

Draft Resolutions of the Extraordinary General Meeting

of the Shareholders of the Société Anonyme

MYTILINEOS S.A.

General Commercial Register (GEMI) No.: 757001000

(the "Company")

of 10.04.2023

Item 1: Approval of amendment of the condition regarding the maximum price of acquisition of own shares

[quorum: 20% of share capital, majority decision: 50%+1 of represented votes]

The chairman referred to the decision of the extraordinary general meeting of the Company's shareholders dated 23.03.2022 by virtue of which the renewal of the approval and conditions for the acquisition of own shares was approved for an additional twenty-four (24) months, i.e. until 22.03.2024, with a maximum number of shares, which will be acquired (including the shares that the Company has already acquired and holds), in total up to 14,289,116 (142,891,161 X 10%), with a minimum purchase price of €0.97 per share and a maximum purchase price of €25 per share.

Thanks to the exceptional performance of the Company, the above-mentioned maximum purchase price per share has become obsolete and is low in relation to the share price recently. In addition, the current prices, the data and the positive prospects of the Company, which create an expectation for a further rise in the share price, justify the continuation of the Company's acquisition of its own shares, given that the latter has the relevant financial capacity. Taking into account the above, it is proposed that for the remaining duration of the program, i.e. until 22.03.2024, the maximum purchase price per share be modified in €40 and that the rest of the terms and conditions for the acquisition of own shares remain in force, in accordance with the decision of the general meeting of shareholders dated 23.03.2022.

The general meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with valid represented shares, approved by an absolute majority/unanimously the amendment of the maximum acquisition of own shares price for the remaining duration of the Company's own share acquisition program, i.e. until 22.03.2024, in accordance with the decision of the Extraordinary General Meeting of shareholders from 23.03.2022, and specifically the increase from €25 to €40.

Item 2: Approval of the renewal of the remuneration policy for the members of the board of directors of the Company, due to expiration of the existing remuneration policy pursuant to articles 9 par. 2 (g) and 26 of the Articles of Association

[quorum: 20% of share capital, majority decision: 50%+1 of represented votes]

The chairman referred to the remuneration policy for the members of the board of directors approved by the shareholders' general assembly of the Company on June 24th, 2019, as amended by the shareholders' general assembly of the Company on June 15th, 2021 and whose four-year validity period expires in June 2023. Further, the chairman referred to the unanimous proposal of the board of directors, following recommendation and suggestion to the board of directors by the Remuneration and Nomination Committee, which consists exclusively by independent non-executive members of the board of directors, the general meeting to approve, pursuant to

articles 9 par. 2(g) and 26 of the Articles of Association, the suggested remuneration policy of the Company, with a four-year validity period, to apply to the remuneration of all members of the board of directors, executives and non-executives, according to the specific provisions of articles 110 and 111 of law 4548/2018. The suggested remuneration policy meets fully the requirements of law 4548/2018, taking into account the requirements of institutional investors and international standards for corporate governance, including the British Corporate Governance Code. The remuneration policy aims to support the Company's strategy and mission to create value for the shareholders, the corporate partners, the employees and the Greek economy. The suggested remuneration policy contributes to the corporate strategy, the long-term interests and the sustainability of the Company by providing fair and adequate level of fixed remuneration, balancing short-term and long-term variable compensation depending on the role of each director, as well as by aligning the remuneration of the members of the board of directors with the long-term performance and sustainability of the Company and its shareholders. The entire text of the suggested remuneration policy is made available to the shareholders on the Company's website (www.mytilneos.com/investor-relations/general-meetings). The chairman further motions to authorize the board of directors to administer and implement the remuneration policy, following at all times the relevant recommendations by the Remuneration and Nomination Committee of the Company.

The general meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with valid represented shares, approved by an absolute majority/unanimously the remuneration policy as per articles 110 and 111 of law 4548/2018 and articles 9 par. 2(g) and 26 of the Articles of Association, with a four-year validity period. Further, the general meeting authorized the board of directors to administer and implement the approved remuneration policy as per above.

Item 3: Approval of the establishment of a special reserve account using "retained earnings", for the purpose of covering the Company's own participation in the framework of filing requests for submission of Company's investment plans to development laws

[quorum: 20% of share capital, majority decision: 50%+1 of represented votes]

The chairman referred to the contemplated investments that the Company may launch and which may be subjected to the aid schemes of law 4887/2022 and/or other investment laws. Further, following relevant proposal by the board of directors, the chairman informs the general meeting that on the approved financial statements of the corporate year from 01.01.2021 until 31.12.2021 "retained earnings" amounts appear that are free and motions the general meeting to approve the establishment of special reserve account up to twenty million (20,000,000.00) euros by using taxed "retained earnings". The chairman further motions to authorize the board of directors, at its discretion, to decide on the exact amounts to be disposed to cover the required at each time Company's own participation into the Company's investment plans to be subjected to the provisions of law 4887/2022 or other national investment laws, such as law 4864/2021, in force at the time of filing relevant applications.

