

**Draft Resolutions of the Annual General Meeting  
of the Shareholders of the Société Anonyme Company  
METAL CONSTRUCTIONS OF GREECE S.A. (METKA)  
of 06.05.2015**

**General Commercial Register (GEMI) No.: 6126401000**

**S.A. Register No. (ARMAE) 10357/06/B/86/113**

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**Item 1:** Submission and approval of the Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2014 to 31.12.2014, of the relevant Board of Directors' and Independent Auditor's reports, and of the Statement of Corporate Governance in accordance with article 43(a) par. 3 item (d) of Codified Law (C.L.) 2190/1920.

The Chairman of the General Meeting read to the Shareholders the annual financial statements, as approved by the Company's Board of Directors in its meeting of 16 March 2015, which in accordance with the law were posted on the Company's website at [www.metka.gr](http://www.metka.gr) and published, together with the Auditor's Report: (a) On the website of the General Commercial Register (GEMI), in accordance with article 2 of Law 4250/2014 (ref. no. 20312/19.03.2015); and (b) in issue no. 25,730/19.03.2015 of the daily financial newspaper "I NAFTEMPORIKI" (p. 13). The Chairman of the General Meeting then read to the Shareholders the Board of Directors' Report to the Annual General Meeting on the Annual Financial Statements as at 31 December 2014, as entered in the Minutes of the Board of Directors' meeting of 16 March 2015, the Report (Certificate) of the Certified Auditor-Accountant of 16.03.2015, and the Certificate of Corporate Governance in accordance with article 43(a) par. 3 item (d) of C.L. 2190/1920.

In concluding the presentation of the Individual and Consolidated Annual Financial Statements for the accounting period from 01.01.2014 to 31.12.2014, of the relevant Board of Directors' and Auditor's Reports, and of the Certificate of Corporate Governance in accordance with article 43(a) par. 3 item (d) of C.L. 2190/1920, the Chairman presented a motion for their approval by the General Meeting.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares represented, to approve the Individual and Consolidated Annual Financial Statements, the Board of Directors' and Auditor's Reports, and the Certificate of Corporate Governance in accordance with article 43(a) par. 3 item (d) of C.L. 2190/1920.

**Item 2:** Approval of appropriation of earnings of the accounting period from 01.01.2014 to 31.12.2014 and payment of fees to the Members of the Board of Directors from the profits of the aforementioned accounting period within the meaning of article 24 of C.L. 2190/1920. Granting of authorisations.

The Chairman presented a motion for the distribution of a dividend in the sum of fifty eurocents (€0.50) per share.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares represented, to approve the distribution of a dividend in the sum of fifty eurocents (€0.50) per share which, after deduction of tax at 10%, results in a net payable dividend per share of forty-five eurocents (€0.45).

The Chairman then announced that the cut-off date for the dividend coupon shall be 20.06.2014 and the procedure for payment of the dividend to the beneficiaries shall commence on 30.06.2014.

Next, the Chairman then presented to the General Meeting a motion for payment to the members of the Company's Board of Directors of a fee on the profit realised in the accounting period from 01.01.214 to 31.12.2014, within the meaning of article 24 of C.L. 2190/1920. The said total fee, amounting to a maximum of three million six hundred thousand euro (€3,600,000) gross, is proposed to be covered from the balance of the net profit realised in the accounting period from 01.01.2014 to 31.12.2014, after deduction of the amounts withheld as ordinary reserves and of the amount required for the distribution of first dividend, as per the detailed stipulations of the law. At this point the Chairman informed the Shareholders the Company has adopted a specific remuneration policy for the members of the Board of Directors, which forms an integral part of its corporate governance and aims to enhance the Company's values and long-term interests. The remuneration policy conforms to the Company's business strategy, which aligns the organisation's goals with those of its stakeholders – employees, Management, shareholders. The remuneration policy relies on the following principles:

- Maximising performance.
- Aligning remunerations and rewards with profitability, risk and capital adequacy.
- Ensuring internal transparency.

