

Draft Resolutions of the 32nd Annual General Meeting
of the Shareholders of the Société Anonyme
MYTILINEOS S.A.
General Commercial Register (GEMI) No.: 757001000
(the "Company")
of 02.06.2022

Item 1: Submission and approval of the annual and consolidated financial statements for the financial year 01.01.2021-31.12.2021, 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 February 23rd, 2022, which in accordance with the law were posted on the Company's website, www.mytilineos.gr, 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 2021, as the said Report was entered in the Minutes of the Board of Directors' meeting of February 23rd, 2022, the Report (Certificate) of the Statutory Auditor of 23.02.2022, 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 01.01.2021 - 31.12.2021, 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 01.01.2021 - 31.12.2021, 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 01.01.2021 - 31.12.2021 and, more specifically, to the following:

- (a) distribution to the shareholders of the Company of a dividend in the amount of forty - two eurocents (€0.42) 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 three hundredths and ninety - nine eurocents (€0.399) per share. As announced by the Company in the Financial Calendar 2022, the proposed coupon cut-off date is June 24th, 2022 and the proposed date on which the beneficiaries will be determined is June 27th, 2022, while payment of the dividend to the shareholders shall begin on July 1st, 2022. 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 nine million six hundred eleven thousand eight hundred seventy euros and seventy cents (€9,611,870.70), (ii) special Untaxed Reserve Account according to article 48 of law 4172/2013 in the amount of three million two hundred twenty - five thousand six hundred eleven euros and twenty - five cents (€3,225,611.25), and (iii) Special Reserve account for tax relief corresponding to tax relief according to law 4399/2016 up to the amount of one million four hundred fifty - nine thousand sixty - six euros and fifty cents (€1,459,066.50), which corresponds to 1/3 of the total approved tax relief for the contractual investment in the amount of four million three hundred seventy - seven thousand one hundred ninety - nine euros and forty - nine cents (€4,377,199.49) pursuant to the submission decision No. 109897/ΥΠΕ/7/00012/E/N.4399/2016/17-10-2018 of the Minister of Economy and Development; 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 01.01.2021 - 31.12.2021, of total amount of four million three hundred ninety - seven thousand nine hundred ninety - eight euros (€4,397,998.00). It is clarified that this amount is included in the details of the Remuneration Report for the financial year 2021 and does not constitute payment of additional fees towards the members of the board of directors for the same financial year 2021.

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 2021.

[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 2021 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.mytilineos.gr/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 2021 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 and which is available on the Company's website [<https://www.mytilineos.gr/who-we-are/governance/corporate-governance/regulations-policies/>].

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 2021.

Item 4: Annual Report from the Chairman of the Audit Committee on the activities of the Audit Committee for the year 2021.

The Chairman of the Audit Committee informs the general meeting of shareholders on the activities of the Audit Committee during the financial year 2021 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 2021 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.mytilineos.gr/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 year 2021.

The Lead Independent Director the general meeting of shareholders on the activities of the independent non – executive directors of the Board during the financial year 2021 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 2021 is made available to the shareholders on the Company's website [<https://www.mytilineos.gr/investor-relations/general-meetings/>].

Item 6: Approval of the overall management for the financial year 01.01.2021 – 31.12.2021 and discharge of the Statutory Auditors for the financial year 01.01.2021 – 31.12.2021.

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 2021 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 2021 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 01.01.2022 - 31.12.2022 as well as the review of the interim financial statement for the period 01.01.2022 - 30.06.2022 to be assigned to the Auditing Firm GRANT THORNTON S.A., having its registered office in Paleo Faliro (56 Zefyrou Street) 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 15.06.2021, the above auditing firm had been appointed as Auditor for the financial year 2021, 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 01.01.2021 until 31.12.2021, 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 twenty - two thousand five hundred euros (€122,500.00), exclusive of V.A.T., corresponding to 22.36% of the total fee it received for the financial year 2021.

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 01.01.2022 - 30.06.2022 to the Auditing Firm GRANT THORNTON S.A., having its registered office in Paleo Faliro (56 Zefyrou Street) 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 Board of Directors and appointment of the Board's independent members.