The general meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with valid represented shares, approved by an absolute majority/unanimously the establishment of a special reserve account as per above and authorized the board of directors to decide on the exact amounts to be disposed to cover the required at each time Company's own participation into the Company's investment plans subject to aid schemes under investment law.

Item 4: Submission and approval of: a) the Draft Demerger Plan dated 02.03.2023 regarding the spin-off of the infrastructure segment of the Company and the transfer/contribution into the 100% subsidiary "MYTILINEOS CONSTRUCTION SINGLE MEMBER SOCIÉTÉ ANONYME" with distinctive title "METKA ATE" and b) the report of the board of directors dated 02.03.2023 issued according to article 61 of law 4601/2019

[quorum: 50% of share capital, majority decision: 2/3 of represented votes]

The chairman referred to the Draft Demerger Plan through Spin-off of the Infrastructure Segment and the transfer/contribution into the 100% subsidiary company with the name " MYTILINEOS CONSTRUCTION SINGLE MEMBER SOCIÉTÉ ANONYME" (distinctive title "METKA ATE"), according to the provisions of law 4601/2019 (article 57 para.2, 59-73), law 4548/2018 and article 52 of law 4172/2013 (the "Draft Demerger Plan"), which, together with its appendices, has been registered and published in the General Commercial Registry (G.E.MH.) on 07.03.2023 and has also been published on the Company's website. The chairman further motions the general meeting to approve the Draft Demerger Plan without any amendment and in its entirety, taking into consideration:

(a) the transformation balance sheet of the transferred segment as of 31.12.2022, which is an appendix to the aforementioned Draft Demerger Plan,

(b) the report of the board of directors on the aforementioned Draft Demerger Plan according to article 61 of law 4601/2019, which was issued on the same date, registered with the G.E.MH. on 06.03.2023 and has been also published on the Company's website,

(c) the valuation report issued by the Certified Auditors' company "PKF Euroauditing S.A." on 20.02.2023 regarding the transferred segment according to article 17 of law 4548/2018, which was registered with the G.E.MH. on 02.03.2023 and is an appendix to the aforementioned Draft Demerger Plan, and

(d) the report issued by the Certified Auditors' company "PKF Euroauditing S.A." on 02.03.2023 on the Draft Demerger Plan, according to article 10 of law 4601/2019, which was registered with the G.E.MH. on 06.03.2023 and has been published on the Company's website.

The general meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with valid represented shares, approved by an absolute majority/unanimously the aforementioned Draft Demerger Plan without any amendments and in its entirety.

Item 5: Approval of the demerger of the Company through spin-off of its infrastructure segment and transfer/contribution into the 100% subsidiary "MYTILINEOS CONSTRUCTION SINGLE MEMBER SOCIÉTÉ ANONYME" with distinctive title "METKA ATE", and granting of authorization for the relevant notarial act of demerger and for any other act, statement, announcement or/and transaction necessary for this purpose and the completion of the demerger

[quorum: 50% of share capital, majority decision: 2/3 of represented votes]

The chairman referred to the resolutions of the board of directors dated 10.02.2023 and 02.03.2023 by virtue of which the spin-off of the Infrastructure Segment of the Company and its transfer/contribution into the 100% subsidiary company with the name " MYTILINEOS CONSTRUCTION SINGLE MEMBER SOCIÉTÉ ANONYME" (distinctive title "METKA ATE"), according to the provisions of law 4601/2019 (article 57 para.2, 59-73), law 4548/2018 and article 52 of law 4172/2013, was resolved. In view of the above, the chairman motions the general meeting to approve:

(a) the demerger through spin-off of the Infrastructure Segment of the Company and its transfer/contribution into the 100% subsidiary company with the name "MYTILINEOS CONSTRUCTION SINGLE MEMBER SOCIÉTÉ ANONYME" (distinctive title "METKA ATE"), according to the provisions of law 4601/2019 (article 57 para.2, 59-73), law 4548/2018 and article 52 of law 4172/2013,

(b) any action concluded by the board of directors of the Company and the persons that it authorized for the purpose of implementing the said demerger through spin-off,

(c) the granting of authorization to acting jointly on behalf of the Company to ensure the implementation of this resolution and to proceed with any action necessary for the completion of the said demerger, including drafting and executing together with the recipient company the final demerger plan, as provided for by law, as well as any other document that is required in order to ensure compliance with the requirements stipulated by law regarding publicity formalities and registration formalities in order to complete the said demerger through spin-off.

