

**Metlen**  
Energy & Metals

METLEN Energy & Metals PLC

# Notice of Annual General Meeting

To be held on Thursday, 21 May 2026  
at 8 Artemidos Str., Maroussi,  
151 25 Athens, Greece  
beginning at 11.00 a.m. EEST

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in METLEN Energy & Metals PLC, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

Shareholders will also find enclosed with this document a form of proxy for use in connection with this meeting. To be valid, proxy appointments should be duly completed and received by the Company's Registrar by no later than **11.00 a.m. EEST (9.00 a.m. BST) on Tuesday 19 May 2026**. Appointment of a proxy will not preclude shareholders from attending and voting at the meeting should they choose to do so. Whether or not you attend the annual general meeting, you are encouraged to vote on all resolutions in advance of the annual general meeting by appointing the Chair of the meeting as your proxy. Further instructions relating to the form of proxy are set out in the Meeting Information section of this document. The right to appoint a proxy described in this notice does not apply to persons nominated to enjoy information rights under section 146 of the Companies Act 2006 – please refer to the Meeting Information section of this document.

# Contents

01	Statement from the Chairman
02	Notice of 2026 Annual General Meeting
05	Explanation of resolutions
09	Appendix I – Directors’ Biographies
13	Appendix II – Meeting information

**METLEN Energy & Metals PLC**  
19th Floor, 51 Lime Street, London, EC3M 7DQ, United Kingdom

Registered in England and Wales No: 15944520

# Statement from the Chairman



**Evangelos Mytilineos**  
Executive Chairman

The AGM is an important event in the Company's corporate calendar and represents the Board's opportunity to present to you the Company's performance and strategic priorities, to engage with you on the questions you might raise, as well as to pass the necessary resolutions for the conduct of the business and affairs of the Company. We are delighted to welcome shareholders to attend the AGM in-person in Greece. Details of the arrangements, including how to join the AGM, vote and ask questions during the meeting are set out on pages 13 to 16 of this circular. The Company may be required to modify the arrangements for the AGM on short notice. Shareholders should monitor the Company's website [www.metlen.com](http://www.metlen.com) and announcements to the London Stock Exchange and the Athens Stock Exchange for any updates to the meeting arrangements.

Please note that only shareholders, proxy holders and corporate representatives in attendance at the meeting will be eligible to ask questions of the Directors.

To uphold an atmosphere of positive engagement, which the Board highly values, the Company will not tolerate any disruptive or discourteous behaviour that may compromise the safety, security or orderly conduct of the AGM and anyone who does not comply may be removed from the meeting.

## Voting

All resolutions will be voted on by way of a poll and will reflect all proxy instructions duly received. If you cannot attend the AGM in person, your vote is still important to us and we would urge you to register, in advance, your proxy appointment and voting instructions electronically via our Registrar's website at [investorcentre.co.uk/eproxy](http://investorcentre.co.uk/eproxy) via CREST, Proxymity or by completing and returning the enclosed Form of Proxy in accordance with the instructions printed thereon by **11.00 a.m. EEST (9.00 a.m. BST)** on **Tuesday 19 May 2026**. Further information on how to appoint a proxy is set out on pages 14 to 15 of this document.

The meeting will be hosted as a physical meeting only, however we have put in place arrangements to allow shareholders to view the meeting remotely through our live webcast. By viewing the meeting remotely, shareholders will not be counted in the quorum for the meeting, nor will they be able to vote electronically at the meeting through the live webcast.

## Board Appointments and AGM Resolutions

The Notice of AGM (the Notice) and the proposed resolutions are set out on pages 2 to 4 of this document and cover the usual business of the AGM, including receiving the 2025 Annual Report and audited financial statements, approving the Directors' Remuneration Report and Director's Remuneration Policy, approving the Final Dividend, the election of Directors, the appointment and remuneration of our auditors and other customary UK corporate approvals including the authority for the Company to allot shares, disapply pre-emption rights, buyback shares and call a general meeting at short notice. Further information on each resolution is set out in the explanatory notes on pages 5 to 8 and biographies for each Board member can be found on pages 9 to 12.

## Recommendation

The Directors of the Company consider that all the proposals to be considered at the meeting are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

The results of the voting on all resolutions will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the AGM.

Yours faithfully

**Evangelos Mytilineos**  
Executive Chairman

METLEN Energy & Metals PLC  
15 April 2026

**15 April 2026**

Dear shareholder,  
We are pleased to invite you to the 2026 Annual General Meeting (AGM) of METLEN Energy & Metals PLC (the Company) which will be held on Thursday, 21 May 2026 at 11:00 a.m. EEST at 8 Artemidos Str., Maroussi, 151 25 Athens, Greece.

# Notice of 2026 Annual General Meeting

Notice is hereby given that the 2026 Annual General Meeting of METLEN Energy & Metals PLC will be held at 11:00 a.m. EEST (9.00 a.m. BST) on Thursday 21 May 2026, at 8 Artemidos Str., Maroussi, 151 25 Athens, Greece to consider, and if thought fit, pass the resolutions set out below.

The meeting will be hosted as a physical meeting only; however, arrangements have been put in place to allow shareholders to view the meeting remotely through a live webinar. Shareholders viewing the meeting remotely will not be counted in the quorum for the meeting, nor will they be able to vote electronically at the meeting through the live webinar platform.

Resolutions 1 to 20 will be proposed as ordinary resolutions and resolutions 21 to 25 will be proposed as special resolutions.

This Notice of Annual General Meeting has been prepared in accordance with the requirements of the Companies Act 2006, the UK Listing Rules applicable to equity shares in commercial companies (ESCC), and the UK Corporate Governance Code.

The Company also maintains a secondary listing of its ordinary shares on the Athens Stock Exchange (ATHEX).

## Ordinary resolutions

### Resolution 1: Annual Report and Accounts

To receive the Annual Report and Accounts of the Company for the year ended 31 December 2025 (2025 Integrated Annual Report).

### Resolution 2: Directors' Remuneration Report

To approve the Directors' Remuneration Report for the year ended 31 December 2025, set out on pages 309 to 325 of the 2025 Integrated Annual Report (excluding the Directors' Remuneration Policy, set out on pages 312 to 318 of the 2025 Integrated Annual Report).

### Resolution 3: Directors' Remuneration Policy

To approve the Director's Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2025, as set on pages 312 to 318 of the 2025 Integrated Annual Report.

### Resolution 4

To approve a final dividend recommended by the Board for the year ended 31 December 2025 of € 1.00 per Ordinary Share payable to the Company's shareholders on Thursday, 16 July 2026 which are registered as such on the record date of Friday, 26 June 2026.

### Resolutions 5

To elect Mr Evangelos Mytilineos, serving as Executive Chairman, as a Director of the Company.

### Resolution 6

To elect Mr Christos Gavalas, serving as Group Chief Executive Officer, as a Director of the Company.

### Resolution 7

To elect Ms Fotini Ioannou, serving as Group Chief Financial Officer, as a Director of the Company.

### Resolution 8

To elect Mr Ioannis Petrides, serving as Senior Independent Director, an Independent Non-Executive Director, as a Director of the Company.

### Resolution 9

To elect Dr Anthony Bartzokas, serving as an Independent Non-Executive Director, as a Director of the Company.

### Resolution 10

To elect Mr Philippe Henry, serving as an Independent Non-Executive Director, as a Director of the Company.

### Resolution 11

To elect Ms Xenia Kazoli, serving as an Independent Non-Executive Director, as a Director of the Company.

