



ANNOUNCEMENT – INVITATION TO INVESTORS

REGARDING THE PUBLIC OFFERING IN GREECE BY PAYMENT IN CASH AND THE
ADMISSION TO TRADING IN THE FIXED INCOME SECURITIES SEGMENT OF THE
REGULATED MARKET OF THE ATHENS EXCHANGE OF THE BONDS OF THE COMPANY

«**MYTILINEOS S.A.**»

WITH THE ISSUANCE OF A COMMON BOND LOAN

PUBLIC OFFERING FROM TUESDAY 4 JULY UNTIL THURSDAY 6 JULY 2023

JOINT COORDINATORS AND BOOKRUNNERS OF THE PUBLIC OFFERING



UNDERWRITERS OF THE PUBLIC OFFERING



ISSUANCE ADVISORS



By virtue of the decision of the Board of Directors of the company “MYTILINEOS S.A.” (“Company” or “Issuer”) dated 26.06.2023, the Issuer, *inter alia*, decided:

(a) the issuance of an common, interest bearing, bond loan by the Issuer (“Bond Loan” or “CBL”), pursuant to the provisions of Law 4548/2018, as in force, and the provisions of Greek Law 3156/2003 that remain in force (the “Issuance”), of a total nominal amount of up to five hundred million euros (€500,000,000) with a duration of seven (7) years, without provision of security, divided into up to 500,000 dematerialized, common, bearer bonds of nominal value of €1,000 each

(the "Bonds"), as well as the approval of the specific terms of the CBL, which constitute the CBL programme (the "CBL Programme");

(b) that the Bonds will be offered for subscription through a Public Offering in Greece to the entire investing public, i.e. to qualified and retail investors, within a period of three (3) business days, during which the subscription of the Bond Loan will take place (the "Public Offering"), using the Electronic Book Building (the "EBB") service of the Athens Exchange and will be admitted to trading on the Fixed Income Securities Segment of the Regulated Market of the Athens Exchange,

(c) the determination of the offer price of each Bond at par, i.e. €1,000 per Bond.

In case the CBL is not subscribed for an amount of at least €300,000,000, the issuance of the Bond Loan will be cancelled and the amount corresponding to the blocked subscription amount of each Retail Investor will be released within two (2) business days at the latest, without interest.

DETERMINATION OF FINAL YIELD AND INTEREST RATE OF THE BONDS

The determination of the yield and the interest rate of the Bonds (the "Interest Rate") shall be effected by way of the book building process ("Book Building"), which shall be kept by the Joint Coordinators and Bookrunners, and will be conducted through the EBB Process, in which only Qualified Investors participate.

The Interest Rate and the final yield shall be determined by the Joint Coordinators and Bookrunners within the yield range, through the EBB process, as further specified in the Prospectus, will be approved by a person authorised by the Board of Directors of the Company and will be announced on the Company's website and on the website of the Athens Stock Exchange no later than the next business day after the end of the Public Offering period.

The yield range shall be determined by the Joint Coordinators and Bookrunners and shall be published in the Daily Statistical Bulletin of the Athens Exchange and on the Issuer's website, at the latest on the previous day of the commencement of the Public Offering period, for the investors to be notified. It is noted that in order to determine the yield range, a pre-marketing process will be followed, i.e. a joint assessment of the conditions of the Greek and international capital markets, as well as the financial status and prospects of the Issuer's group. During the period that precedes the EBB process (pre-marketing period), the Joint Coordinators and Bookrunners receive indicative offers by Qualified Investors, to determine, pursuant to professional criteria, the yield range that corresponds better to market demand.

The high end of the yield range may exceed the low end by up to 150 base units.

The final yield and Interest Rate shall be notified to the Hellenic Capital Market Commission and shall be published on the website of the Issuer and the Athens Exchange, at the latest on the next business day following the completion of the Public Offering.

The criteria and conditions, on the basis of which the final yield and Interest Rate shall be determined, include the bond market conditions, the volume of demand per yield by Qualified Investors, the volume and type of Qualified Investors, the volume of demand by Retail Investors (to the extent that the final allocation to them exceeds the minimum allocation percentage of 30%), as well as the bond loan issuance service cost that the Issuer is willing to undertake.

Indicatively, if the demand by Qualified Investors covers the Issuance up to the high end of the yield range but at the same time a material part of the Issuance is subscribed for at a lower level of yield, the lower level may be selected, even if this results in a smaller amount of proceeds raised, and subject to the fulfilment of the condition for the issue of the Bonds.

Concurrently with the determination of the final yield, the final allocation of the Bonds will be decided. In any case, the Interest Rate shall be determined within the announced binding yield range.

The Interest Rate and Offer Price will be common for all investors, Qualified and Retail, that will participate in the offering of the Bonds through the Public Offering.

Within two (2) business days following the end of the Public Offering, a detailed announcement will be issued by the Joint Coordinators and Bookrunners regarding the outcome of the Public Offering, including the Interest Rate, which will be published in the Daily Statistical Bulletin of the Athens Exchange.

