

Draft Resolutions of the 34th Annual General Meeting
of the Shareholders of the Société Anonyme
MYTILINEOS S.A.
General Commercial Register (GEMI) No.: 757001000
(the "Company")
of 04.06.2024

Item 1: Submission and approval of the annual and consolidated financial statements for the financial year 01.01.2023-31.12.2023, 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 27th, 2024, 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 2023, as the said Report was entered in the Minutes of the Board of Directors' meeting of March 27th, 2024, 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 01.01.2023 - 31.12.2023, 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 01.01.2023 - 31.12.2023, 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 01.01.2023 - 31.12.2023 and, more specifically, to the following:

- (a) distribution to the shareholders of the Company of a dividend in the amount of one euro and fifty eurocents (€1.50) 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, four hundredths and twenty-five eurocents (€1.425) per share. As announced by the Company in the Financial Calendar 2024, the proposed coupon cut-off date is June 26th, 2024 and the proposed date on which the beneficiaries will be determined is June 27th, 2024, while payment of the dividend to the shareholders shall begin on July 2nd, 2024. 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 seven million four hundred six thousand forty-one euros and sixty nine cents (€57,406,041.69), (ii) special Untaxed Reserve Account according to article 48 of law 4172/2013 in the amount of one million six hundred ninety thousand three fifty-six euros and eighty cents (€1,690,356.80); 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 01.01.2023 - 31.12.2023, of total amount of three million one hundred eighty six thousand eight hundred thirty-one euro and forty cents (€3,186,831.40). It is clarified that this amount is included in the details of the Remuneration Report for the financial year 2023 and does not constitute payment of additional fees towards the members of the board of directors for the same financial year 2023.

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 2023.

[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 2023 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 2023 and includes the information required under article 112 of law 4548/2018, including reference to how the outcome of the general meeting's ballot on the remuneration report for the

year 2022 was taken into account. It is drafted on the basis of the assumptions contained in the "Board Remuneration Policy", which was approved by the Extraordinary General Meeting of Shareholders of April 10th, 2023, effective for four years, 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 2023.

Item 4: Annual Report from the Chairman of the Audit Committee on the activities of the Audit Committee for the year 2023.

The Chairman of the Audit Committee informs the general meeting of shareholders on the activities of the Audit Committee during the financial year 2023 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 2023 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 09.05.2023 – 01.05.2024 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 last report up until the convocation of this general meeting, i.e. from 09.05.2023 until 01.05.2024, 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 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 01.01.2023 – 31.12.2023 and discharge of the Statutory Auditors for the financial year 01.01.2023 – 31.12.2023.

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 2023 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 2023 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 01.01.2024 - 31.12.2024 as well as the review of the interim financial statement for the period 01.01.2024 - 30.06.2024 to be assigned to the Auditing Firm PRICEWATERHOUSECOOPERS S.A., having its registered office in Chalandri Attica (260 Kifisias Avenue) and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 113, for an annual fee of up to six hundred fifty-five thousand euros (€655,000.00) 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 ten thousand euros (€210,000.00), exclusive of V.A.T.

Pursuant to the resolution of the ordinary General Meeting of 01.06.2023, the auditing firm "GRANT THORNTON S.A." had been appointed as Auditor for the financial year 2023, 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 01.01.2023 until 31.12.2023, 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 sixty-eight thousand euros (€168,000.00), corresponding to 34.48% of the average total audit fees 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 01.01.2024 - 30.06.2024 to the Auditing Firm PRICEWATERHOUSECOOPERS S.A., having its registered office in Chalandri Attica (260 Kifisias Avenue) and registered with the Special Register of article 13 par. 5 of Presidential Decree (P.D.) 226/1992 under SOEL Reg. No. 113, for an annual fee of up to six hundred fifty-five thousand euros (€655,000.00), 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 up to two hundred ten thousand euros (€210,000.00), exclusive of V.A.T.

Item 8: Approval of amendment of the terms of the long-term program for free distribution of shares of the Company dated 15.06.2021 and approval of free distribution of additional shares of the Company according to the provisions of article 114 of law 4548/2018.

The chairman referred to the general meeting of shareholders' resolution dated 15.06.2021, by virtue of which a long-term, rolling program, comprising of five (5) individual phases, each lasting six (6) years, was approved, for free distribution of up to two million five hundred fifty thousand (2,750,000) own shares (regular registered shares with voting rights) of the Company, to be granted, without any retention obligation for a specific period of time, but provided that, the corporate objectives have been achieved, to executive members of the board of directors of the Company or/and key management personnel or/and higher officers of the

Company or/and affiliated companies pursuant to article 32 of law 4308/2014 or/and persons that provide services to the Company on a permanent basis, in order to reward their contribution to the Company achieving her goals, as well to retain such and recruit new remarkable and capable executives, that serves and ensures the long term interests and the sustainability of the Company and its affiliates. The said program is considered a voluntary benefit, the Company reserving the right to revoke, modify, or abolish it at any time, without, however, any acquired rights being affected.