### Resolution 12

To elect Mr Michael Kumar, serving as an Independent Non-Executive Director, as a Director of the Company.

### Resolution 13

To elect Mr Jamie Lowry, serving as a Non-Executive Director, as a Director of the Company.

### Resolution 14

To elect Ms Konstantina Mavraki, serving as an Independent Non-Executive Director, as a Director of the Company.

### Resolution 15

To elect Ms Katherine Smith, serving as an Independent Non-Executive Director, as a Director of the Company.

### Resolution 16

To elect Ms Fiona Paulus, serving as an Independent Non-Executive Director, as a Director of the Company.

### Resolution 17

To elect Mr Spiro Youakim, serving as an Independent Non-Executive Director, as a Director of the Company.

### Resolution 18

To re-appoint (a) PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are laid before the Company's members with respect to the Company's reporting obligations in the United Kingdom, and (b) PricewaterhouseCoopers S.A. as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are laid before the Company's members with respect to the Company's reporting obligations in Greece stemming from the secondary listing of the Company's shares with the Athens Stock Exchange.

### Resolution 19

To authorise the Audit and Risk Committee to determine the remuneration of the Company's auditors.

### Resolution 20: Authority to allot shares

THAT, in substitution for all existing authorities, the Directors be and are generally and unconditionally authorised in accordance with section 551 of the Companies Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- (i) up to an aggregate nominal amount of €47,674,326.67; and
- (ii) comprising equity securities (as defined in section 560(1) of the Companies Act) up to a further aggregate nominal amount of €47,674,326.67 in connection with a fully pre-emptive offer,

such authorities to apply until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until the close of business on 20 August 2027) but, in each case, so that the Company may make offers and enter into

agreements before the authority expires, which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires, and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this Resolution 20 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Companies Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this Resolution 20, a "fully pre-emptive offer" means an offer to:

- (A) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (B) holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

to subscribe for further securities, including an offer to which and so that the Directors may impose any limits or restrictions or make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, and legal, regulatory or practical problems in, or under the laws of, any territory, or any other matter.

## Special resolutions

### Resolution 21: General power to disapply pre-emption rights

THAT, in substitution for all existing authorities and subject to the passing of Resolution 20, the Directors be and are generally empowered pursuant to section 570 of the Companies Act to allot equity securities (as defined in section 560(1) of the Companies Act) for cash pursuant to the authorities granted by Resolution 20 and/or pursuant to section 573 of the Companies Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Companies Act, such authority to be limited to:

- (i) the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority referred to in Resolution 20 sub-paragraph (ii), such authority shall be limited to the allotment of equity securities in connection with a fully pre-emptive offer only);

- (A) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (B) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions or make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (ii) the allotment of equity securities and/or sale of treasury shares for cash, (in each case otherwise than in the circumstances set out in sub-paragraph (i) of this Resolution 21 up to a maximum aggregate nominal amount of €14,302,298 (equal to 14,302,298 ordinary shares or 10 per cent of the aggregate nominal value of the Company's ordinary share capital (excluding treasury shares)) (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); and
- (iii) the allotment of equity securities and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in sub-paragraphs (i) or (ii) of this Resolution 21) up to a maximum aggregate nominal amount equal to approximately 20 per cent of any allotment of equity securities and/or sale of treasury shares from time to time under sub-paragraph (ii) of this Resolution 21, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of the 2022 Statement of Principles on Disapplying Pre-Emption Rights,

such authority to apply until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until the close of business on 20 August 2027) but so that the Company may make offers and enter into agreements before the authority expires, which would, or might, require equity securities to be allotted and/or treasury shares to be sold after the authority expires, and the Directors may allot equity securities and/or sell treasury shares under any such offer or agreement as if the authority had not expired.

### Resolution 22: Additional power to disapply pre-emption rights for acquisitions or capital investments

THAT, in addition to any authority referred to in Resolution 21 above, and subject to the passing of the resolution referred to in Resolution 20, the Directors be and are generally empowered pursuant to section 570 of the Companies Act to allot equity securities (as defined in section 560(1) of the Companies Act) for cash pursuant to the authorities granted by Resolution 20 and/or pursuant to section 573 of the Companies Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Companies Act, such authority to be limited to:

- (i) the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of €14,302,298 (equal to 14,302,298 Ordinary Shares or 10 per cent of the aggregate nominal value of the Company's share capital) (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights), such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or other specified capital investment of a kind contemplated by the 2022 Statement of Principles on Disapplying Pre-Emption Rights, and
- (ii) the allotment of equity securities and/or sale of treasury shares for cash (in each case otherwise than under sub-paragraph (i) of this Resolution 22) up to a maximum aggregate nominal amount equal to approximately 20 per cent of any allotment of equity securities and/or sale of treasury shares from time to time under sub-paragraph (i) of this Resolution 22, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of the 2022 Statement of Principles on Disapplying Pre-Emption Rights;

Such authority to apply until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until the close of business on 20 August 2027) but so that the Company may make offers and enter into agreements before the authority expires, which would, or might, require

## Notice of 2026 Annual General Meeting continued

equity securities to be allotted and/or treasury shares to be sold after the authority expires, and the Directors may allot equity securities and/or sell treasury shares under any such offer or agreement as if the authority had not expired.

### Resolution 23: Authority to make on-market purchases of own shares:

THAT the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act to make one or more market purchases (within the meaning of section 693(4) of the Companies Act) of Ordinary Shares, provided that:

- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 14,302,298 (representing 10 per cent of aggregate nominal value of the Company's ordinary share capital), such limit to be reduced by the number of Ordinary Shares purchased or committed to be purchased from time to time pursuant to the authority granted by Resolution 24;
- (ii) the minimum price (excluding expenses) which may be paid for each Ordinary Share is €1.00 (being the nominal value of an Ordinary Share);
- (iii) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
  - (A) an amount equal to 105 per cent of the average market value of an Ordinary Share for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased; and
  - (B) an amount equal to the higher of the price of the last independent trade and the highest current independent bid in respect of Ordinary Shares on the trading venues where the purchase is carried out; and
- (iv) the authority shall expire at the end of the next annual general meeting of the Company (or, if earlier, at close of business on 20 August 2027) so that the Company may, before the expiry of the authority enter into a contract to purchase Ordinary Shares which will, or may be, executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract.

### Resolution 24: Authority to make off-market purchases of own shares

THAT the terms of a share repurchase contract (in the form produced to the AGM) (Contract) providing for off-market purchases (within the meaning of section 639(2) of the Companies Act) by the Company of its Ordinary Shares pursuant to such Contract be and are hereby approved and the Company be and is hereby authorised to enter into and complete one or more Contracts between the Company and any or all of Alpha Finance Investment Services Single Member S.A., BofA Securities Europe SA, BNP Paribas SA, Citigroup Global Markets Europe AG, Eurobank Equities Investment Firm Single Member S.A., Euroxx Securities S.A., J.P. Morgan Securities plc, Morgan Stanley & Co. International Plc, National Securities Single Member S.A., Optima bank SA or Piraeus Securities S.A. (or any of their subsidiaries or affiliates from time to time), provided that:

- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 14,302,298 (representing 10 per cent of aggregate nominal value of the Company's ordinary share capital), such limit to be reduced by the number of Ordinary Shares purchased or committed to be purchased from time to time pursuant to the authority granted by Resolution 23);
- (ii) the minimum price (excluding expenses) which may be paid for each Ordinary Share is €1.00 (being the nominal value of an Ordinary Share);
- (iii) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
  - (A) an amount equal to 105 per cent of the average market value of an Ordinary Share for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased; and
  - (B) an amount equal to the higher of the price of the last independent trade and the highest current independent bid in respect of Ordinary Shares on the trading venues where the purchase is carried out; and

- (iv) the authority shall expire at the end of the next annual general meeting of the Company (or, if earlier, at close of business on 20 August 2027) so that the Company may, before the expiry of the authority enter into a Contract to purchase Ordinary Shares which will, or may be, executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such Contract.

