

**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 9 May 2019, the Board of Directors invites the Shareholders of the Company to the Annual General Meeting to be held at 13:00 hours of Thursday 6 June 2019 in the hall Auditorium of the Company'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 Tuesday 18 June 2019, and to a 2nd Repeat General Meeting at 14:00 hours of Monday 1 July 2019, both such Meetings to be held at the aforementioned venue.

**AGENDA**

1. Submission and approval of the annual and consolidated financial statements for the financial year 2018 (01.01.2018 - 31.12.2018), of the relevant Board of Directors' and Statutory Auditor's reports, and of the Statement of Corporate Governance.
2. Approval of the appropriation of the results for the financial year 2018 (01.01.2018 - 31.12.2018), distribution of dividend and payment of fees from the profits of the aforementioned accounting period.
3. Approval of the overall management for the financial year 01.01.2018 – 31.12.2018 and discharge of the Statutory Auditors for the financial year 01.01.2018 – 31.12.2018
4. 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.
5. Approval of remuneration policy for the members of the board of directors of the Company.
6. Amendment of article 1 of the Company's articles of association – change of corporate name.
7. Adaptation of the Company's articles of association to the provisions of law 4548/2018 – Amendment, abolishment and renumbering of the Company's articles of association.
8. Approval of submission of applications for the inclusion under the provisions of development law 4399/2016 of investment plans relating to the alumina and aluminum production facilities at Agios Nikolaos, Viotias.
9. 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 the construction of a wind park with an initial output capacity of 13.8 MW.

## **I. Right to participate and vote at the General Meeting:**

Right to participate and vote at the General Meeting have only the natural persons or legal entities who appear as shareholders of the Company in the Dematerialized Securities System File of the Company, which is kept electronically with the company "Greek Central Securities Depository SA" (ATHEXCSD) at the beginning of the fifth (5<sup>th</sup>) day prior to the original general meeting, i.e. on 1<sup>st</sup> June 2019 (record date). The aforementioned record date applies in the case of postponed or repeated meeting, given that the adjourned meeting or repeated meeting is not more than thirty (30) days from the record date pursuant to article 124 par. 6 of law 4548/2018. It is noted that in the case of repeated general meeting no new invitation will be published, in accordance with the provisions of article 130 of law 4548/2018.

Proof of shareholding status may be evidenced by any means and in any case based on information received by the Company directly through electronic connection with ATHEXCSD' files. Those entitled to participate and vote at the General Meeting are only the individuals who qualify as shareholders on the said record date. In case of non-compliance with the provisions of article 124 of law 4548/2018, the shareholders may participate at the General Meeting only after permission by the general meeting. The Company's articles of association provides the possibility to participate from distance either by electronic means or by post, however such possibility has not been technically implemented. Note that exercise of said rights does not presuppose blocking of the beneficiary's shares nor adherence to any other similar procedure, which restricts the possibility of the sale and transfer of such shares during the period between the record date and the relevant ordinary general meeting.

## **II. Specific guidelines for the exercise of the voting rights through proxy:**

Shareholders who are entitled to participate at the annual general meeting may cast their vote either in person or by proxy. Each shareholder may appoint up to three (3) proxies. Legal entities participate at the ordinary general meeting by appointing up to three (3) natural persons as their representatives. However, if a shareholder holds shares in the Company, which appear in more than one securities' account, such restriction does not prevent such shareholder to appoint different proxy for the shares that appear in each securities' account in relation to the ordinary general meeting. A shareholder may appoint a proxy for one or more general meetings and for specific timeframe. The proxy casts vote according to the instructions of the shareholder, if any. Non-compliance of the proxy with the received instructions does not affect the validity of the general meeting's resolutions, even if such proxy's vote was decisive for achieving the majority.

Forms of appointment of proxies are available to the shareholders on the Company's website: [www.mytilineos.gr](http://www.mytilineos.gr) and, in case a shareholder has no access to such forms, in hard copies at the Investors Relations Department of the Company (8 Artemidos street, Maroussi, Attica, tel. (+30)2106877476), which upon shareholder's request, may be furnished by post without any charge.

Appointment as well as revocation or replacement of the shareholder's representative takes place in writing and is submitted to the Company's headquarters at the above address (8 Artemidos street, Maroussi, Attica, to the attention of Investors Relations Department) or sent via fax to (+30)2106877400 at least forty eight (48) hours prior to the scheduled ordinary general meeting.

The proxy is obliged to notify the Company, prior to the commencement of the ordinary general meeting, of any specific fact, which might be useful to the shareholders, in their assessment of the risk the proxy serving interests other than their own. Conflict of interest may arise in particular in cases where the proxy: a) is a controlling shareholder of the Company or is a legal person or entity

controlled by such shareholder; b) is a member of the Board of Directors or in general of the management of the Company or of a controlling shareholder, or of another legal person or entity controlled by such shareholder; c) is an employee or an auditor of the Company or of a controlling shareholder, or of another legal person or entity controlled by a controlling shareholder; d) is a spouse or a first degree relative of a natural person referred to in cases a to c above.

