

Draft Resolutions of the 33rd Annual General Meeting
of the Shareholders of the Société Anonyme
MYTILINEOS S.A.
General Commercial Register (GEMI) No.: 757001000
(the "Company")
of 01.06.2023

Item 1: Submission and approval of the annual and consolidated financial statements for the financial year 01.01.2022-31.12.2022, of the relevant Board of Directors' and Statutory Auditor's reports, and of the Statement of Corporate Governance.

The chairman of the general meeting reads to the shareholders the annual financial statements, as approved by the Company's board of directors in its meeting of March 8th, 2023, which in accordance with the law were posted on the Company's website, www.mytilneos.com, as well as on the website of the Athens Exchange. Their publication in General Commercial Register (GEMI) shall be made in accordance with article 149 paragraph 14 of law 4548/2018. The chairman of the general meeting then reads to the Shareholders the board of directors' report to the Annual General Meeting on the Annual Financial Statements as at 31 December 2022, as the said Report was entered in the Minutes of the Board of Directors' meeting of March 8th, 2023, the Report (Certificate) of the Statutory Auditor of 08.03.2023, the Explanatory Report in accordance with article 4 of law 3556/2007 and the Statement of Corporate Governance in accordance with the provisions of articles 152 and 153 of law 4548/2018.

In concluding the presentation of the annual financial statements for the financial year 01.01.2022 - 31.12.2022, of the relevant board of directors' and statutory auditor's reports, and of the statement of corporate governance, the chairman motions that the General Meeting approve these.

The ordinary General Meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with valid represented shares, approved by an absolute majority / unanimous vote the Annual Financial Statements, the Board of Directors' Report, the Explanatory Report in accordance with article 4 of Law 3556/2007, the Report (Certificate) of the Certified Auditor-Accountant, and the Statement of Corporate Governance.

Item 2: Approval of the appropriation of the results for the financial year 01.01.2022 - 31.12.2022, distribution of dividend, establishment of special reserve accounts and payment of fees from the profits of the aforementioned accounting period.

The chairman of the general meeting referred to the unanimous proposal of the board of directors regarding the appropriation of the results for the financial year 01.01.2022 - 31.12.2022 and, more specifically, to the following:

- (a) distribution to the shareholders of the Company of a dividend in the amount of one euro and twenty eurocents (€1.20) per share [*Note to shareholders: Given that own shares do not receive dividend, the total amount of the dividend per share that will be paid out, will be increased by taking into account the amount of the dividend corresponding to the own shares held by the Company at ex-dividend date*]; The dividend is subject to a 5% withholding tax, in accordance with the applicable tax provisions (with the exception or differentiation of such

withholding for shareholders falling under special provisions); therefore, amounts to one euro and fourteen eurocents (€1.14) per share. As announced by the Company in the Financial Calendar 2023, the proposed coupon cut-off date is June 27th, 2023 and the proposed date on which the beneficiaries will be determined is June 28th, 2023, while payment of the dividend to the shareholders shall begin on July 3rd, 2023. Finally, it is proposed that the Board of Directors be authorised to see to all procedural matters regarding the implementation of this resolution, including selection of the paying bank;

- (b) establishment of (i) special Untaxed Reserve Account according to law 4171/1961 in the amount of fifty two million three hundred sixty nine thousand five hundred eighty-one euros and ninety-one cents (€52,369,581.91), (ii) special Untaxed Reserve Account according to article 48 of law 4172/2013 in the amount of six million thirty-six thousand nine hundred eighty seven euros and fifty-eight cents (€6,036,987.58); and
- (c) Payment to the members of the board of directors of the Company of a remuneration from the profits realised by the Company in the financial year 01.01.2022 - 31.12.2022, of total amount of four million six hundred four thousand six hundred forty five six euros and thirty three cents (€4,604,645.33). It is clarified that this amount is included in the details of the Remuneration Report for the financial year 2022 and does not constitute payment of additional fees towards the members of the board of directors for the same financial year 2022.

The ordinary General Meeting, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, i.e. with a majority of% of the shares represented approved by an absolute majority / unanimous vote, the distribution of dividend, establishment of special reserve accounts and payment to members of the Board of Directors of a remuneration from the profits as described above and authorised the Board of Directors to take all actions necessary in order to implement the present resolution, including those relating to the allocation of the respective amounts between the members of the board of directors of the Company and the determination of any other relevant terms regarding such payment, always in accordance with the approved Board Remuneration Policy and the relevant recommendations by the Remuneration and Nomination Committee of the Company.