### Resolution 25: General Meetings

That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

By order of the Board



**Leda Condoyanni**  
Company secretary

15 April 2026

### METLEN Energy & Metals PLC

Registered office: 19th Floor, 51 Lime Street, London, EC3M 7DQ, United Kingdom

Registered in England and Wales  
No: 15944520

# Explanation of resolutions

## Resolution 1: 2025 Integrated Annual Report

The Directors present the 2025 Integrated Annual Report to shareholders at the AGM in accordance with the UK Companies Act 2006 (Companies Act). The 2025 Integrated Annual Report contains the reports of the Directors (including the Strategic Report) and auditors as well as the financial statements for the year ended 31 December 2025. The 2025 Integrated Annual Report can be found at [metlen.com](https://www.metlen.com)

## Resolution 2: Director's Remuneration Report

This resolution seeks shareholder approval for the Director's Remuneration Report (DRR) for the year ended 31 December 2025, set out on pages 309 to 325 of the 2025 Integrated Annual Report (excluding the Directors' Remuneration Policy, set out on pages 312 to 318 of the 2025 Integrated Annual Report).

In accordance with the Companies Act, the vote on this resolution is advisory and the Director's entitlement to remuneration is not conditional on it being passed.

## Resolution 3: Director's Remuneration Policy

In accordance with the Companies Act, shareholders must be given the opportunity to approve a Directors' Remuneration Policy at least every three years by way of a binding vote. Accordingly, this resolution seeks shareholder approval for the proposed Directors' Remuneration Policy, which can be found on pages 312 to 318 of the 2025 Integrated Annual Report, together with a report of the work undertaken by the Remuneration Committee to ensure the Directors' Remuneration Policy is appropriate and aligned with the strategic goals and key performance indicators of the Company and its subsidiaries and subsidiary undertakings (together, the "Group"), as well as UK corporate governance good practice.

The Directors' Remuneration Policy sets out the Company's forward-looking policy on Directors' remuneration and is subject to a binding shareholder vote. If Resolution 3 is passed, the Directors' Remuneration Policy will take effect from the date of this AGM. Approval is for a period of up to three years and a Directors' Remuneration Policy will be put to shareholders for approval again no later than the 2029 AGM.

## Resolution 4: Final Dividend

This resolution seeks shareholder approval to pay a first and final dividend of € 1.00 per share for the year ended 31 December 2025 that will be paid, if approved, on Thursday, 16 July 2026 to all ordinary shareholders who are registered as such on the register at the close of business on the record date of Friday, 26 June 2026.

Following the reduction of capital that was made effective by the Company on 17 November 2025, the Company has created additional distributable reserves which can be used by the Company to deliver shareholder returns, including the final dividend proposed by this resolution. As the Company is tax resident in Greece, and for the purposes of Greek law 4172/2013 and Greek law 5162/2024, the final dividend is expected to be treated both for Greek corporate income tax purposes and for Greek withholding tax purposes as a return of share capital.

Each shareholder should seek advice from their personal tax advisor regarding the tax treatment of any amounts received from the Company in their country of tax residence.

## Resolutions 5 – 17: Election of Directors

Resolutions 5 to 17 relate to the election of the Director(s) of the Company.

In accordance with the Company's Articles of Association, any director appointed as such by the Board shall retire at the following AGM and shall be eligible for election. In addition, in accordance with the Company's Articles of Association and established corporate governance practice, each Director wishing to continue their appointment is required to submit themselves for re election by shareholders at the AGM.

The Board considers that each Director continues to be effective and their contribution supports the long-term sustainable success of the Company. The skills and experience of each Director, which can be found on pages 291 to 294, demonstrate why their contribution is, and continues to be, important to the Company's long-term sustainable success.

In considering the independence of the independent Non-executive Directors, the Board has taken into account guidance from the UK Corporate Governance Code 2024 (Code) and the conduct, independence of thought and judgement exhibited by the independent directors during Board and Committee meetings.

Mr Mytilineos has served more than nine years as chair. The Board considers that having the stability provided by Mr Mytilineos' leadership of the Group in his role as chair is in the best interests of the Company and his leadership of the Company over thirty years has had a positive effect on its performance.

The Board believes it is in the best interest of the Company and its shareholders for Mr Mytilineos to be elected as a Director of the Company.

Mr Lowry does not meet the Code's criteria to be considered independent due to his position as managing director of Hamblin Watsa Investment Counsel Limited, a wholly owned subsidiary of Fairfax Financial Holdings Limited which holds approximate 8.35 per cent of METLEN's ordinary shares and is therefore considered a major shareholder of the Company. After careful consideration, the Board concluded that Mr Lowry's election as a Director is in the best interests of the Company, its shareholders and other stakeholders, taking into consideration the overall composition of the Board and the knowledge, skills and experience that Mr Lowry contributes at Board and Committee meetings.

## Resolutions 18 and 19: Appointment of auditor and auditor's remuneration.

At each meeting at which the accounts are presented to its shareholders, the Company is required to appoint an auditor to hold office until the end of the next such meeting.

Resolution 18, on the Audit & Risk Committee's recommendation, seeks shareholder approval for the re-appointment of (a) PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are laid before the Company's members with respect to the Company's reporting obligations in the United Kingdom, and (b) PricewaterhouseCoopers S.A. as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are laid before the Company's members with respect to the Company's reporting obligations in Greece stemming from the secondary listing of the Company's shares with the Athens Stock Exchange.

Resolution 19 seeks shareholder approval for the Audit & Risk Committee (for and on behalf of the Directors) to be authorised to determine the remuneration of the auditors, PricewaterhouseCoopers LLP and PricewaterhouseCoopers S.A.

## Explanation of resolutions continued

### Resolution 20:

#### Authority to allot shares

This resolution deals with the Directors' authority to allot shares and grant rights to subscribe for, or to convert any security into, shares in accordance with section 551 of the Companies Act in place of the existing authority to allot shares approved at the annual general meeting of the Company held on 20 June 2025 (which was held before the listing of the Company's ordinary shares on the London Stock Exchange).

This resolution complies with the Share Capital Management Guidelines issued by the Investment Association (IA) (as updated in February 2023), which companies listed on the London Stock Exchange are encouraged to comply with. These guidelines state that the IA's members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's issued share capital. However, any routine authority to allot shares representing more than one third of the Company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive rights issue.

The authority in sub-paragraph (i) of this resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of €47,674,326.67 (representing 47,674,326 Ordinary Shares), which is equivalent to one third of the total issued ordinary share capital of the Company as at 13 April 2026 (the latest practicable date prior to the publication of this notice).

The authority in sub-paragraph (ii) of this resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a fully pre-emptive rights issue up to a nominal value of €47,674,326.67 (representing 47,674,326 Ordinary Shares) which is equivalent to one third of the total issued ordinary share capital of the Company as at 13 April 2026 (the latest practicable date prior to the publication of this notice), such amount to be reduced by the amount of any relevant securities issued under the authority conferred by sub-paragraph (i) of this resolution.

The Company does not currently hold any shares in treasury.