Alignment of the remuneration policy with the strategic directions of the Company's core business activities is a continuous commitment. The procedures to determine the fees are clear, documented and internally transparent. In addition to a fixed part, the structure of these fees may also include a variable part, ensuring the linkage of fees with short-term and long-term business efficiency.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares represented, to adopt the Chairman's motion for payment of a fee up to three million six hundred thousand euro (€3,000,000) gross from the profit realised in the accounting period from 01.01.2014 to 31.12.2104 within the meaning of article 24 of C.L. 2190/1920 to the Members of the Company's Board of Directors, for services provided to the Company. Finally, the General Meeting authorised the Board of Directors to take all necessary steps regarding the implementation of this resolution.

**Item 3:** Release of the Members of the Board of Directors and of the Company's Independent Auditors from any liability for damages in connection with the management of the accounting period ended on 31.12.2014.

The Chairman invited the General Meeting to approve the management of the accounting period ended on 31.12.2014 and to release the Members of the Board of Directors and the Auditors from any related liability for damages.

Following this, and after a vote taken in conformity with the law, the General Meeting resolved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares represented, to approve the management of the accounting period from 01.01.2014 to 31.12.2014 and to release of the Members of the Board of Directors and the Company's Auditors from any liability for damages in connection with the management of the accounting period ended on 31.12.2014.

**Item 4:** Election of regular and alternate Independent Auditors for auditing the financial statements of the current accounting period in accordance with the IAS, and determination of their fee.

The Chairman presented a motion for the assignment of the audit of the accounting period from 01.01.2015 to 31.12.2015 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. The Chairman also presented a motion for the General Meeting to authorise the Board of Directors to proceed to a final agreement with the Auditing Firm regarding the latter's fee for the audit assigned to it of the current accounting period, which in any case shall not exceed the amount of eighty thousand nine hundred and sixty euro (€80,960) exclusive of VAT and expenses, in accordance with the relevant offer which the above firm has submitted to the Company, and to also send to the selected auditing firm the relevant written notification-instruction within five (5) days from the date of its selection.

Following a vote taken in conformity with the law, the General Meeting resolved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares represented, to assign the Company's regular audit for the current accounting period 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. The General Meeting also authorised the Board of Directors to proceed to a final agreement with the Auditing Firm regarding the latter's fee for the audit assigned to it of the current accounting period, which in any case shall not exceed the amount of eighty thousand nine hundred and sixty euro (€80,960) exclusive of VAT and expenses, in accordance with the relevant offer which the above firm has submitted to the Company, and to also send to the selected auditing firm the relevant written notification-instruction within five (5) days from that date of its selection.

**Item 5:** Approval of contracts as per article 23(a) of C.L. 2190/1920.

The Chairman of the General Meeting took the floor and reported that, the Company concluded an intra-group contract with MYTILINEOS FINANCIAL PARTNERS S.A., which is owned by the Company's parent company MYTILINEOS HOLDINGS S.A., and in whose paid-up

share capital the Company holds a stake of twenty-five per cent (25%) and therefore is included in the persons under article 23(a) par. 5 of C.L. 2190/1920, as in force. MYTILINEOS FINANCIAL PARTNERS S.A. was established in order to ensure the best possible financial management of the cash reserves of the MYTILINEOS Group Companies. In particular, a bond loan was issued by MYTILINEOS FINANCIAL PARTNERS S.A., in the amount of five million euro (€5,000,000) for a term expiring on 24.04.2015 and the option for a one-year extension, and was repaid in full during 2014. The terms of this loan agreement were those that prevail in the market in similar cases.

After the above and following a discussion and a vote taken in conformity with the law, the General Meeting resolved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares represented, to approve the contract concluded between the Company and MYTILINEOS FINANCIAL PARTNERS S.A. in line with the provisions of article 23(a) of C.L. 2190/1920.