Detailed information on the final yield and Interest Rate is provided in section 4.3.3. “Determination of Final Yield and Interest Rate of the Bonds by means of a Public Offering through the Book Building” of the Prospectus.

PROCESS FOR BONDS OFFERING

The offering of the Bonds for subscription, namely the offering of Bonds of a total nominal value of up to €500,000,000, shall be conducted by way of a Public Offering to investors in Greece through the EBB service.

The title of one (1) Bond shall be the trading unit in the Athens Exchange. Each investor may subscribe for and file the relevant Subscription Application for the purchase of Bonds, via the EBB process for at least one (1) offered Bond or for an integral number of Bonds. The maximum amount for subscription for each investor is the total amount of the Public Offering, namely up to five hundred thousand (500,000) Bonds. The minimum amount for participation is one (1) Bond of a nominal value of €1,000.

The Public Offering and subscription of interested investors will have a duration of three (3) business days.

The Joint Coordinators and Bookrunners have been designated as coordinators of the EBB process, as set out in EBB Decision. In particular, the Public Offering will commence on Tuesday, 4 July 2023, at 10:00 a.m. Greek time and shall be concluded on Thursday, 6 July 2023, at 16:00 p.m., Greek time.

The EBB shall remain open, throughout the term of the Public Offering from 10:00 a.m. until 17:00 p.m., except for Thursday 6 July 2023, on which it will close at 16:00 p.m.

In order for interested investors to participate in the Public Offering of the Bonds, a Subscription Application for Bonds shall be submitted during the term of the Public Offering, pursuant to the terms and conditions of the Prospectus dated 28 June 2023 which was approved by the Hellenic Capital Market Commission (“Prospectus”) and the CBL Programme.

Amendment or cancellation of the Subscription Application for the offer to purchase Bonds is possible throughout the term of the Public Offering, following a similar process to the initial submission.

In case that the Subscription Application is not properly filled in, pursuant to the terms for the participation and subscription in the Public Offering, according to the Prospectus, the CBL Programme and the EBB Decision, the Subscription Application will not be accepted.

Detailed information on the process for the Bonds offering is provided in section 4.3.5. “Offering, Subscription and Allocation Process for the Offered Bonds by means of a Public Offering” of the Prospectus.

PROCESS FOR PARTICIPATION OF RETAIL INVESTORS IN THE PUBLIC OFFERING

Interested Retail Investors may file their Subscription Applications directly at the branches of the Joint Coordinators and Bookrunners, namely, “Eurobank S.A.”, Alpha Bank S.A.”, “National Bank of Greece S.A.” and “Piraeus Bank”, of the Underwriters “Euroxx Securities S.A.” and “Optima Bank S.A.”, as well as the Participants of the D.S.S. account that cooperate with EBB Members for the filing of Subscription Applications via the EBB service.

Interested Retail Investors, who will directly attend the branches of the Joint Coordinators and Bookrunners and the Underwriters, for their participation in the Public Offering, must provide their identity card or passport, their tax identification number and a print-out of their D.S.S. data.

In case of a Subscription Application submitted on behalf of a Retail Investor through a Client Securities Account, including Joint Investor Shares, such application will be accepted only if said Retail Investor is the beneficiary or co-beneficiary of the Securities Accounts, through which subscription was conducted.

Interested Retail Investors will subscribe for the lowest yield of the range that will be announced on the day prior to the first day of the Public Offering. The value of subscription for Retail Investors is the product of the number of Bonds requested multiplied by the nominal value of €1,000 per Bond.

Detailed information on the participation of Retail Investors is provided in section 4.3.5. “Offering, Registration and Allocation Process for the Offered Bonds by means of a Public Offering” of the Prospectus.

PROCESS FOR PARTICIPATION OF QUALIFIED INVESTORS IN THE ELECTRONIC BOOK BUILDING

Interested Qualified Investors must file their Subscription Applications directly to the Joint Coordinators and Bookrunners and the Underwriters.

The process for submission of offers by Qualified Investors will last from the first until the last day of the Public Offering.

The yield that will be included in the Subscription Application, within the range that will be announced, will be on increments of 5 basis points, namely 0.050%.

Offers submitted by Qualified Investors will be collected throughout the term of the Electronic Book Building process, which will be managed by the Joint Coordinators and Bookrunners, in order to determine the requested volume in alternative yields, as well as the total number of requested Bonds.

The Electronic Book Building will close on the last day of the Public Offering period (16.00 p.m. Greek time), and all offers, as in force at that time, will be considered as final.

Detailed information on the participation of Qualified Investors is provided in section 4.3.5. “Offering, Registration and Allocation Process for the Offered Bonds by means of a Public Offering” of the Prospectus.