The authorities granted under this resolution will apply until the earlier of the end of the Company's next AGM or close of business on 20 August 2027. However, before they expire the Company may make offers and enter into agreements which would, or might, require shares to be allotted (or certain rights granted over shares) after these authorities expire and the Directors may allot shares (or grant certain rights over shares) under any such offer or agreement as if the authority had not expired. These authorities are without prejudice to allotments made under previous authorities.

The Directors do not have any present intention to exercise this authority, however they consider it appropriate and in the best interests of the Company to maintain the flexibility that these authorities provide so that the Board has the maximum flexibility permitted by investor guidelines to respond to market developments and to allot securities at short notice if the need arises, without the delays and expense involved in holding a general meeting. If the authority is exercised in the future, the Directors intend to follow best practice as recommended by the IA. It is anticipated that the Directors will seek to renew these authorities at each AGM.

### Resolution 21 and 22:

#### Disapplication of pre-emption rights

Under section 561(1) of the Companies Act, if the Directors wish to exercise the authority given under Resolution 20 to issue shares for cash (other than in relation to an employee share scheme), they must first offer those shares to the Company's existing shareholders in proportion to their holdings. The Directors believe that there may be occasions when it is in the best interests of the Company to issue shares for cash to finance business opportunities without first offering all or some of them to existing shareholders. Resolutions 21 and 22 would allow the Directors to disapply the strict statutory pre-emption provisions in these circumstances.

Resolutions 21 and 22 comply with the Pre-Emption Group's 2022 Statement of Principles for Disapplying Pre-Emption Rights (Pre-Emption Group's Statement of Principles), which supports companies seeking authority to disapply the pre-emption provisions when issuing shares for cash in relation to:

- (i) 10 per cent of issued ordinary share capital (excluding treasury shares) for use on an unrestricted basis (a general disapplication);
- (ii) an additional 10 per cent of issued ordinary share capital (excluding treasury shares) to be used only in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment; and
- (iii) in each case, a further authority of no more than 2 per cent to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group's Statement of Principles.

Resolution 21 will permit the Directors to allot Ordinary Shares for cash (or sell treasury shares) on a non-pre-emptive basis up to a maximum nominal amount of €14,302,298, being 10 per cent of the Company's issued ordinary share capital as at 13 April 2026 (the latest practicable date prior to the publication of this notice).

Resolution 22 will permit the Directors to additionally allot Ordinary Shares for cash (or sell treasury shares) on a non-pre-emptive basis up to a further maximum nominal amount of €14,302,298, being 10 per cent of issued ordinary share capital as at 13 April 2026 (the latest practicable date prior to the publication of this notice) to be used in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment.

Resolutions 21 and 22 will also permit the Directors to additionally allot Ordinary Shares for cash (or sell treasury shares) on a non-pre-emptive basis up to a maximum aggregate nominal amount equal to approximately 20 per cent of any allotment of equity securities and/or sale of treasury shares made from time to time under the corresponding resolution.

The authorities granted by Resolutions 21 and 22 will expire at the earlier of the end of the Company's next AGM or close of business on 20 August 2027; however, before they expire the Company may allot Ordinary Shares for cash (or sell treasury shares) on a non-pre-emptive basis and enter into agreements which would, or might, require Ordinary Shares to be allotted (or treasury shares sold) on a non-pre-emptive basis after these authorities expire and the Directors may allot Ordinary Shares for cash (or sell treasury shares) on a non-pre-emptive basis under any such offer or agreement as if the authority had not expired. These authorities are without prejudice to allotments made under previous authorities.

The Directors have no present intention to exercise the authorities conferred by these resolutions and will only use the power conferred by Resolution 22 in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12-month period. The announcement regarding the issue will disclose the background and the reasons for the offer and the proposed use of proceeds, including details of any acquisition or specified capital investment.

The Directors confirm their intention to follow the shareholder protections in Part 2B of the Pre-Emption Group's Statement of Principles as well as the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-Emption Group's Statement of Principles.

**Resolution 23:  
Authority to make on-market  
purchases of own shares:**

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares as permitted by the Companies Act.

Under section 693 of the Companies Act, the Company is only permitted to make market purchases of its Ordinary Shares on a recognised investment exchange. Although the London Stock Exchange (on which the Company's Ordinary Shares are listed) is currently designated as a recognised investment exchange, ATHEX (on which the Company's Ordinary Shares are also listed) is not.

This explanatory note should be read together with the explanatory note to Resolution 24, which relates to the ability of the Company to make off-market purchases (within the meaning of section 693(2) of the Companies Act) of its own shares.

If passed, Resolutions 23 and 24 give authority for the Company to purchase up to 14,302,298 Ordinary Shares, representing 10 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 13 April 2026 (the latest practicable date prior to the publication of this notice). The authority specifies the minimum and maximum prices that may be paid for any Ordinary Shares. The purchase of Ordinary Shares by the Company under this authority would be effected by purchases on the market. Any repurchases made pursuant to the authority in Resolution 24 will reduce the available authority under this Resolution 23 and vice versa.

The authority granted by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of the end of the Company's next AGM or close of business on 20 August 2027. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

**Notes which apply to Resolutions 23  
and 24**

Any Ordinary Shares purchased under the authority in Resolutions 23 and 24 may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under employee share schemes. No dividends are paid on shares while they are in treasury, and no voting rights attach to treasury shares.

As at 13 April 2026 (the latest practicable date prior to the publication of this Notice), the Company did not hold any Ordinary Shares in treasury, and there were no warrants over the Company's Ordinary Shares nor any options to subscribe over the Company's Ordinary Shares outstanding.

In considering whether to use these authorities, the Directors will consider market conditions, appropriate gearing levels, the Company's share price, other investment opportunities and the overall financial position of the Company. The Directors will only exercise the authority to purchase Ordinary Shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per Ordinary Share. The Directors intend that any shares purchased under the authority granted by Resolutions 23 and 24 will be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its share schemes.

**Resolution 24:  
Authority to make off-market  
purchases of own shares**

As mentioned in the notes to Resolution 23, market purchases of a company's own shares may only be made on a recognised investment exchange. The Regulated Securities Market of the Athens Exchange (ATHEX) is not currently a recognised investment exchange. Therefore, in order to undertake share repurchases on ATHEX as well as in the UK, the Company needs to comply with specific procedures under the Companies Act for "off market" purchases of shares.

## Explanation of resolutions continued

In order for the Company to carry out repurchases on ATHEX (ATHEX Repurchases) within the legal framework of the Companies Act, the Company proposes to approve a form of repurchase contract (Contract) and the appointment of Alpha Finance Investment Services Single Member S.A., BofA Securities Europe SA, BNP Paribas SA, Citigroup Global Markets Europe AG, Eurobank Equities Investment Firm Single Member S.A., Euroxx Securities S.A., J.P. Morgan Securities plc, Morgan Stanley & Co. International Plc, National Securities Single Member S.A., Optima bank SA or Piraeus Securities S.A. (or any of their subsidiaries or affiliates from time to time) (each, a Broker) separately under one or more Contracts.

The intention is for the Company to be able to carry out share repurchases in the UK and in Greece. Any such repurchases could be carried out in the UK and in Greece in parallel or separately.

Under any Contract, the relevant Broker may be appointed either on a discretionary or a non-discretionary basis for a specified period to buy Ordinary Shares within certain parameters set out in the schedule to the Contract. Subject to these parameters, decisions on when to buy or how much to pay for the Ordinary Shares will be made by the Broker independently of the Company.