In view of the expiration of the term of the current board of directors, the General Meeting is invited, following unanimous proposal of the board of directors, to elect, for a term of four years, a new board of directors of eleven (11) members, which shall meet the requirements and criteria set by the current regulatory framework and the Company's internal regulation.

According to the relevant proposal of the Company's Remuneration and Nomination Committee, it is proposed the re-election of each of the eleven (11) current members

of the board of directors for a four-year term, as well as the appointment of Panagiota Antonakou, Emmanouil Kakaras, Konstantina Mavraki, Anthony Bartzokas, Natalia Nikolaidi, Ioannis Petrides and Alexios Pilavios as independent members of the board. The composition of the board of directors has been assessed and reviewed by the Remuneration and Nomination Committee, so that the board of directors can satisfy itself that the board collectively, as well as its committees, have the right balance of knowledge, skills, experience, diversity and independence for effective performance of their duties, as well as that each of the members of the board nominated for re-election continue to contribute substantially to the activities of the board and to show commitment to its role.

In particular, the Remuneration and Nomination Committee, assessed and reviewed the nominee members 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 2021, which is made available to the shareholders on the Company's website <https://www.mytilineos.gr/investor-relations/financial-results/>
- the annual evaluation of the Chairman and CEO, led by the Lead Independent Director taking into account the views of all the non-executive members, and reviewed by the Remuneration and Nomination Committee, as briefly set out in the remuneration report for 2021 according to article 112 of law 4548/2018,
- the skills, experience and knowledge, as well as the qualifications of the members of the board of directors, as well as their CVs, as made available on the Company's website <https://www.mytilineos.gr/who-we-are/leadership/>
- the other professional commitments of the members of the board of directors, as made available on the Company's website <https://www.mytilineos.gr/who-we-are/leadership/>
- 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 (women account for 27% of all directors and for 37.5% of non-executive directors),
- the total number of independent members of the board of directors (7 out of 11, i.e. 63%),
- independence of the independent members of the board of directors, and
- the suitability criteria set out in the current regulatory framework and the Company's internal regulation.

More specifically, the Remuneration and Nomination Committee determined that each member of the board of directors is adequately qualified, both in terms of the adequacy of knowledge and skills, including academic and professional qualifications, to perform the duties assigned to them, the member's professional experience, as well as their 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. In addition, the Remuneration and Nomination Committee evaluated and ratified 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, Metallurgy, RSD and SES), as well as in relevant objectives (such as indicatively finance and capital markets).

Especially regarding the proposed seven (7) independent members for re-election, the board of directors confirms to the General Meeting that they meet 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 General Meeting is invited to elect the new board members and, as the competent body, to appoint the independent board members. More specifically:

8.1 Evangelos Mytilineos, son of Georgios,

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 Evangelos Mytilineos, son of Georgios.

8.2 Spyridon Kasdas, son of Dimitrios,

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 Spyridon Kasdas, son of Dimitrios.

8.3 Evangelos Chrysafis, son of Georgios,

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 Evangelos Chrysafis, son of Georgios.

8.4 Dimitrios Papadopoulos, son of Sotirios,

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 Dimitrios Papadopoulos, son of Sotirios.

8.5 Panagiota Antonakou, daughter of Leonidas

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 Panagiota Antonakou, daughter of Leonidas and her appointment as independent board member.

8.6 Emmanouil Kakaras, son of Konstantinos,

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 Emmanouil Kakaras, son of Konstantinos and his appointment as independent board member.

8.7 Konstantina Mavraki, daughter of Nikolaos,

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

Konstantina Mavraki, daughter of Nikolaos and her appointment as independent board member.

8.8 Anthony Bartzokas, son of Melas,

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 Anthony Bartzokas, son of Melas and his appointment as independent board member.

8.9 Natalia Nikolaidi, daughter of Emmanouil,

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 Natalia Nikolaidi, daughter of Emmanouil and her appointment as independent board member.

8.10 Ioannis Petrides, son of Georgios,

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 Ioannis Petrides, son of Georgios and his appointment as independent board member.

8.11 Alexios Pilavios, son of Andreas,

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 Alexios Pilavios, son of Andreas and his appointment as independent board member.