Item 3: Discussion and vote on the remuneration report under article 112 of law 4548/2018 for the year 2022.

[Note to shareholders: Pursuant to paragraph 3 of article 112 of law 4548/2018, the shareholders' vote on the submitted remuneration report is advisory. The next remuneration report will explain how the outcome of the previous advisory ballot was taken into account.]

The chairman referred to the unanimous proposal of the board of directors, following a relevant suggestion to the board of directors by the Remuneration and Nomination Committee, which is comprised exclusively by independent non-executive members of the board of directors, regarding submission of the remuneration report under article 112 of law 4548/2018 for the year 2022 to the general meeting for discussion and vote. The submitted remuneration report for discussion and vote is made available to the shareholders on the Company's website <https://www.mytilneos.com/investor-relations/general-meetings/>. The said remuneration report concerns the remuneration of the executive and non-executive members of the board of directors of the Company for the year 2022 and includes the information required under article 112 of law 4548/2018. It is drafted on the basis of the assumptions contained in the "Board Remuneration Policy", which was

approved by the General Meeting of Shareholders of June 24th, 2019, effective for four years, as amended by the General Meeting of Shareholders of June 15th, 2021. It is noted that the Extraordinary General Meeting of Shareholders of April 10th, 2023 approved the "Board 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 new four-year validity period and which is available on the Company's website https://www.mytilneos.com/media/1rfhlw0c/remuneration_policy_2023_eng.pdf.

The ordinary general meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, i.e. with valid votes to approve the remuneration report under article 112 of law 4548/2018 for the year 2022.

Item 4: Annual Report from the Chairman of the Audit Committee on the activities of the Audit Committee for the year 2022.

The Chairman of the Audit Committee informs the general meeting of shareholders on the activities of the Audit Committee during the financial year 2022 by submitting relevant report according to the provisions of article 44 par. 1 (i) of law 4449/2017.

The relevant Annual Report on the activities of the Audit Committee for the year 2022 was issued together with the annual financial report of the Company, constituting a separate part of its content, while it is also available on the Company's website <https://www.mytilneos.com/investor-relations/general-meetings/>.

Item 5: Report from the Lead Independent Director on the activities of the independent non – executive directors of the Board for the period 01.01.2022 – 08.05.2023 according to article 9 par. 5 of law 4706/2020.

The Lead Independent Director the general meeting of shareholders on the activities of the independent non – executive directors of the Board during the period covering the financial year 2022 and up until the convocation of this general meeting, i.e. from 01.01.2022 until 08.05.2023, by submitting relevant report according to the provisions of article 9 par. 5 of law 4706/2020.

The relevant Report on the activities of the Independent Non-Executive Directors of the Board for the year 2022 is made available to the shareholders on the Company's website <https://www.mytilneos.com/investor-relations/general-meetings/>.

Item 6: Approval of the overall management for the financial year 01.01.2022 – 31.12.2022 and discharge of the Statutory Auditors for the financial year 01.01.2022 – 31.12.2022.

The chairman invited the ordinary general meeting to approve the overall management of the Company as per in accordance with article 108 of law 4548/2018 for the financial year 2022 and to discharge the statutory auditors of the Company from any related liability for damages.

The ordinary General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, ie with valid votes to approve the overall management of the Company for the financial year 2022 and to discharge of the statutory auditors of the Company from any liability for damages for the said fiscal year.

Item 7: Election of regular and alternate Statutory Auditors for the audit of the Financial Statements for the current financial year as per the IAS, and determination of their fee.

The chairman referred to the unanimous proposal of the board of directors, following a relevant suggestion by the Audit Committee to the board of directors, the regular audit of the Company's individual and consolidated financial statements for financial year 01.01.2023 - 31.12.2023 as well as the review of the interim financial statement for the period 01.01.2023 - 30.06.2023 to be assigned to the Auditing Firm GRANT THORNTON S.A., having its registered office in Athens (58 Katechaki Avenue) and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 127, for an annual fee of up to three hundred eighteen thousand two hundred fifty euros (€318,250.00) exclusive of V.A.T., in accordance with the relevant offer which the above auditing firm has submitted to the Company. For the issue of the Annual Tax Certificate, the fee of the above auditing firm amounts to up to two hundred twenty-nine thousand five hundred euros (€229,500.00), exclusive of V.A.T.

