

Information regarding the issues of article 4 paragraph 7-8 of L.3556/2007 of MYTILINEOS S.A.

This explanatory report of the Board of Directors is submitted to the Ordinary General Shareholders' Meeting and contains detailed information regarding the issues of paragraph 7 and 8 of article 4 L.3556/2007, as in force.

I. Company's Share Capital Structure

The share capital of the Company amounts to one hundred thirty-eight millions six hundred four thousand four hundred twenty-six euros and seventeen cents (€138.604.426,17), divided into one hundred forty-two millions eight hundred ninety-one thousand one hundred sixty-one (142.891.161) registered shares with a nominal value of €0,97 each.

The shares of the Company are all listed on the Securities Market of the Athens Exchange [Sector "Industrial Goods & Services"].

The rights of the Company's shareholders with respect to their shares are proportional to the share capital stake to which the paid-in share value corresponds. Each share incorporates all the rights and obligations that are stipulated by the Law and Company's Articles of Association, and more specifically:

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- The right to dividends from the annual profits or liquidation profits of the Company. A percentage of 35% of the net profits following deduction of the statutory reserves and other income statement credits, which do not constitute only statutory earnings, is distributed from the profits of each year to the shareholders as an initial dividend while the distribution of an additional dividend is resolved upon by the General Meeting. The General Meeting determines the added dividend. Dividends are entitled to each shareholder who is registered in the Shareholders' Register held on behalf of the Company by the "Hellenic Exchanges – Athens Stock Exchange" on the date of approval of the financial statements by the Ordinary General Shareholders' Meeting. The payment date and the payment method of the dividend are available through the media appointed by L. 3556/07. The right to receive payment of the dividend is subject to a time limitation and the respective unclaimed amount goes to the State upon the lapse of five (5) years from the end of the year during which the General Meeting approved the distribution of the said dividend.
- The right to reclaim the amount of one's contribution during the liquidation or, similarly, the writing off of the capital representing the share, provided that this is resolved upon by the General Meeting,
- The right of pre-emption according to their participation in the existing share capital at every share capital increase of the Company (including increase in kind) or issuance of convertible bonds into shares or cash and at undertaking new shares, including increases in kind or issuance of convertible bonds into shares.
- Each shareholder is entitled to request the annual financial statements along with the relevant reports of the Board of Directors and the Auditors of the Company.
- Shareholders participate in the Company's General Meeting which constitute the following rights: in person presence or by delegate, vote, participation in discussions, submission of proposals on the items of the agenda, entry of one's opinion on the minutes of the Meeting and finally the right to vote.

The General Meeting of Company's Shareholders retain all its rights and obligations during the winding up (according to paragraph 4 of article 33 of the Articles of Association). The shareholders' responsibility is limited to the nominal value of the shares held.

II. Restrictions for transferring Company shares

The transfer of Company shares takes place based on procedures stipulated by the law under which the Company is liable, while there are no restrictions set by the Articles of Association for transfer of shares.

III. Important Indirect / Direct participations according to articles 9-11 of L.3556/07

On 31.12.2021 Mr. Evangelos Mytilineos held indirectly, through "EMERGIA LTD", "ROCALDO LTD", "KILTEO LTD" and "FREZIA LTD (chain of controlled undertakings), 37,919,549 common registered voting shares issued by the Company and the respective voting rights, i.e. 26.537% of the voting rights of the Company, while he had no direct ownership of shares or voting rights.

On publication date 24.02.2022, the shareholders that hold more than 5% of the total voting rights of the Company according to articles 9-11 of L. 3556/2007 are the same as above.

IV. Shares with special control rights

There are no Company shares that provide special control rights to their holders.

V. Restrictions on voting rights

No restrictions on voting rights emanate from the Company shares according to the Articles of Association.

VI. Agreements between Company shareholders

Notwithstanding share pledge agreements that may from time to time be notified to the Company, which according to standard practice include provisions regarding the transfer of voting rights to the pledgee in case of breach or failure to fulfil secured obligations, the Company is not aware of any agreements among its shareholders, which would result in restrictions on the assignment of its shares or exercise of the voting rights stemming from such shares.