Approval of the form of the Contract and counterparties is not an approval of a specific share repurchase activity or the amount or timing of any repurchase activity. Ordinary Shares will be repurchased by the Company in accordance with a specific share repurchase activity or share repurchase programme if it is approved by the Board. There can be no assurance as to whether an ATHEX Repurchase will be used to repurchase any of the Ordinary Shares or, if an ATHEX Repurchase is used, the amount of any such repurchase or the prices at which such repurchase may be made. However, the maximum and minimum prices that may be paid for any Ordinary Shares pursuant to Resolution 24 are specified in the resolution.

If the Directors decide to exercise the authority given to them under this resolution, it may be exercised in conjunction with any repurchases under Resolution 23 or separately. Any repurchases made pursuant to the authority in Resolution 23 will reduce the available authority under this Resolution 24 and vice versa.

A copy of the Contract will be made available for shareholders to inspect at the Company's registered office at 19th Floor, 51 Lime Street, London, EC3M 7DQ, United Kingdom, from the date of publication of this Notice until the date of the AGM. A copy of the Contract will also be available for inspection at the AGM.

The authority granted by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of the end of the Company's next AGM or close of business on 20 August 2027. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

### **Resolution 25: Authority to call general meetings on 14 days' notice**

Resolution 25, if passed, authorises the calling of general meetings other than an annual general meeting on not less than 14 clear days' notice.

The Companies Act requires listed companies to call general meetings on at least 21 clear days' notice unless shareholders approve a shorter notice period, which cannot be less than 14 clear days (other than for annual general meetings, which must always be held on at least 21 clear days' notice).

If passed, the authority granted by this resolution shall be effective until the Company's next AGM when a similar resolution will be proposed. The flexibility offered by this resolution will only be used in limited and time-sensitive circumstances, where the Directors consider it is merited by the business of the general meeting and to the advantage of the Company and shareholders as a whole.

The Company offers the facility for all shareholders to vote by electronic means at any general meeting. The Company also provides the ability to appoint proxies electronically through CREST and retail shareholders can vote online via [investorcentre.co.uk/eproxy](https://investorcentre.co.uk/eproxy)

# Appendix I

## Directors' Biographies Executive Chairman and Executive Directors



### Evangelos Mytilineos Executive Chairman

#### Appointed

Executive Chairman from 1 January 2026 (Original appointment as Chairman and CEO: 9 September 2024<sup>1</sup>)

#### Relevant skills and experience

Mr. Mytilineos took over the family business in 1978 and transformed it into MYTILINEOS Holdings S.A. in 1990, driving its expansion through the acquisitions of METKA and Aluminium of Greece. He listed the company on the Athens Stock Exchange in 1995 and entered the energy sector in the 2000s. He also led the Group's expansion into a global industrial and energy company with operations on five continents.

In 2017, Mr. Mytilineos led a major corporate restructuring plan to merge all of the Group's major subsidiaries into a single entity and in 2022, he was in charge of a second corporate transformation, which repositioned the Group around two business sectors: Energy and Metals.

In 2025, under his leadership, METLEN was successfully listed on the LSE in the equity shares commercial companies category and was included in the FTSE 100 Index of leading UK-listed companies. In November 2025, Mr. Mytilineos launched METLEN's third strategic transformation "The Third Era - Progress in Motion".

Served five times as Vice President of Hellenic Federation Enterprises, which includes 400 of the largest corporations in Greece.

#### Current Directorships/business interests

- President of European Metals (2022 - 2026).

#### Qualifications

- BSc in Economics from the University of Athens and MSc in Economics from the London School of Economics.

- 1 Mr. Mytilineos has served for over 30 years at the Group and was appointed as a Director of MYTILINEOS Holdings S.A. in 1990.



### Fotini Ioannou Group Chief Financial Officer

#### Appointed

1 January 2026

#### Relevant skills and experience

Extensive background in senior leadership roles within the banking sector, with a focus on Corporate & Investment Banking, Strategy and Non-performing Exposures (NPE) Management.

Ms. Ioannou joined the Group in 2023 as Chief of Staff. Her previous experience includes:

- Director of EPALME S.A. (Metlen Group subsidiary) until February 2026.
- General Manager of Legacy Portfolio & Specialized Asset Solutions and Member of the Executive Committee of the National Bank of Greece.
- Chaired the NPE Coordination Committee of the Hellenic Bank Association and sat on its Executive Committee.
- General Manager of Corporate & Investment Banking and Executive Committee member at Piraeus Bank, Chair of the Board of Piraeus Factoring and Vice Chair of Piraeus Leasing.
- Prior to that, Ms. Ioannou worked at McKinsey & Company in Greece and the USA and Arthur Andersen in London.

#### Current Directorships/business interests

- Non-Executive Director of doValue S.p.A.

#### Qualifications

- MA (Hons) in Economics from the University of Cambridge and an M.Sc. in Management Science & Operational Research from the University of Warwick.
- Chartered Accountant and a member of the Institute of Chartered Accountants in England and Wales.



### Christos Gavalas Group Chief Executive Officer

#### Appointed

4 August 2025<sup>2</sup>

#### Relevant skills and experience

Over 30 years of international experience in finance, banking and capital markets, including senior roles in risk management, treasury, financial investments and investor relations, as well as experience at Board level.

Mr. Gavalas joined the Group in 2001. Prior to his appointment as Group CEO, he was Chief Treasury & Investor Relations Officer and an Executive Member of the Board of Directors. He was also Chairman of the Group's Capital Allocation and Credit Committees as well as a member of the executive committee and financial sector committees at METLEN S.A.

His professional career in banking started in 1994 in the Global Treasury Services division of Barclays Bank plc, Greece, which he joined as a Money Market and Capital Markets dealer. In 1999, he was appointed as Treasurer and Head of Investment and Trading for Barclays Bank plc, Greece.

#### Current Directorships/business interests

- None.

#### Qualifications

- BSc in Business Administration from the Athens University of Economics and Business with a major in Finance.

- 2 First appointed as a Director of METLEN Energy & Metals S.A. on 1 June 2023.

#### Board Committees

C Committee Chair    ● Nomination Committee    ● Remuneration Committee    ● Audit and Risk Committee    ● Sustainability Committee

# Appendix I continued

## Board of Directors Non-Executive Directors



**Ioannis Petrides**  
Senior Independent Director



**Appointed**  
4 August 2025<sup>3</sup>

### Relevant skills and experience

Seasoned board director with over 30 years' international leadership experience across private equity, consumer goods, telecommunications and capital markets. Extensive board and operational experience and strong track record of leading IPOs and M&A initiatives.

### Current Directorships/business interests

- External Director of PUIG S.A. and member of the Audit, Risk and Compliance and ESG Committees.
- Director at Select AG.
- Independent Non-Executive Director of METLEN S.A. and Chair of the Remuneration and Nomination Committee.

### Previous appointments/experience

- Senior Adviser at Triton Private Equity.
- Chairman of Refresco N.V.
- Chairman of Largo (Wind Hellas).
- Vice-Chairman of Campofrio Food Group.
- President of The Pepsi Bottling Group in Europe.

### Qualifications

- BA and MA in Economics and Politics from Cambridge University, MBA from Harvard Business School.
- 3 First appointed as a Director of METLEN Energy & Metals S.A. on 7 June 2018.



**Anthony Bartzokas**  
Independent Non-Executive Director



**Appointed**  
4 August 2025<sup>4</sup>

### Relevant skills and experience

Over 30 years of board and executive experience, specialising in sustainability, governance, financial management and audit oversight within multilateral and investment organisations.

### Current Directorships/business interests

- Professor of Economics at the University of Athens and Research Associate at the London School of Economics and Political Science.
- Independent Non-Executive Director of METLEN S.A. and Chair of the Audit Committee.

