of law 4449/2017.

The relevant Annual Report on the activities of the Audit Committee for the year 2020 is made available to the shareholders on the Company's website [<https://www.mytilineos.gr/en-us/general-meetings/of-mytilineos-shareholders>].

Item 5: Approval of the overall management for the financial year 01.01.2020 – 31.12.2020 and discharge of the Statutory Auditors for the financial year 01.01.2020 – 31.12.2020.

The chairman invited the ordinary general meeting to approve the overall management of the Company as per in accordance with article 108 of law 4548/2018 for the financial year 2020 and to discharge the statutory auditors of the Company from any related liability for damages.

The ordinary General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, ie with valid votes to approve the overall management of the Company for the financial year 2020 and to discharge of the statutory auditors of the Company from any liability for damages for the said fiscal year.

Item 6: Election of regular and alternate Statutory Auditors for the audit of the Financial Statements for the current financial year as per the IAS, and determination of their fee.

The chairman referred to the unanimous proposal of the board of directors, following a relevant suggestion by the Audit Committee to the board of directors, the regular audit of the Company's individual and consolidated financial statements for financial year 01.01.2021 - 31.12.2021 as well as the review of the interim financial statement for the period 01.01.2021 – 30.06.2021 to be assigned 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, for an annual fee of up to three hundred eighteen thousand two hundred fifty euros (€318,250.00) exclusive of V.A.T., in accordance with the relevant offer which the above auditing firm has submitted to the Company. For the issue of the Annual Tax Certificate, the fee of the above auditing firm amounts to up to two hundred twenty-nine thousand five hundred euros (€229,500.00), exclusive of V.A.T.

Pursuant to the resolution of the ordinary General Meeting of 04.06.2020, the above auditing firm had been appointed as Auditor for the financial year 2020, and its fee had been set to three hundred eighteen thousand two hundred fifty euros (€318,250.00), exclusive of V.A.T., for the regular audit of the Company's individual

and consolidated financial statements. In addition, for the issue of the Annual Tax Certificate of the Company, it received a fee of two hundred twenty-nine thousand five hundred euros (€229,500.00), exclusive of V.A.T. Moreover, during the period from 01.01.2020 until 31.12.2020, apart from the regular audit and the tax certificate report, the above auditing firm provided non-audit consulting services for a total amount of one hundred twenty three thousand euros (€123,000.00), exclusive of V.A.T., corresponding to 22.46% of the total fee it received for the financial year 2020.

The ordinary General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, ie with valid votes, to assign the regular audit of the Company's individual and consolidated financial statements for the current financial year and the review of the interim financial statements for the period 01.01.2021 – 30.06.2021 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, for an annual fee of three hundred eighteen thousand two hundred fifty euros (€318,250.00), exclusive of V.A.T., in accordance with the relevant offer which the above auditing firm has submitted to the Company. For the issue of the Annual Tax Certificate of the Company, the fee of the above auditing firm is two hundred twenty-nine thousand five hundred euros (€229,500.00), exclusive of V.A.T.

Item 7: Approval of policy for the suitability assessment of the members of the board of directors.

The chairman referred to the unanimous proposal of the board of directors, following recommendation and suggestion to the board of directors by the Remuneration and Nomination Committee, which consists exclusively by independent non-executive members of the board of directors, the general meeting to approve the suggested policy for the suitability assessment of the board of directors of the Company, according to the specific provisions of article 3 of law 4706/2020. The suggested policy for the suitability assessment of the directors meets fully the requirements of law 4706/2020, taking into account the guidelines issued by the Hellenic Capital Market Commission in circular No 60/18.09.2020 and international standards for corporate governance, including the British Corporate Governance Code. The policy for the suitability assessment of the directors aims to ensure the quality of recruitment to the board of directors, its effective functioning and fulfilment of its role, based on the Company's general strategy and medium and long -term business goals for promoting its corporate interest. The entire text of the suggested policy for the suitability assessment of the members of the board of directors is made available to the shareholders on the Company's website [<https://www.mytilineos.gr/el/ependytikes-sxeseis/genikes-syneleuseis/>].

