

**Draft Resolutions of the 30<sup>th</sup> Annual General Meeting**  
of the Shareholders of the Société Anonyme  
**MYTILINEOS S.A.**  
**General Commercial Register (GEMI) No.: 757001000**  
**(the "Company")**  
**of 04.06.2020**

**Item 1:** Submission and approval of the annual and consolidated financial statements for the financial year 2019 (01.01.2019-31.12.2019), 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 18<sup>th</sup>, 2020, which in accordance with the law were posted on the Company's website, [www.mytilineos.gr](http://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 2019, as the said Report was entered in the Minutes of the Board of Directors' meeting of March 18<sup>th</sup>, 2020, the Report (Certificate) of the Statutory Auditor of 18.03.2020, 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 2019 (01.01.2019 - 31.12.2019), 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 01.01.2019 - 31.12.2019, distribution of dividend 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 2019 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; After deduction of 5% tax withholding, the net payable dividend per share amounts to three hundredths and forty-two eurocents [€0.342]. As announced by the Company in the Financial Calendar 2020, the proposed coupon cut-off date is June 24<sup>th</sup>, 2020 and the proposed date on which the beneficiaries will be determined is June 25<sup>th</sup>, 2020, while payment of the dividend to the shareholders shall begin on July 1<sup>st</sup>, 2020. 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) 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 2019 (01.01.2019 - 31.12.2019), of total amount of four million five hundred thirty five thousand five hundred six euros (€4,535,506.00). It is clarified that this amount is included in the details of the Remuneration Report for the financial year 2019 and does not constitute payment of additional fees towards the members of the board of directors for the same financial year 2019.

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 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 2019.

*[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 2019 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 2019 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 24<sup>th</sup>, 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 2019.

**Item 4:** Approval of the overall management for the financial year 01.01.2019 – 31.12.2019 and discharge of the Statutory Auditors for the financial year 01.01.2019 – 31.12.2019.

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 2018 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 2019 and to discharge of the statutory auditors of the Company from any liability for damages for the said fiscal year.

**Item 5:** 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 01.01.2020 - 31.12.2020 as well as the review of the interim financial statement for the period 01.01.2020 - 30.06.2020 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 thousand and thirty-five Euro (€335,000) 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 thousand and fifty-five Euro (€255,000), exclusive of V.A.T.

Pursuant to the resolution of the ordinary General Meeting of 24.06.2019, the above auditing firm had been appointed as Auditor for the financial year 2019, and its fee had been set to three hundred and thirty-five thousand Euro (€335,000) 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 and fifty-five thousand Euro (€255,000) exclusive of V.A.T. Moreover, during the period from 01.01.2019 until 31.12.2019, apart from the regular audit and the tax certificate report, the above auditing firm provided non-audit consulting services for a total amount of ninety thousand euros (€90,000.00) exclusive of V.A.T., corresponding to 16.1% of the total fee it received for the financial year 2019.

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 01.01.2020 - 30.06.2020 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 and thirty-five thousand Euro (€335,000) 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 and fifty-five thousand Euro (€255,000), exclusive of V.A.T.