### Previous appointments/experience

- Former Chair of the Audit Committee, Board member and Retirement Plan Investment Committee member of the European Bank for Reconstruction and Development.
- Chair of the European Union Coordination Group, contributing to high-level decision-making on country strategies and investment projects.

### Qualifications

- BA in Economics from Aristotle University of Thessaloniki.
  - PhD in the Economics of Technological Change from Sussex University.
- 4 First appointed as a Director of METLEN Energy & Metals S.A. on 15 June 2021.



**Philippe Henry**  
Independent Non-Executive Director



**Appointed**  
4 August 2025

### Relevant skills and experience

Over 40 years of global board and executive experience across capital markets, risk management and financial technology.

### Current Directorships/business interests

- Chair of the Advisory Board of Kyriba, a global fintech leader.
- Founder and Managing Partner of Dewenson Partners, a consulting and venture capital firm.
- Independent Non-Executive Director of Crelan Home Loan SCF and CDC Tech Premium.

### Previous appointments/experience

- Senior roles in corporate and investment banking at HSBC, directly managing and overseeing complex balance sheets, client strategies, risk management and regulatory relationships across multiple jurisdictions.
- Advisory Board member of Cranmore Partners, a Middle East financial advisory firm focused on the sustainability and energy sectors.

### Qualifications

- Master of Engineering and a Master of Finance.
- FCA-certified (SMF6).



**Xenia Kazoli**  
Independent Non-Executive Director



**Appointed**  
4 August 2025<sup>5</sup>

### Relevant skills and experience

- Over 25 years of cross-border transactional law, capital markets, board and governance experience in respect of large corporates and public sector companies.

### Current Directorships/business interests

- Vice Chair of the Board of the Athens Stock Exchange, Chair of the Remuneration Committee and member of the Audit Committee.
- Non-Executive Director of Autohellas S.A. and member of the Nomination and Remuneration Committee.
- Independent Non-Executive Director of METLEN S.A., Chair of the Sustainability Committee and member of the Remuneration Committee.

### Previous appointments/experience

- Senior roles at Skadden Arps, Allen & Overy, Nardello & Company and Nestor Advisors.
- Advised on high-profile IPOs, mergers and privatisations, for clients such as Air France, Portugal Telecom and the Greek Public Power Corporation.

### Qualifications

- New York-qualified lawyer, with LLM from George Washington University and JD from the University of Athens.
- 5 First appointed as a Director of METLEN Energy & Metals S.A. on 4 June 2024.

#### Board Committees

C Committee Chair    ● Nomination Committee    ● Remuneration Committee    ● Audit and Risk Committee    ● Sustainability Committee



**Michael Kumar**  
Independent Non-Executive Director



**Appointed**  
4 August 2025

**Relevant skills and experience**

Over 25 years of board and financial leadership in international investment and corporate finance, risk management and strategy.

**Current Directorships/business interests**

- Senior policy adviser of I Squared Capital.
- Deputy Chairman of Klesch Group Limited.
- Board member of Kinetik.
- Board member of Tespa.

**Previous appointments/experience**

- Worked at Morgan Stanley between 1997 and 2023 and held several senior roles including Managing Director, Global Head of Project, Commodity and Infrastructure Finance and Global Head of GSP (Structured Products):
  - Member of senior investment and management committees, served as an adviser to Morgan Stanley funds and was responsible for raising capital and advisory services focusing on global commodity, infrastructure and energy finance.
- Served as Captain in the United States Army from 1989 to 2004.

**Qualifications**

- BA in Economics and Mathematics from Washington University in St. Louis.



**Jamie Lowry**  
Non-Executive Director



**Appointed**  
4 August 2025

**Relevant skills and experience**

20 years of international finance and boardroom experience, with a focus on risk management, capital markets and corporate governance.

**Current Directorships/business interests**

- Managing Director at Hamblin Watsa Investment Counsel, a wholly-owned subsidiary of Fairfax Financial Holdings Limited. Responsible for European investments.
- Vice-Chairman of Grivalia Hospitality.

**Previous appointments/experience**

- Board member of Praktiker Hellas.
- Equity analyst and fund manager at Schroder Investment Management, London.
- Founding member of the value investing team at Schroders managing \$15 billion in global equity assets.

**Qualifications**

- Chartered Financial Analyst.
- BSc in Financial and Business Economics from Royal Holloway, University of London.



**Konstantina Mavraki**  
Independent Non-Executive Director



**Appointed**  
4 August 2025\*

**Relevant skills and experience**

Over 25 years of board, finance and natural resource leadership experience in international banking and investment roles.

**Current Directorships/business interests**

- Senior Advisor to Starr Insurance and to Neptune Maritime Leasing.
- Independent Non-Executive Director of METLEN S.A. and member of the Remuneration and Nomination Committee and the Audit Committee.

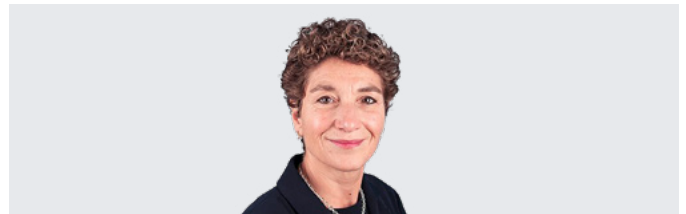
**Previous appointments/experience**

- Non-Executive Director of First Bauxite.
- Senior adviser to Piraeus Bank, White Oak Global Advisors, the European Bank for Reconstruction and Development.
- Office of the CEO of Barak Fund, CFO of Gemcorp Commodities.
- Head of Base Metals Structured Financing at commodities trader Noble Group.
- Senior fixed income executive at Morgan Stanley and Citigroup.

**Qualifications**

- BA and MA in Philosophy, Politics & Economics from Oxford University and MSc in Finance from the London Business School.
- Institute of Directors Chartered Corporate Director; Chartered Financial Analyst.

6 First appointed to the Board of METLEN Energy & Metals S.A. on 7 June 2018.



**Fiona Paulus**  
Independent Non-Executive Director



**Appointed**  
4 August 2025

**Relevant skills and experience**

Experienced Non-Executive Director of international groups with a 45-year operational leadership and investment banking career.

**Current Directorships/business interests**

- Non-Executive Director of JSW Steel Ltd.
- Non-Executive Director ACG Metals Ltd.
- Senior Advisor at Gleacher Shacklock LLP.

**Previous appointments/experience**

- Non-Executive Director Nostrum Oil & Gas plc.
- Non-Executive Director of Interpipe Group.
- Senior roles at leading investment banks, including: Head of Private Equity and Infrastructure Funds at Royal Bank of Scotland; Global Head of Energy & Resources at ABN AMRO Bank; Head of International Investment Banking at CIBC.
- Founding member of several global credit, risk and ESG committees and played a leading role in integrating ESG principles into investment and financing practices.
- Extensive experience of stakeholder relationship management (including regulators) in complex environments.

**Qualifications**

- Ms. Paulus holds a BA in Economics from Durham University.

**Board Committees**

C Committee Chair    ● Nomination Committee    ● Remuneration Committee    ● Audit and Risk Committee    ● Sustainability Committee

# Appendix I continued

## Board of Directors Non-Executive Directors



**Katherine Smith, CMG**  
Independent Non-Executive Director



**Appointed**  
4 August 2025

### Relevant skills and experience

Over 30 years of international experience in diplomacy and government affairs, with senior roles in the Foreign, Commonwealth & Development Office and the energy and defence industries.