**Item 6:** Endorsement of the composition of the Audit Committee, in accordance with article 37 of Law 3693/2008.

The Chairman informed the Meeting that given the new composition of the Board of Directors, as this was elected by the Regular General Meeting of 18.06.2014, the members of the Audit Committee are:

- (a) Mr. Filippos Zotos, father's name Evangelos and mothers' name Kassiani, Civil Engineer (National Technical University of Athens – NTUA) and Economist Engineer (University of Aachen), resident in Polydrosso Amaroussiou, Attica, 2 I. Chrysostomou Street, born in 1953 in Athens, holder of Identity Card no. Π 065848/1991 issued by the Papagou Security Department, registered with the Amaroussion Tax Authority Office (DOY) under Tax Identification Number (AFM) 014160147,
- (b) Mr. Nikolaos Bakirtzoglou, father's name Charalambos and mother's name Georgia, Mechanical-Electrical Engineer (National Technical University of Athens – NTUA), resident in Anixi, Attica, Anixeos Stamatas and Kyklaminon Street, born in 1945 in Nikea, Attica, holder of Identity Card no. AB 593337/2006 issued by the Ag. Stefanos Security Department, registered with the Agios Stefanos Tax Authority Office (DOY) under Tax Identification Number (AFM) 011037336, and
- (c) Mr. Iosif Avagianos, father's name Andreas and mother's name Kifissia, Metallurgical Engineer (National Technical University of Athens – NTUA), MSc, resident in Kifissia, 9A Riga Fereou Street, born in 1946 in Mytilini, Lesvos, holder of Identity Card no. AK 031124/2011 issued by the Kifissia Security Department, registered with the Kifissia Tax Authority Office (DOY) under Tax Identification Number (AFM) 010953297,

and presented a motion for the approval and endorsement by the General Meeting, as per article 37 par. 1 of Law 3693/2008 on the Audit of Annual & Consolidated Accounts, of the composition of the Audit Committee.

After the above and following a discussion and a vote taken in conformity with the law, the General Meeting resolved, by a majority of ..... represented shares and votes for, with ..... represented shares abstaining from the vote, i.e. by a majority of .....% of the shares represented, to approve and endorse the composition of the Audit Committee,

which shall discharge the responsibilities provided for by article 37 of Law 3693/2008, as well as all its activities since the date of its establishment and up to this date, and namely its members:

- (a) Mr. Filippos Zotos, father's name Evangelos and mothers' name Kassiani, Civil Engineer (National Technical University of Athens – NTUA) and Economist Engineer (University of Aachen), resident in Polydrosso Amaroussiou, Attica, 2 I. Chrysostomou Street, born in 1953 in Athens, holder of Identity Card no. Π 065848/1991 issued by the Papagos Security Department, registered with the Amaroussion Tax Authority Office (DOY) under Tax Identification Number (AFM) 014160147,
- (b) Mr. Nikolaos Bakirtzoglou, father's name Charalambos and mother's name Georgia, Mechanical-Electrical Engineer (National Technical University of Athens – NTUA), resident in Anixi, Attica, Anixeos Stamatas and Kyklaminon Street, born in 1945 in Nikaia, Attica, holder of Identity Card no. AB 593337/2006 issued by the Ag. Stefanos Security Department, registered with the Agios Stefanos Tax Authority Office (DOY) under Tax Identification Number (AFM) 011037336, and
- (c) Mr. Iosif Avagianos, father's name Andreas and mother's name Kifissia, Metallurgical Engineer (National Technical University of Athens – NTUA), MSc, resident in Kifissia, 9A Riga Feraiou Street, born in 1946 in Mytilini, Lesvos, holder of Identity Card no. AK 031124/2011 issued by the Kifissia Security Department, registered with the Kifissia Tax Authority Office (DOY) under Tax Identification Number (AFM) 010953297,

**Item 7:** Miscellaneous items – Announcements concerning the course of affairs of the Company and its subsidiaries and affiliates.

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