Following the above, the General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, approved at majority/unanimously the policy for the suitability assessment of the members of the board of directors as per article 3 of law 4706/2020.

Item 8: Announcement of election of independent non executive member of the board of directors in replacement of resigned member.

The chairman referred to the resolution of the board of directors dated 02.02.2021, which was registered with the General Commercial Registry under Entry ID No 2471805, by virtue of which the relevant suggestion by the Remuneration and

Nomination Committee was approved and Mrs. Natalia Nicolaidis was elected as temporary independent non executive member in replacement and for the rest of the term of office of the resigned independent non executive member, Mr. Georgios Chrysikos, i.e. until 07.06.2022. The board of directors, following relevant recommendation by the Remuneration and Nomination Committee, suggests the general meeting to appoint Mrs. Natalia Nicolaidis, replacement of the resigned director, as independent non executive member of the board of directors until the expiration of the term of the resigned director, on 07.06.2022. More specifically, the Company determines that Mrs. Natalia Nicolaidis meets the requirements of article 4 of law 3016/2012 and of article 9 of law 4706/2020 on criteria of independence, there are no incompatibilities or barring, while taking also into consideration her resume she is found to be suitable for office and to perform her duties as independent non executive member of the board of directors of the Company, since she possesses the required knowledge, skills and experience, independence of mind, moral standing and good repute. The election of Mrs. Nicolaidis is advisable because it will strengthen the female representation on the board of directors, as well as the level of differentiation according to the diversity policy applied by the Company. The resume of Mrs. Nicolaidis is made available to the shareholders on the Company's website [<https://www.mytilineos.gr/el/ependytikes-sxeseis/genikes-syneleuseis/>].

The ordinary general meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, ie with valid votes to appoint Mrs. Natalia Nicolaidis as independent non executive member of the board of directors, in replacement of the resigned independent non executive member of the board of directors, Mr. Georgios Chrysikos, for the rest of the latter's term of office, i.e until 07.06.2022.

Item 9: Election of new member of the board of directors – appointment of independent member

The chairman referred to the unanimous proposal of the board of directors, following recommendation and suggestion to the board of directors by the Remuneration and Nomination Committee, the general meeting to elect Mr. Antonios (Anthony) Bartzokas as independent member of the board of directors with a term until 07.06.2022. More specifically, according to the relevant suggestion by the Remuneration and Nomination Committee, it is determined that Mr. Anthony Bartzokas meets the requirements of article 4 of law 3016/2012 and of article 9 of law 4706/2020 on criteria of independence, there are no incompatibilities or barring, while taking also into consideration his resume he is found to be suitable for office and to perform his duties as independent member of the board of directors of the Company, since he possesses the required knowledge, skills and experience, independence of mind, moral standing and good repute. The election of Mr. Bartzokas is advisable because he has experience for several years in international investment businesses with in depth knowledge of emerging markets as well as audit committee function, while his election will further strengthen the independent percentage of the board of directors. The resume of the suggested candidate for the board of directors is made available to the shareholders on the Company's website [<https://www.mytilineos.gr/el/ependytikes-sxeseis/genikes-syneleuseis/>].

The ordinary general meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, ie with valid votes to elect Mr. Bartzokas as independent member of the board of directors, with term of office until 07.06.2022.

Item 10: Determination of the type of the Audit Committee, the term of office, number and capacity of its members – recall of member of the Audit Committee.

The chairman invited the ordinary general meeting to decide on the type of the Audit Committee, the term of office, number and capacity of its members, in accordance with the provisions of article 44 of law 4449/2017, as amended and in force.

The ordinary general meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, ie with valid votes that the Audit Committee shall be a committee of the board of directors, which shall consist from three independent non executive members of the board of directors. The members of the Audit Committee shall be appointed by the board of directors. The term of office of the members of the Audit Committee shall be proportionate and shall extend to the expiration of the term of office of the board of directors, which shall be four years, unless otherwise resolved by the general meeting, or by the board of directors, delegated by the general meeting. The term of office of the present Audit Committee expires on 07.06.2022. Further, the ordinary general meeting decided to recall Mr. Constantinos Kotsilinis, who was elected by the general meeting of June 7th, 2018 as independent member of the Audit Committee.