### Current Directorships/business interests

- Trustee and Council member of the Girls' Day School Trust, the British School at Athens and Anglo-Hellenic League.
- Serving Magistrate in North London.

### Previous appointments/experience

- Served in His Majesty's Diplomatic Service, both overseas and in the Foreign, Commonwealth & Development Office, in a variety of fields and locations.
- Her Majesty's Ambassador to the Hellenic Republic in Athens from 2017 to 2021.
- Other roles included: Deputy Head of Mission in Tehran; UK Mission to the United Nations in New York; Director, Americas from 2012 to 2016; and various roles in military and security affairs, including on Iraq in 2003, non-proliferation, arms control and nuclear policy.
- Private sector roles during career breaks from diplomacy: Head of UK Government Relations at Shell plc; and Campaign Director for emerging markets at Babcock plc.

### Qualifications

- MA Philosophy, Politics & Economics, University of Oxford.
- Program Management Certification (MSP, UK Civil Service).
- Institute of Directors Certificate in Company Direction (2026).



**Spiro Youakim**  
Independent Non-Executive Director



**Appointed**  
4 August 2025

### Relevant skills and experience

25 years of multinational Board and executive experience in strategy, finance and governance.

### Current Directorships/business interests

- Global Head of Natural Resources and co-head of European Energy and Renewables at Lazard Investment Bank, having joined the bank in 2008 as Head of European Metals & Mining.
- Co-chair of the Lazard London Diversity & Inclusion committee.
- Co-chair of the European IDEA committee.

### Previous appointments/experience

- Adviser to large capitalisation global energy, paper and packaging, cement and mining groups, as well as to private equity and other large financial investors on strategic and corporate finance matters, including restructurings, mergers and acquisitions and capital raising, as well as shareholder engagement and corporate governance.
- Clients include: Shell, Newmont Mining, the Government of Pakistan, BHP, Sylvamo, Saudi Aramco, Sibelco, ENI, AngloGold Ashanti, Bahrain Noga Holding and Holcim.
- Prior to joining Lazard, Mr. Youakim was Managing Director at Citigroup.

### Qualifications

- MBA from Institut Supérieur de Gestion in Paris, France.

### Board Committees

C Committee Chair    ● Nomination Committee    ● Remuneration Committee    ● Audit and Risk Committee    ● Sustainability Committee

# Appendix II

## Meeting Information

The following notes explain your general rights as a shareholder and your rights to attend and vote at the 2026 AGM or to appoint someone else to vote on your behalf.

### 1. Entitlement to attend and vote

Only shareholders named on the Company's register of members at 8:00 p.m. EEST (6:00 p.m. BST) on Tuesday 19 May 2026 (or, in the event of any adjournment, 8:00 p.m. EEST (6:00 p.m. BST) on the day which is two days before the adjourned meeting excluding any non-working days) (each, respectively, the **Record Date**) are entitled to attend the meeting (in person) and vote, whether in person, electronically or by proxy, at the AGM in respect of the number of shares registered in their name at that time. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote. Please refer to section 3, the sub-section titled **"Shareholders holding ordinary shares through ATHEXCSD"** in relation to the cut-off dates for voting by shareholders holding shares through the ATHEXCSD.

Any shareholder attending the meeting in person or by proxy has the right to ask questions on the business of the meeting in accordance with section 319A of the Companies Act and these can be raised at the AGM:

- (i) submitting questions upon registration at the venue, and
- (ii) orally, in person at the AGM.

The Company must provide an answer to any question relating to the business being dealt with at the meeting, but no such answer need be given if:

- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information,
- (ii) the answer has already been given on a website in the form of an answer to a question, or
- (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Guests will not be permitted to ask questions.

Voting at the AGM will be conducted by way of a poll rather than on a show of hands. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.

As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and posted on the Company's website.

### 2. Information regarding the meeting available on website

A copy of this Notice, the 2025 Integrated Annual Report, Form of Proxy and other information required by section 311A of the Companies Act can be found on our website at <https://www.metlen.com/investor-relations/general-meetings/>

### 3. Attending or viewing the meeting

The procedures set out below are in addition to the entitlement requirements set out in section 1 above.

#### Shareholders holding ordinary shares through ATHEXCSD

In accordance with applicable Greek law and the rules of the Athens Stock Exchange, shareholders holding ordinary shares through ATHEXCSD will be verified against the records of ATHEXCSD as at the Record Date. Only shareholders appearing in the records of ATHEXCSD as at the Record Date will be entitled to attend and vote at the AGM in respect of the shares so registered. Shareholders may participate based on confirmations or notifications provided by intermediaries in accordance with Articles 3, 5 and 6 of EU Regulation 2018/1212.

Shareholders who hold their ordinary shares through ATHEXCSD may exercise their right to vote at the AGM by sending to their ATHEXCSD Participant (i) their votes for the resolutions, or (ii) notice of their intention to attend and vote in the meeting; or (iii) appointment of a proxy. Subject to requirements, such instructions may be cancellable.

Shareholders who hold their ordinary shares through ATHEXCSD and do not wish to attend in order to vote at the AGM in person may send their voting instructions to their ATHEXCSD Participant to vote on their behalf. Shareholders wishing to do so should contact their ATHEXCSD Participant as soon as possible.

Shareholders who hold their ordinary shares through ATHEXCSD and wish to attend the AGM in person should also note the following procedures:

**Letter of Representation (LOR):** Shareholders who hold their ordinary shares through an ATHEXCSD Participant and wish to attend the AGM in person should request a Letter of Representation from their ATHEXCSD Participant in advance of the meeting. Shareholders should allow sufficient time for the Letter of Representation to be obtained and delivered to them prior to the AGM.

**Attendance requirements:** Shareholders wishing to attend the AGM in person must present a printed copy of their Letter of Representation together with a valid form of identification (such as a passport or national identity card) at the registration desk upon arrival at the meeting venue.

**Attendance without voting:** Shareholders who wish to attend the AGM without exercising voting rights (for example, because they have already submitted a proxy vote) may do so by presenting a Letter of Representation that specifies attendance rights only. Such shareholders will be registered as guests. The Company may, in its discretion, permit shareholders to attend as guests without formal documentation.

**Information required for Letters of Representation:** The Letter of Representation should specify: (i) where the shares are held on the register; (ii) the number of shares being represented; (iii) the rights conferred (including the right to attend, ask questions and vote); and (iv) the representative/proxy name and email. Shareholders should ensure this information is complete before attending the AGM.

For further information on the procedures applicable to shareholders holding shares through ATHEXCSD, please contact your ATHEXCSD Participant.

#### Attending in Person – other shareholders

Other shareholders wishing to attend the meeting in person must present their Shareholder Reference Number (included in the proxy form posted with this Notice or the electronic broadcast issued by the Company's Registrar when this Notice was published).

Nominated persons (as described in Note 13 below) and corporate representatives must present a printed copy of the corresponding letter of representation.

The above people and proxy holders must present the relevant documents together with a valid form of identification (such as a passport or national identity card) at the registration desk upon arrival at the meeting venue.

#### Viewing the meeting via the live webcast

Details on how to view the meeting online via our live webcast will be published by Tuesday 19 May 2026 on Metlen's website at <https://www.metlen.com/investor-relations/general-meetings/>

# Appendix II continued

## 4. Appointment of proxies

Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend the AGM and to speak and vote on their behalf. A proxy does not need to be a member of the Company. If you appoint a proxy, you will still be able to attend and vote at the meeting if you wish to do so. If you vote in person on a resolution, then as regards that resolution your appointment of a proxy will not be valid.

