

**Draft Resolutions of the Annual General Meeting
of the Shareholders of the Société Anonyme Company
METAL CONSTRUCTIONS OF GREECE S.A. (METKA)
of 11.05.2016
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 01.01.2015 to 31.12.2015, 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 21 March 2016, which in accordance with the law were posted on the Company's website at www.metka.com and published, together with the Auditor's Report: (a) On the website of the General Commercial Register (GEMI); and (b) in issue no. 26027/24.03.2016 of the daily financial newspaper "I NAFTEMPORIKI" (p. 11). 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 2015, as entered in the Minutes of the Board of Directors' meeting of 21 March 2016, the Report (Certificate) of the Certified Auditor-Accountant of 22.03.2016, 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 01.01.2015 to 31.12.2015, 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 01.01.2015 to 31.12.2015 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 twelve eurocents (€0.12) 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 twelve eurocents (€0.12) per share which, after deduction of tax at 10%, results in a net payable dividend per share of one hundred and eight eurocents (€0.108).

The Chairman then announced that the cut-off date for the dividend coupon shall be 13.05.2016 and the procedure for payment of the dividend to the beneficiaries shall commence on 20.05.2016.

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 01.01.2015 to 31.12.2015, 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 01.01.2015 to 31.12.2015, 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 and 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 (€3,600,000) gross from the profit realised in the accounting period from 01.01.2015 to 31.12.2015 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 31.12.2015.

The Chairman invited the General Meeting to approve the management of the accounting period ended on 31.12.2015 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 01.01.2015 to 31.12.2015 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 31.12.2015.

Item 4: Election of regular and alternate Independent Auditors for auditing the financial statements of the current accounting period (at the Company and Group level), and determination of their fee.

The Chairman presented a motion for the assignment of the audit of the accounting period from 01.01.2016 to 31.12.2016 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 the date of its selection.

Item 5: Approval and adoption of the change of the Company's business name, with corresponding amendment of article 1 of its Articles of Association.

The Chairman presented a motion for approval of the change of the Company's business name to "METKA INDUSTRIAL - CONSTRUCTION S.A.", with the distinctive title "METKA".

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 change of the Company's business name, with a corresponding amendment to article 1 of its Articles of Association as follows:

"ARTICLE 1

A Société Anonyme company under the business name "METKA BIOMHXANIKH - KATAΣKEYAΣTIKH A.E." ("METKA INDUSTRIAL - CONSTRUCTION S.A.") and the distinctive title "METKA" is established. For its relations abroad, the company may use the aforementioned business name and distinctive title in exact translation."

The General Meeting then authorised the Board of Directors to incorporate the above amendment into the Company's Articles of Association and to submit to the competent supervisory authority, in accordance with article 7(b) par. 11 of C.L. 2190/1920, the Company's Articles of Association in a single text, signed in conformity with the law, for registration in the General Commercial Register.

Item 6: 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, in order to serve and promote the Company's objects, all contracts listed below were concluded. These contracts come under article 23(a) par. 5 of C.L. 2190/1920, as in force, and their approval by the General Meeting is required. In addition to being absolutely necessary, these contracts also help serve and promote the Company's objects, and their terms are those that prevail in the market in similar cases. Thus, profit is expected and the corporate object is promoted. In particular, the Company concluded the intra-group contracts listed below with MYTILINEOS FINANCIAL PARTNERS S.A., which belongs to the parent company MYTILINEOS HOLDINGS S.A. and in which the Company participates directly with a stake of 25% in the company's paid-up share capital 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 MYTILINEOS HOLDINGS S.A. The terms of these contracts are those that prevail in the market in similar cases. In particular:

(a) An ordinary loan was granted by the Company to MYTILINEOS FINANCIAL PARTNERS S.A., in the amount of €22,000,000, with a maturity date of 08/07/2016 and the option for extension of the loan term.

(b) An ordinary loan was granted by the Company to MYTLINEOS FINANCIAL PARTNERS S.A., in the amount of €8,000,000, with a maturity date of 09/07/2016 and the option for extension of the loan term.

(c) An ordinary loan was granted by the Company to MYTLINEOS FINANCIAL PARTNERS S.A., in the amount of €3,000,000, with a maturity date of 24/11/2016 and the option for extension of the loan term.

(d) An ordinary loan was granted by the Company to MYTLINEOS FINANCIAL PARTNERS S.A., in the amount of €6,000,000, with a maturity date of 22/12/2016 and the option for extension of the loan term.

(e) An ordinary loan was granted by the Company to MYTLINEOS FINANCIAL PARTNERS S.A., in the amount of €4,000,000, with a maturity date of 30/12/2016 and the option for extension of the loan term.

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 all contracts concluded between the Company and MYTLINEOS FINANCIAL PARTNERS S.A. under article 23(a) of C.L. 2190/1920.

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

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