The general meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with valid represented shares, approved by an absolute majority/unanimously the aforementioned demerger through spin-off and any action concluded by the board of directors of the Company and the persons that it authorized for the purpose of implementing the demerger, as per above. Further, the general meeting authorized acting jointly on behalf of the Company to ensure the implementation of this resolution and to proceed with any action necessary for the completion of the said demerger, including drafting and executing together with the recipient company the final demerger plan, as provided for by law, as well as any other document that is required in order to ensure compliance with the requirements stipulated by law regarding publicity formalities and registration formalities in order to complete the said demerger through spin-off.

Item 6: Submission and approval of: a) the Draft Demerger Plan dated 02.03.2023 regarding the spin-off of the concessions segment of the Company and the transfer/contribution into the 100% subsidiary "M CONCESSIONS SINGLE MEMBER S.A." with distinctive title "M Concessions MAE" and b) the report of the board of directors dated 02.03.2023 issued according to article 61 of law 4601/2019

[quorum: 50% of share capital, majority decision: 2/3 of represented votes]

The chairman referred to the Draft Demerger Plan through Spin-off of the Concessions Segment and the transfer/contribution into the 100% subsidiary company with the name "M CONCESSIONS SINGLE MEMBER S.A." (distinctive title "M Concessions MAE "), according to the provisions of law 4601/2019 (article 57 para.2, 59-73), law 4548/2018 and article 52 of law 4172/2013 (the "Draft Demerger Plan"), which, together with its appendices, has been registered and published in the General Commercial Registry (G.E.MH.) on 07.03.2023 and has also been published on the Company's website. The chairman further motions the general meeting to approve the Draft Demerger Plan without any amendment and in its entirety, taking into consideration:

(a) the transformation balance sheet of the transferred segment as of 31.12.2022, which is an appendix to the aforementioned Draft Demerger Plan,

(b) the report of the board of directors on the aforementioned Draft Demerger Plan according to article 61 of law 4601/2019, which was issued on the same date, registered with the G.E.MH. on 06.03.2023 and has been also published on the Company's website,

(c) the valuation report issued by the Certified Auditors' company "PKF Euroauditing S.A." on 23.02.2023 regarding the transferred segment according to article 17 of law 4548/2018, which was registered with the G.E.MH. on 03.03.2023 and is an appendix to the aforementioned Draft Demerger Plan, and

(d) the report issued by the Certified Auditors' company "PKF Euroauditing S.A." on 02.03.2023 on the Draft Demerger Plan, according to article 10 of law 4601/2019, which was registered with the G.E.MH. on 06.03.2023 and has been published on the Company's website.

The general meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with valid represented shares, approved by an absolute majority/unanimously the aforementioned Draft Demerger Plan without any amendments and in its entirety.

Item 7: Approval of the demerger of the Company through spin-off of its concessions and transfer/contribution into the 100% subsidiary "M CONCESSIONS SINGLE MEMBER S.A." with distinctive title "M Concessions MAE", and granting of authorization for the relevant notarial act of demerger and for any other act, statement, announcement or/and transaction necessary for this purpose and the completion of the demerger

[quorum: 50% of share capital, majority decision: 2/3 of represented votes]

The chairman referred to the resolutions of the board of directors dated 10.02.2023 and 02.03.2023 by virtue of which the spin-off of the Concessions Segment of the Company and its transfer/contribution into the 100% subsidiary company with the name "M CONCESSIONS SINGLE MEMBER S.A." (distinctive title "M Concessions MAE "), according to the provisions of law 4601/2019 (article 57 para.2, 59-73), law 4548/2018 and article 52 of law 4172/2013, was resolved. In view of the above, the chairman motions the general meeting to approve:

(a) the demerger through spin-off of the Concessions Segment of the Company and its transfer/contribution into the 100% subsidiary company with the name "M CONCESSIONS SINGLE MEMBER S.A." (distinctive title "M Concessions MAE "), according to the provisions of law 4601/2019 (article 57 para.2, 59-73), law 4548/2018 and article 52 of law 4172/2013,

(b) any action concluded by the board of directors of the Company and the persons that it authorized for the purpose of implementing the said demerger through spin-off,

(c) the granting of authorization to acting jointly on behalf of the Company to ensure the implementation of this resolution and to proceed with any action necessary for the completion of the said demerger, including drafting and executing together with the recipient company the final demerger plan, as provided for by law, as well as any other document that is required in order to ensure compliance with the requirements stipulated by law regarding publicity formalities and registration formalities in order to complete the said demerger through spin-off.

The general meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with valid represented shares, approved by an absolute majority/unanimously the aforementioned demerger through spin-off and any action concluded by the board of directors of the Company and the persons that it authorized for the purpose of implementing the demerger, as per above. Further, the general meeting authorized acting jointly on behalf of the Company to ensure the implementation of this resolution and to proceed with any action necessary for the completion of the said demerger, including drafting and executing

together with the recipient company the final demerger plan, as provided for by law, as well as any other document that is required in order to ensure compliance with the requirements stipulated by law regarding publicity formalities and registration formalities in order to complete the said demerger through spin-off.