A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Any shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on their behalf.

The proxy form that accompanies this document must be used to appoint a proxy. Please read the instructions on the proxy form.

If you did not receive a proxy form and believe that you should have received one, or if you require additional forms, please contact the Company's Registrar, Computershare on 0370 707 1094 if dialling from the UK or +44 370 707 1094 if dialling from abroad between 8.30 a.m. and 5.30 p.m., Monday to Friday.

You can only appoint a proxy using the procedures set out in the proxy instructions.

To be valid, proxy forms and, if relevant, the original (or a certified true copy) of any power of attorney or other authority under which the proxy form is signed, must be received by the Company's Registrar by **11:00 a.m. EEST (9:00 a.m. BST) on Tuesday 19 May 2026** through any one of the following methods:

- (i) by post to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol **BS99 6ZY** (UK-registered shareholders will receive a reply-paid envelope which has been enclosed for the return of your proxy form); or
- (ii) by hand or courier (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol **BS13 8AE**; or
- (iii) electronically at [investorcentre.co.uk/eproxy](https://investorcentre.co.uk/eproxy) You will need the Control Number, Shareholder Reference Number and PIN which are set out on your proxy form or the electronic broadcast you received from us.

In the event that the meeting is adjourned, proxy forms and, if relevant, the original (or a certified true copy) of any power of attorney or other authority under which the proxy form is signed, must be received by the Company's Registrar through any one of the above methods by:

- (i) not later than the adjourned meeting or the meeting, if the meeting was adjourned for less than 48 hours; and
- (ii) not less than 24 hours (excluding any part of a day that is not a working day) before the time appointed for the holding of the adjourned meeting a meeting adjourned for less than 28 days but more than 48 hours.

Proxies received after the due deadline, or sent to any other address, will not be valid. Any electronic communication found to contain a computer virus will not be accepted.

In the case of joint holders, where more than one of the joint holders appoints a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members with the first-named being the most senior.

Shareholders may not use any electronic address provided either in this Notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated. Shareholders may not use any telephone number set out in this Notice for the purpose of lodging instructions for the 2026 AGM. Similarly, the Company's website may not be used to send documents or instructions for the AGM.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

The right to appoint a proxy does not apply to persons nominated to enjoy information rights under section 146 of the Companies Act 2006. Such persons should refer to Note 13 below.

Shareholders who hold their ordinary shares through an ATHEXCSD Participant and wish to appoint a proxy should contact their ATHEXCSD Participant for instructions on how to submit their proxy appointment.

**The exercise of attendance and voting rights through an ATHEXCSD Participant requires the blocking of the shareholder's shares. Such blocking takes effect from the date on which the shareholder submits their voting instructions to their ATHEXCSD Participant (which must be no later than 2 Business Days prior to the Record Date) and continues until the end of the Record Date.**

## 5. Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting to be held on 21 May 2026 and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (**a CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Ltd's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent ID 3RA50 no later than **11:00 a.m. EEST (9:00 a.m. BST) on Tuesday 19 May 2026**, or, in the event of an adjournment of the meeting:

- (i) not later than the adjourned meeting or the meeting, if the meeting was adjourned for less than 48 hours; and
- (ii) not less than 24 hours (excluding any part of a day that is not a working day) before the time appointed for the holding of the adjourned meeting a meeting adjourned for less than 28 days but more than 48 hours.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (SI 2001/3755).

If you appoint a proxy via the CREST electronic proxy appointment service, you will still be able to attend and vote at the meeting if you wish to do so. If you vote in person or by means of an electronic platform on a resolution, then as regards that resolution your appointment of a proxy will not be valid.

## 6. Duly appointed proxies and corporate representatives:

If you appoint a proxy other than the Chair of the meeting, or you appoint a corporate representative, they will need to attend the AGM to vote on your behalf.

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same shares.

If you have been appointed as a proxy for a shareholder entitled to vote, you should bring proof of identity with you to the AGM to be presented upon request at registration. We reserve the right to refuse entry in the event we are not satisfied with proof of identity.

Shareholders who hold their ordinary shares through an ATHEXCSD Participant and wish to appoint a proxy should contact their ATHEXCSD Participant for instructions relating to proxy appointment.

## 7. Changing proxy instructions

Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the deadline for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant deadline will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Shareholders who hold their ordinary shares through an ATHEXCSD Participant and appoint a proxy should contact their ATHEXCSD Participant for instructions on how to change their proxy instructions.

## 8. Can I change my mind once I have appointed a proxy?

Yes. If you change your mind, you can send a written statement to that effect to our registrar, Computershare. The statement must arrive with Computershare by **11:00 a.m. EEST (9:00 a.m. BST)** on Tuesday 19 May 2026 or, if you are attending the AGM, you should bring it along to the AGM.

Shareholders who hold their ordinary shares through an ATHEXCSD Participant and appoint a proxy should contact their ATHEXCSD Participant for instructions on how to change their proxy instructions.

## 9. Proximity voting

If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform. For further information regarding Proximity, please go to [proximity.io](https://proximity.io). Before using Proximity you will need to have agreed to their associated terms and conditions. It is important that you read these carefully as they govern the electronic appointment of your proxy. To be valid, your instruction must be received by 11:00 a.m. EEST (9:00 a.m. BST) on Tuesday 19 May 2026.

Proximity voting is not available to institutional investors holding their shares through ATHEXCSD.

## 10. Issued shares and total voting rights

As at 13 April 2026 (the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 143,022,980 ordinary shares carrying one vote each. The Company does not hold any shares in treasury, therefore the total voting rights that members are entitled to exercise at the meeting are 143,022,980.

## 11. Requests under section 527 of the Companies Act

Under section 527 of the Companies Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or
- (ii) any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act.

# Appendix II continued

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act. Where the Company is required to place a statement on a website under section 527 of the Companies Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act to publish on a website.

## 12. Documents available for inspection

Copies of the service contracts of the Executive Directors, the letters of appointment of the Non-executive Directors and the Contract are available for inspection at the Company's registered office during normal business hours from the date of this Notice and will be available at the AGM venue on the day of the meeting.

## 13. Nominated persons

Any person who receives this Notice as a person nominated under section 146 of the Companies Act to receive copies of the Company's communications to shareholders (a Nominated Person), the proxy rights described in this notice do not apply. Such rights can only be exercised by the Company's registered shareholders.

A Nominated Person may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

Nominated Persons should contact the registered holder of their shares on matters relating to their investments in the Company.

## 14. Data protection

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's Registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

## 15. Confirmation of receipt of electronic voting

Any shareholder who has not otherwise received confirmation that their vote on the polls at the AGM has been validly recorded and counted (for example, by receiving electronic notification that a vote cast electronically has been recorded and counted) and has no other reasonable means of confirming this, may, within 30 days from the date of the meeting, request information from the Company allowing them to confirm that their vote on the polls at the meeting has been validly recorded and counted, by contacting Computershare.

## 16. Electronic Communications

You may not use any electronic address provided in either this document or any related documents to communicate with the Company for any purposes other than those expressly stated in this circular.



**luminous**

Consultancy, design and production  
[www.luminous.co.uk](http://www.luminous.co.uk)



**Metlen**  
Energy & Metals

**Registered office**  
METLEN Energy & Metals PLC  
19th Floor  
51 Lime Street,  
London  
United Kingdom  
EC3M 7DQ

**Group's Main head office**  
8 Artemidos Street  
Maroussi 15125  
Greece  
[www.metlen.com](http://www.metlen.com)