Item 11: Amendment to the remuneration policy for the members of the board of directors of the Company, which was approved by the annual general meeting of shareholders dated 24.06.2019.

The chairman referred to the unanimous proposal of the board of directors, following recommendation and suggestion to the board of directors by the Remuneration and Nomination Committee, which consists exclusively by independent non-executive members of the board of directors, the general meeting to (a) approve the suggested amendments to the existing remuneration policy of the Company, and (b) delegate the board of directors of the Company to administer and implement the remuneration policy, following at all times the relevant recommendations by the Remuneration and Nomination Committee of the Company. The remuneration policy as approved by the ordinary general meeting of shareholders of June 24th, 2019, with a four-year validity period and applies to the remuneration of all members of the board of directors, executives and non-executives, according to the specific provisions of articles 110 and 111 of law 4548/2018. The entire text of the remuneration policy with the suggested amendment marked is made available to the shareholders on the Company's website [<https://www.mytilineos.gr/el/ependytikes-sxeseis/genikes-syneleuseis/>].

The ordinary General Meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, approved at majority/unanimously the suggested amendments to the remuneration policy which was approved by the general meeting of June 24th,. 2019. Further, the general meeting authorized the board of directors to administer and implement the approved remuneration policy as per above.

Item 12: Establishment of long-term program for free distribution of shares of the Company according to the provisions of article 114 of law 4548/2018

The chairman referred to the unanimous proposal of the board of directors, following recommendation and suggestion to the board of directors by the Remuneration and Nomination Committee, which consists exclusively by independent non-executive members of the board of directors, the general meeting to approve a program for free distribution of up to two million five hundred fifty thousand (2,750,000) own shares (regular registered shares with voting rights) of the Company, to be granted,

without any retention obligation for a specific period of time, to executive members of the board of directors of the Company or/and key management personnel or/and higher officers of the Company or/and affiliated companies pursuant to article 32 of law 4308/2014 or/and persons that provide services to the Company on a permanent basis, in order to reward their contribution to the Company achieving her goals, as well to retain such and recruit new remarkable and capable executives, that serves and ensures the long term interests and the sustainability of the Company and its affiliates. This program shall be rolling, comprising of five (5) individual phases, each lasting six (6) years, while the shares shall be distributed to the beneficiaries gradually. The first phase begins in year 2021, the second in year 2022, the third in year 2023, the fourth in year 2024 and the fifth in year 2025. This program is considered a voluntary benefit, the Company reserving the right to revoke, modify, or abolish it at any time, without, however, any acquired rights being affected.

The board of directors is further suggested to be delegated to act everything necessary to implement this resolution, such as determine the beneficiaries and the specific terms of the distribution (indicatively to set the respective company and, if so the case, personal goals as requirement for the shares distributions, the criteria or/and procedure to determine the way of distribution of the shares to the relevant persons etc), always in accordance with the approved Remuneration Policy and the relevant recommendations by the Remuneration and Nomination Committee of the Company. The board of directors may subdelegate part of the above assigned powers to one or more of its members.

The ordinary General Meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, approved at majority/unanimously approved the aforementioned program for free distribution of shares to executive members of the board of directors of the Company or/and key management personnel or/and higher officers of the Company or/and affiliated companies pursuant to article 32 of law 4308/2014 or/and persons that provide services to the Company on a permanent basis, and further delegated the board of directors to act everything necessary, including to determine the terms of distribution and the beneficiaries, always in accordance with the approved Remuneration Policy and the relevant recommendations by the Remuneration and Nomination Committee.