ALLOCATION PROCESS

Following the determination of the final yield and Interest Rate, the Joint Coordinators and Bookrunners shall determine the size of the Issuance and, subsequently, the Bonds will be allocated to investors as follows:

- at least 30% of the Bonds of the Public Offering (namely at least 150,000 Bonds in the event of full subscription of the Bond Loan, i.e. issuance of 500,000 Bonds) will be allocated to Retail Investors; and
- up to 70% of the Bonds of the Public Offering (namely up to 350,000 Bonds in the event of full subscription of the Bond Loan, i.e. issue of 500,000 Bonds) will be allocated among Qualified Investors and Retail Investors.

As long as the subscriptions of Retail Investors for the 30% of the Bonds of the Public Offering will have been satisfied, the following will be taken into consideration, for the final determination of the percentage of allocation to each category of investors:

(a) the demand by Qualified Investors, (b) the demand of Retail Investors, exceeding 30% (c) the number of Subscription Applications submitted by Retail Investors, as well as (d) the need to create conditions for the smooth trading of the Bonds in the secondary market.

Detailed information on the allocation process is provided in section 4.3.6. “Allocation Process of the Public Offer” of the Prospectus.

PROSPECTUS AVAILABILITY

Further information about the Issuer, the Bonds and their offering are included in the Prospectus, which was approved on 28.06.2023 by the Hellenic Capital Market Commission only with regard to the fulfillment of information requirements for investors, as set out in Regulation (EU) 2017/1129, Delegated Regulations (EU) 2019/979 and 2019/980, and Greek Law 4706/2020, as in force.

The Prospectus, as approved by the Board of Directors of the Hellenic Capital Market Commission on 28.06.2023, will be available to the investors in electronic form, in accordance with article 21(2) of Regulation (EU) 2017/1129, on the following websites:

- Athens Exchange: <https://www.athexgroup.gr/el/web/guest/companies-new-listings>
- the Company <https://www.mytilineos.com/investor-relations/bonds/> and <https://www.mytilineos.com/el/ependytikes-sxeseis/omologa/>,
- Eurobank S.A.: <https://www.eurobank.gr/el/omilos/enimerosi-ependuton/enimerotika-deltia/enimerotika-deltia-sumboulos-anadoxos-trapeza-eurobank-ergasias-ae>
- Alpha Bank S.A.: <https://www.alpha.gr/el/idiotes/ependuseis/xrimatistiriakes-upiresies/enimerotika-deltia>
- National Bank of Greece S.A.: <https://www.nbg.gr/el/footer/enimerwtika-deltia>
- Piraeus Bank: <https://www.piraeusholdings.gr/mytilineos2023>
- Euroxx Securities S.A.: <https://www.euroxx.gr/gr/content/article/mytilineosbond>
- Optima Bank S.A.: <https://www.optimabank.gr/business/investment-banking/enimerotikapliroforiaka-deltia>

Moreover, throughout the term of the Public Offering, the Prospectus, if requested, will also be available to investors in hardcopy, free of charge, at the offices of the Company, (8 Artemidos str., 15125 Marousi, Greece), as well as at the offices of the Joint Coordinators and Bookrunners, “Eurobank S.A.” (10 Filellinon Str., 10557, tel. 210 3720000), “Alpha Bank S.A.” (40 Stadiou Str., 10252, Athens, tel. 210 3260000), “NATIONAL BANK OF GREECE S.A.” (86 Aioulou Str., 102 32, Athens, tel. 210 3341000), “PIRAEUS BANK” (4 Amerikis Str., 10564, Athens, 210 3288000), and the Underwriters “Euroxx Securities S.A.” (7 Palaiologou Str., 15232, Chalandri, tel. 210 6879400)

and “OPTIMA BANK S.A.” (32 Aigialeias Str., Maroussi, 151 25, tel. 210 8173000). In accordance with article 21 (5) of the Prospectus Regulation, the Hellenic Capital Market Commission publishes the approved prospectuses on its website (http://www.hcmc.gr/el_GR/web/portal/elib/deltia).

For more information, investors may contact during working days and hours the Company’s offices, 8 Artemidos Str., 151 25, Maroussi, Greece, website: www.mytilineos.com, (Mr. Nikos Lattas, RESPONSIBLE PERSON FOR SHAREHOLDERS SERVICE, tel. number 210 68 77300).

Maroussi, 28 June 2023

MYTILINEOS S.A.

For further information, please contact:

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MYTILINEOS:

Founded in Greece in 1990, MYTILINEOS is an industrial and energy multinational company, listed on the Athens Stock Exchange, with a consolidated turnover and EBITDA of €6.3 billion and €823 million respectively. More than 4,820 direct and indirect workers in Greece and abroad. The Company is focused on sustainability, it has set itself the goal of reducing carbon dioxide (CO2) emissions by at least 30% by 2030 and achieving a neutral footprint in its total business activity by 2050, based on ESG performance indicators for Environment, Society and the Governance.

For more information, please visit: www.mytilineos.com | [Facebook](#) | [Twitter](#) | [YouTube](#) | [LinkedIn](#)