Pursuant to the resolution of the ordinary General Meeting of 02.06.2022, the above auditing firm had been appointed as Auditor for the financial year 2022, and its fee had been set to three hundred eighteen thousand two hundred fifty euros (€318,250.00), exclusive of V.A.T., for the regular audit of the Company's individual and consolidated financial statements. In addition, for the issue of the Annual Tax Certificate of the Company, it received a fee of two hundred twenty-nine thousand five hundred euros (€229,500.00), exclusive of V.A.T. Moreover, during the period from 01.01.2022 until 31.12.2022, apart from the regular audit and the tax certificate report, the above auditing firm provided non-audit consulting services for a total amount of one hundred fifty three thousand euros (€153,000), corresponding to 20.23% of the average total audit fee it received over the last three years.

The ordinary General Meeting of the shareholders of the Company, following a vote in conformity with the law, with valid votes, corresponding to ...% of the paid-up share capital with voting rights, decided by an absolute majority / unanimous vote, ie with valid votes, to assign the regular audit of the Company's individual and consolidated financial statements for the current financial year and the review of the interim financial statements for the period 01.01.2023 - 30.06.2023 to the Auditing Firm GRANT THORNTON S.A., having its registered office in Athens (58 Katechaki Avenue) and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 127, for an annual fee of three hundred eighteen thousand two hundred fifty euros (€318,250.00), exclusive of V.A.T., in accordance with the relevant offer which the above auditing firm has submitted to the Company. For the issue of the Annual Tax Certificate of the Company, the fee of the above auditing firm is two hundred twenty-nine thousand five hundred euros (€229,500.00), exclusive of V.A.T.

Item 8: Election of new member of the board of directors.

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, the general meeting to elect Mr. Christos Gavalas, son of Apostolos-Nikolaos as member of the board of directors with a term until 02.06.2026. Mr. Gavalas was appointed in 2001 General Manager Treasury of the Company and has been Chief Treasury and IR Officer of the Company since 10.01.2023.

The election of Mr. Gavalas is advisable because he will strengthen the board of directors and improve its supervisory role on the broader sector of the Company's finances, while the communication of the Company with its shareholders will further

be strengthened as well, given the excellent until today cooperation of Mr. Gavalas with the investment community.

The Remuneration and Nomination Committee assessed and determined the suitability of Mr. Gavalas according to the approved Suitability Assessment of the Members of the Board of Directors of the Company, in terms of the adequacy of knowledge and skills, including academic and professional qualifications, the candidate's professional experience, as well as the position and the prerequisites of the Company, the absence of any obstacles or incompatibilities in its face, honesty and integrity, good reputation, as well as the adequacy of time.

The Remuneration and Nomination Committee also assessed and determined that should Mr. Gavalas be elected and appointed as member of the board of directors, the board of directors shall continue, in terms of its composition, to meet the requirements and criteria set by the current regulatory framework. In particular, the Remuneration and Nomination Committee, assessed and reviewed the nominee member of the board, individually, as well as the board collectively, considering:

- the external independent evaluation of the collective and individual capabilities of the board of directors, as briefly set out in provision 21 of the Corporate Governance Statement 2022, which is made available to the shareholders on the Company's website <https://www.mytilineos.com/investor-relations/financial-results/>
- the resume and the other professional commitments of the nominee member of the board of directors, as made available to the shareholders on the Company's website <https://www.mytilineos.com/investor-relations/general-meetings/>
- the provisions of law 4706/2020, the approved Policy for the Suitability Assessment of the Members of the Board of Directors of the Company, the Diversity Policy of the Company, the UK Corporate Governance Code that the Company has adopted and implements, as well as the Policy on Board Members' Independence and the Procedure for Assessing Independence Criteria and for Notifying Dependency Relationships,

determined that the following requirements are met:

- sufficient gender representation,
- the total number of independent members of the board of directors, and
- the suitability criteria set out in the current regulatory framework and the Company's Suitability Assessment of the Members of the Board of Directors. More specifically, the Remuneration and Nomination Committee assessed and determined the collective suitability of the board of directors, that its composition reflects the knowledge, skills and experience required to perform its duties and that the members of the board of directors at board level have the necessary skills to present their views, as well as that the board of directors collectively have adequate knowledge in all of the areas that the Company is active (Power and Gas and Metallurgy), as well as in relevant objectives (such as indicatively finance and capital markets).

The General Meeting of the Company's shareholders, following a vote in conformity with the law, with ... valid votes, corresponding to ...% of the paid-up share capital with voting rights, approved by an absolute majority/unanimously the election of Mr. Gavalas as board member, with term of office until 02.06.2026.