Item 13: Free distribution of shares of the Company according to the provisions of article 114 of law 4548/2018

The chairman referred to the unanimous proposal of the board of directors, following recommendation and suggestion to the board of directors by the Remuneration and Nomination Committee, which consists exclusively by independent non-executive members of the board of directors, the general meeting to approve the free distribution of up to seven hundred thousand (700,000) own shares (regular registered shares with voting rights) of the Company, without any retention obligation for a specific period of time, to executive members of the board of directors of the Company (excluding the Chairman & CEO) or/and members of the executive management team who are key management personnel or/and higher officers of the Company. The Company will implement the distribution on one hand to reward the executives for their efforts and contribution to the remarkable performance of the Company over the last financial years, especially since the completion of the corporate transformation in 2017 onwards, for the Company managed to achieve, among others, significant increase of earnings per share, standard distribution of high dividends, significant improvement of return on invested capital, maintaining at the same time low level of lending, while in particular in 2020 despite the pandemic impact, the Company recorded high historically

EBITDA; on the other hand in order for the future remuneration of the beneficiaries to be related to the performance of the Company. The shares shall be distributed to the beneficiaries gradually in years 2021, 2022 and 2023, while for the first year 2021 the distribution will be in respect of the general performance of the Company over the last financial years and for each of the next years 2022 and 2023, it will depend mainly on the achievement of company and personal goals. This distribution is considered a voluntary benefit, the Company reserving the right to revoke, modify, or abolish it at any time, without, however, any acquired rights being affected.

The board of directors is further suggested to be delegated to act everything necessary to implement this resolution, such as determine the beneficiaries and the specific terms of the distribution (indicatively to set the respective company and, if so the case, personal goals as requirement for the shares distributions, the criteria or/and procedure to determine the way of distribution of the shares to the relevant persons etc), always in accordance with the approved Remuneration Policy and the relevant recommendations by the Remuneration and Nomination Committee of the Company. The board of directors may subdelegate part of the above assigned powers to one or more of its members.

The ordinary General Meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, approved at majority/unanimously approved the aforementioned free distribution of shares to executive members of the board of directors of the Company (excluding the Chairman & CEO) or/and members of the executive management team who are key management personnel or/and higher officers of the Company, and further delegated the board of directors to act everything necessary, including to determine the terms of distribution and the beneficiaries, always in accordance with the approved Remuneration Policy and the relevant recommendations by the Remuneration and Nomination Committee.

Item 14: Approval of the establishment of a special reserve account using taxed reserves, for the purpose of covering the Company's own participation in the framework of the investment plan involving capacity expansion of the existing alumina and aluminium production unit.

The chairman referred to the unanimous proposal of the board of directors to establish a special reserve account in order for this amount to be used as the Company's own participation, as project owner of the capacity expansion of the existing alumina and aluminium production unit in AGIOS NIKOLAOS PARALIA DISTOMOU, of STEREA ELLADA Region, Viotia Regional Unit, Municipality of DISTOMON-ARACHOVA-ANTIKYRA (the "**Project**"), in the course of such investment plan being included under the provisions of articles 32 to 36 of investment law 4399/2016 (round A), as in force, regarding subsidies on machinery and equipment, pursuant to the terms of the relevant decision of approval 109897/ΥΠΕ/7/00012/Ε/Ν.4399/2016/17.10.2018. More specifically, the general meeting is suggested to approve the establishment of a special reserve account with the transfer of an amount up to thirteen million one hundred thirty one thousand four hundred ninety eight euros and forty eight cents (€13,131,498.48) by way of using existing taxed reserves, which appear on accounts 41-04-00-00-03, 41-04-00-00-04 and 41-04-00-00-02, in order for this amount to be used as the Company's own participation as the Project owner, and to cover at least 75% of the final approved cost of the investment, as this shall result following the audit and the completion of the investment plan in accordance with the provisions of law 4399/2016, as in force.

Thus, the General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-

up share capital with voting rights, approved the establishment of a special reserve account, with the transfer of an amount up to thirteen million one hundred thirty one thousand four hundred ninety eight euros and forty eight cents (€13,131,498.48) from existing taxed reserves, in order to cover the Company's own participation as the Project owner as per above.