### **III. Minority Rights:**

According to article 121 paragraph 4 of law 4548/2018, the shareholders are being informed that, amongst others, they have the following rights provided for in article 141 paragraphs 2, 3, 6 and 7 of law 4548/2018:

i) Article 141 paragraph 2 of law 4548/2018: At the request of shareholders representing 1/20 of the paid-up share capital, the board of directors is obliged to include additional items in the agenda of the general meeting, provided that the relevant request is received by the board of directors at least fifteen (15) days prior to the general meeting. The additional items must be published or disclosed under the responsibility of the board of directors in accordance with article 122 of law 4548/2018 at least seven (7) days prior to the general meeting. The request to include additional items in the agenda must be accompanied by a justification or by a draft decision to be adopted by the general meeting. The revised agenda must be published in the same manner as the previous agenda, thirteen (13) days before the date of the general meeting and at the same time must be also made available to shareholders on the Company's website, along with the justification or the draft decision submitted by the shareholders, in accordance with article 123 paragraph 4 of law 4548/2018. If these additional items are not published, the requesting shareholders are entitled to request the adjournment of the general meeting in accordance with article 141 paragraph 5 of law 4548/2018 and to make the publication themselves, in accordance with the second subparagraph of this paragraph (and article 141 paragraph 2 of law 4548/2018) at Company's expense.

ii) Article 141 paragraph 3 of law 4548/2018: Shareholders representing 1/20 of the paid-up share capital, have the right to submit draft decisions which have been included in the initial or revised agenda of the general meeting. Such request must be furnished to the board of directors at least seven (7) days before the date of the general meeting, and said draft decisions are made available to the shareholders according to the provisions of article 123 paragraph 3 of law 4548/2018 at least six (6) days before the general meeting.

iii) Article 141 paragraph 6 of law 4548/2018: Following a request submitted to the Company by any shareholder at least five (5) full days prior to the general meeting, the board of directors is obliged to provide to the general meeting the requested specific information on the Company's affairs, to the extent that this may be useful for the assessment of the items on the agenda. The board of directors may provide a single response to shareholders' requests with the same content. The obligation to provide information does not apply in the event that the information requested is already available on the Company's website, especially in the form of questions and answers. At the request of shareholders representing 1/20 of the paid-up share capital, the board of directors is obliged to announce to the ordinary general meeting the amounts that have been paid during the last two years to each member of the board of directors or to the Company's managers, as well as any benefits that were granted to them for any reason or on the basis of their contract with the Company. In all the above cases, the board of directors may refuse to provide such information for substantive ground, as recorded in the minutes. Such a reason may be, in the circumstances, the representation of the requesting shareholders to the board, in accordance with articles 79 or 80 of law 4548/2018. In the cases of this paragraph, the board

of directors may respond in a single application to shareholders with the same content.

iv) Article 141 paragraph 7 of law 4548/2018: At the request of shareholders representing at least one tenth (1/10) of the paid-up capital which is submitted to the Company within the period referred to in article 141 paragraph 6 of law 4548/2018, the board of directors is obliged to provide to the general meeting information on the course of the corporate affairs and assets of the Company. The board of directors may refuse to provide such information for substantive ground, as recorded in the minutes. Such a reason might be, as the case may be, the representation of the applicant shareholders on the Board, in accordance with articles 79 or 80 of law 4548/2018, provided that the respective members of the board of directors have received relevant information sufficiently.

v) Article 141 paragraph 8 of law 4548/2018: In the cases referred to in article 141 paragraphs 6 and 7 of law 4548/2018, any question as to the merits or not of the grounds of refusal on the part of the board of directors to provide the requested information, shall be resolved by court's decision, issued in interim injunction proceedings. By the same decision, the court obliges the Company to provide the information denied. The decision is not subject to any legal remedies.

In all above cases, the requesting shareholders must prove their capacity as shareholders, as well as the number of shares they hold, during the exercise of their right, except for in case of the first subparagraph of paragraph 6 of article 141 of law 4548/2018. The shareholding is certified through online connection of the Company with ATHEXCSD.

#### **IV. Available documents & information:**

This invitation, the documents to be submitted to the general meeting, the draft decisions for each item of the agenda, or if no draft decisions has been proposed for approval, comments of the board of directors as well as draft decisions that are proposed by the shareholders, in accordance with article 141 paragraph 3 of law 4548/2018, immediately upon the receipt thereof by the Company, the proxy forms and other information as stipulated in article 123 paragraph 3 of law 4548/2018, as well as detailed information related to the referred minority rights and the conditions of their exercise, are made available on the company's website: [www.mytilieos.gr](http://www.mytilieos.gr) and in hard copy at the Company's premises (8 Artemidos street, Maroussi, Attica, 15125, tel. (+30)2106877674) in accordance with the provisions of law 4548/2018.

Maroussi, 9 May 2019  
The Board of Directors  
MYTILINEOS SA – GROUP OF COMPANIES