Taking into account the long term of the said program, the increase of the Company's share price, over the last three years, as a result of extraordinary performance, as well as the positive prospects of the Company, which create an expectation for a further rise in the share price, it is proposed to amend the terms of the said Long-Term Program for Free Distribution of Shares, so that the Company may, for the purpose of implementing said program, dispose either own shares that will be or have been already acquired, or issue new shares by way of capitalizing non-distributed profits or distributable reserves or difference from the issue of shares over par. By way of the proposed amendment, the Company will be able to utilize, in the best possible way every time, her available financial means, serving the program and, in general, the long-term interests of the Company and her affiliates.

The board of directors is further suggested to be delegated to act everything necessary to implement this resolution and, in general, the Long-Term Program for Free Distribution of Shares, such as (a) determine the beneficiaries and the specific terms of the distribution (indicatively to set the respective company and, if so the case, personal goals as requirement for the shares distributions, the criteria or/and procedure to determine the way of distribution of the shares to the relevant persons etc), always in accordance with the approved Remuneration Policy and the relevant recommendations by the Remuneration and Nomination Committee of the Company, (b) proceed to any necessary capital increase by way of capitalizing non-distributed profits or distributable reserves or difference from the issue of shares over par, for the implementation of the said program, as well as any relevant formality, in accordance with corporate and stock market legislation, and (c), from now on, adjust any relevant detail, to the extent such term or other detail of the program is not regulated or is not fully regulated in this general meeting of shareholders' resolution and always in accordance with the relevant provisions of the legislation in force. The board of directors may subdelegate part of the above assigned powers to one or more of its members.

It is further suggested that the general meeting of shareholders approves the free distribution of additional 37,287 own shares, i.e. up to 737,287 own Company shares granted to key management personnel and higher officers of the Company (excluding the executive members of the board of directors), in order to Περαιτέρω, προτείνεται να εγκρίνει η Γενική Συνέλευση τη δωρεάν διάθεση πρόσθετου αριθμού 37.287 ιδίων μετοχών, ήτοι έως 737.287 ιδίων μετοχών της Εταιρείας, οι οποίες δόθηκαν σε ανώτατα και ανώτερα διευθυντικά στελέχη της Εταιρείας (εξαιρουμένων εκτελεστικών μελών του διοικητικού συμβουλίου), in order to restore the reward ratio of the beneficiaries to their individual performance criteria and their individual contribution to the achievement of corporate objectives, during the financial years 2021-2022.

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, approved at majority/unanimously approved the aforementioned amendment of the terms of the Long-Term Program for Free Distribution of Shares dated 15.06.2021 and the aforementioned free distribution of additional own shares, and further delegated the board of directors to act everything necessary to implement this resolution.

Item 9: Amendment of article 1 of the Company's articles of association – change of corporate name.

The chairman motions to the general meeting, following relevant suggestion by the board of directors, to approve the change of the corporate name of the Company into “.....” and with distinctive title “.....”.

Following the above, the 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, approved at majority/unanimously the change of the corporate name and distinctive title of the Company.

Item 10: Election of new member of the board of directors – appointment of independent member.

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 Mrs. Polyxeni (Xenia) Kazoli as independent member of the board of directors with a term until 02.06.2026. 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 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 (females: 30.77% of the total members of the board and 44.45 of the non-executive members),

-the total number of independent members of the board of directors (8 out of 13, i.e. 61.54%), 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 that the nominee member of the board is adequately qualified, both in terms of the adequacy of knowledge and skills, including academic and professional qualifications, to perform the duties assigned to her, the member's professional experience, as well as her position and the prerequisites of the Company, the absence of any obstacles or incompatibilities in her face, honesty and integrity, good reputation, as well as the adequacy of time. In addition, the Remuneration and Nomination Committee evaluated and ratified the collective suitability of the board of directors, that its composition, following election of the nominee member, 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 (Energy and Metallurgy), as well as in relevant objectives (such as indicatively finance and capital markets).

The board of directors further confirms to the General Meeting that the nominee member of the board meets the independence criteria of article 9 of law 4706/2020, as well as the independence criteria provided in the approved Suitability Assessment

of the Members of the Board of Directors of the Company and the Policy on Board Members' Independence and the Procedure for Assessing Independence Criteria and for Notifying Dependency Relationships.

The election of Mrs. Kazoli is advisable because the independence of the board of directors and the representation of the female gender on it will be further strengthened.

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 Mrs. Kazoli as independent board member, with term of office until 02.06.2026.

Item 11: Approval of the establishment of a special reserve account using taxed earnings, for the purpose of covering the Company's own participation in the framework of submission of Company's investment plans to development laws and investment incentives programs.

The chairman referred to the contemplated investments that the Company may launch and which may be subjected to the aid schemes of investment laws or/and any kind of national or European investment incentives programs. Further, following relevant proposal by the board of directors, the chairman motions the general meeting to approve the establishment of special reserve account up to forty million euros (40,000,000.00€) by using taxed 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 subject to the provisions of national investment laws or european investment incentives programs, in force at the time of filing or/and approval of relevant applications or/and subject to aid schemes and any kind or national or european investment incentives programs.

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 investment aid schemes.