VII. Regulations regarding the assignment and replacement of BoD members and amendments of the Articles of Association

The Company's Articles of Association (article 21), within the powers vested by Law 4548/2018 as it is now in force, provide the following regarding the appointment and substitution of its members of the BoD:

1. The Board of Directors may elect members in substitution of members who resigned, died or forfeited their office in any other manner; this election is done provided such substitution cannot feasibly be done from substitute members, if any, elected by the General Meeting. Such election by the Board of Directors is effected by means of a decision of the remaining members, provided they are at least three (3), and is valid for the remainder of the term of the substituted member. The election decision is submitted to the publication formalities pursuant to Law 4548/2018 and is announced by the Board of Directors to the immediately following General Meeting session; the General Meeting may replace the elected members, even if no such item is included in the General Meeting agenda.
2. In case of resignation, death or forfeiture, in any other manner, of director status, the remaining directors (BoD members) may continue to run and represent the company even without substituting the members in question as per the preceding paragraph, provided their number exceeds one half of the number of members as it stood prior to the occurrence of the said events. In all cases, such members may not be less than three (3).
3. In all cases, the remaining BoD members, irrespective of the number thereof, may call the General Meeting for the sole purpose of electing a new Board of Directors.
4. The substitution of BoD members pursuant to the preceding paragraphs is in conformance with and subject to the provisions of the law concerning the participation of independent non executive members in the Board of Directors.

The provisions of the Company's Articles of Association regarding the amendment of the provisions thereof do not deviate from the provisions of the Law 4548/2018.

VIII. Responsibility of the BoD for a) the issuance of new shares or b) acquisition of own shares according to article 49 of Law 4548/2018

a) According to the provisions of article 5 par. 8 of the Company's Articles of Association in conjunction with the provisions of article 24 par. 1(b) and (c) of Law 4548/2018, the Company's Board of Directors has the right, following a relevant decision by the General Meeting of Shareholders, for a period not exceeding five years, to increase the Company's share capital with the issuance of new shares, through a decision by the Board of Directors that is made with a majority of at least two thirds (2/3) of its total members. In this case, the Company's share capital may be increased by an amount not exceeding three times the share capital the capital existing on the date on which the Board

has the power to raise the capital. This power of the Board of Directors may be renewed by the General Meeting for a period that may not exceed five years per instance of renewal.

b) According to the provisions of article 49 of Law 4548/2018, the Company may, following a relevant decision by the General Meeting of Shareholders, acquire its shares corresponding to a maximum of 10% of its paid-up share capital. Such decisions by the General Meeting of Shareholders are implemented by the Board of Directors or the persons to whom the Board of Directors has delegated the relevant competence.

In implementation of the above provisions the Extraordinary General Meeting of Shareholders dated 27.03.2020 approved an own share buyback program in order to reduce the share capital and cancel own shares that will be acquired by the Company, or/and distribute shares to employees or/and members of the management of the Company or/and of associate company, in accordance with the applicable remuneration policy, with maximum number of Company shares to be bought 14,289,116 (up to 10% of the share capital), minimum price €0.97 per share and maximum price €20 per share, program duration between 27.03.2020 and 26.03.2022 (the "Own Share Buyback Program") and authorized the Board of Directors to implement the Own Share Buyback Program. The Board of Directors decided on 01.06.2020 to start implementation of the Own Share Buyback Program by the Company.

During the year 2021:

(a) 1,772,802 own shares were acquired under the Own Share Buyback Program at a nominal value of €0.97 per share, representing 1.2407% of the Company's share capital; and

(b) 239,000 own shares were awarded representing 0.1673% of the Company's share capital, in the context of executing the 1st phase of the approved by virtue of the resolution of the Annual General Meeting dated 15.06.2021 and the terms of the resolution of the Board of Directors dated 22.12.2021, issued pursuant to the former resolution of the Annual General Meeting, free distribution of shares to executive members of the board of directors of MYTILINEOS (excluding the Chairman & CEO) or/and members of the executive management team who are key management personnel or/and higher officers of MYTILINEOS.

Moreover, from 01.01.2022 until the publication date 23.02.2022, 484,874 own shares were acquired under the Own Share Buyback Program at a nominal value of €0.97 per share, acquired at a weighted average price of €15.43 per share, with total value €8,157,368, representing 5,7088% of the Company's share capital.

IX. Significant agreements put in force, amended or terminated in case of a change in the Company's control following a public offer

There are no significant agreements of the Company that become effective, are amended or terminated in the event of change in the control of the Company following a public offer.

There are however loan and other agreements, which provide, as it is common in such agreements, the right of the lending banks or bondholders or the Company's counterparty, to request under certain conditions the early repayment of the loans/bonds or the termination of the respective agreements in the event of change in the control of the Company, though such right is not granted specifically in case the change of control in the Company results from a public offer.

X. Agreement between the Company and BoD members or employees

There is no agreement between the Company and the BoD members or staff providing for the payment of any compensation specifically in the event of resignation or dismissal without cause, or termination of their mandate or employment as a result of a Public Acquisition Offer. There is however a contract for provision of services between the Company and the current chairman and CEO, the terms of which, as approved by the ordinary general meeting of shareholders on 7th June 2018, provide, among others, for right to termination of the contract and compensation in case of change of control of the Company (including as a result of a Public Acquisition Offer).

Evangelos Mytilineos
Chairman of the Board of Directors
and Chief Executive Officer
MYTILINEOS S.A.