

**Draft Resolutions of the Annual General Meeting
of the Shareholders of the Société Anonyme Company
METAL CONSTRUCTIONS OF GREECE S.A. (METKA)
of 01.06.2017
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 01.01.2016 to 31.12.2016, 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 24th March 2017, 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 in issue no. 26317/29.03.2017 of the daily financial newspaper "I NAFTEMPORIKI" (p. 9). 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 31st December 2016, as entered in the Minutes of the Board of Directors' meeting of 24th March 2017, the Report (Certificate) of the Certified Auditor-Accountant of 27.03.2017, 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 01.01.2016 to 31.12.2016, 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 01.01.2016 to 31.12.2016 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 amounting to fifteen eurocents (€0.15) 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 amounting to fifteen eurocents (€0.15) per share which, after deduction of tax at 15%, results in a net payable dividend per share of twelve eurocents and seventy five hundredths of a eurocent (€0.1275).

The Chairman then announced that the cut-off date for the dividend coupon shall be 06.06.2017 and the procedure for payment of the dividend to the beneficiaries shall commence on 13.06.2017.

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 01.01.2016 to 31.12.2016, 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 Euros (€3,600,000) gross, is proposed to be covered from the balance of the net profit realised in the accounting period from 01.01.2016 to 31.12.2016, 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 that 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 is based on the following principles:

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

The 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 Euros (€3,600,000) gross from the profit realised in the accounting period from 01.01.2016 to 31.12.2016 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: Discharging of the Members of the Board of Directors and of the Company's Independent Auditors from any liability for damages in connection with activities during the accounting period that ended on 31.12.2016.

The Chairman invited the General Meeting to approve the activities that were carried out during the accounting period that ended on 31.12.2016 and to discharge 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 activities that were carried out during the accounting period from 01.01.2016 to 31.12.2016 and to discharge the Members of the Board of Directors and the Company's Auditors from any liability for damages in connection with the activities that were carried out during this accounting period.

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

The Chairman presented a motion for the assignment of the audit of the accounting period from 01.01.2017 to 31.12.2017 to the Auditing Firm "GRANT THORNTON S.A.", which has its registered office in Paleo Faliro (56 Zefyrou Street) and is registered in 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 remuneration 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 Euros (€80,960) plus VAT and expenses, in accordance with the relevant offer that 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.", which has its registered office in Paleo Faliro (56 Zefyrou Street) and is registered in 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 remuneration 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 Euros (€80,960) plus VAT and expenses, in accordance with the relevant offer that 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 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 of the contracts listed below were concluded and fall under the scope of 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 objectives, 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% of the company's paid-up share capital and therefore it falls under the entities referred to in 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 companies in the "MYTILINEOS HOLDINGS S.A." Group of Companies, including the Company. 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., amounting to €2,000,000, with a maturity date of 31/08/2017 and the option to extend the loan term.

(b) An ordinary loan was granted by the Company to MYTILINEOS FINANCIAL PARTNERS S.A., amounting to €2,000,000, with a maturity date of 25/08/2017 and the option to extend the loan term.

(c) An ordinary loan was granted by the Company to MYTILINEOS FINANCIAL PARTNERS S.A., amounting to €4,800,000, with the option to disburse in two installments, and with a maturity date one year after the payment of each installment and the option to extend the loan term. As of today, the first installment amounting to €3,000,000 has been paid.

(d) An ordinary loan was granted by the Company to MYTILINEOS FINANCIAL PARTNERS S.A., amounting to €5,000,000, with a maturity date of 12/12/2017 and the option to extend the loan term.

(e) An ordinary loan was granted by the Company to MYTILINEOS FINANCIAL PARTNERS S.A., amounting to €82,400,000, with the option to disburse in three installments, and with a maturity date two years after the payment of each installment and the option to extend the loan term. As of today, the first installment amounting to €30,000,000 has been paid.

(f) An ordinary loan was granted by the Company to MYTILINEOS FINANCIAL PARTNERS S.A., amounting to €3,000,000, with a maturity date of 21/04/2017 and the option to extend the loan term.

(g) An ordinary loan was granted by the Company to MYTILINEOS FINANCIAL PARTNERS S.A., amounting to €20,000,000, with a maturity date of 28/06/2017 and the option to extend the loan term.

(h) An ordinary loan was granted by the Company to MYTILINEOS FINANCIAL PARTNERS S.A., amounting to €2,500,000, with a maturity date of 20/04/2017 and the option to extend 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%

the shares represented, to approve all contracts concluded between the Company and “MYTILINEOS FINANCIAL PARTNERS S.A.” under article 23(a) of C.L. 2190/1920.

Item 6: Submission and Approval of: a) the Draft Merger Agreement, dated 23.03.2017, for the absorption of the Company and the companies “ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME”, “PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME” and “PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A.” by the company “MYTILINEOS HOLDINGS S.A.”, and b) the Board of Directors’ explanatory report on the aforementioned Draft Merger Agreement that was drafted in accordance with Article 69(4) of Codified Law 2190/1920 and Article 4.1.4.1.3 of the Athens Exchange Rulebook.

The Chairman of the General Meeting took the floor and referred to the Draft Merger Agreement, dated 23.03.2017, for the absorption of the Company and the companies “ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME”, “PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME” and “PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A.” by the company “MYTILINEOS HOLDINGS S.A.”, pursuant to the provisions of commercial law, and in particular articles 69 et seq. of C.L. 2190/1920, as applicable, and in line with the provisions, conditions and waivers of C.L. 4172/2013, as applicable, and Article 61 of C.L. 4438/2016 and the Board of Directors’ explanatory report on the aforementioned Draft Merger Agreement that was drafted on the same day in accordance with Article 69(4) of Codified Law 2190/1920 and Article 4.1.4.1.3 of the Athens Exchange Rulebook, and suggested that the Ordinary General Meeting of the Company’s shareholders ratify: a) the aforementioned Draft Merger Agreement without any amendments and in its totality, and b) the aforementioned explanatory report of the Board of Directors on the Draft Merger Agreement without any amendments and in its totality.

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, i.e. by a majority of% of the shares represented, with represented shares abstaining from the vote, i.e. by a majority of% of the shares represented, to ratify the aforementioned Draft Merger Agreement without any amendments and in its totality, and b) the aforementioned explanatory report of the Board of Directors on the Draft Merger Agreement without any amendments and in its totality.

Items 7 and 8: Approval of the merger by absorption of the Company and the companies “ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME”, “PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME” and “PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A.” by the company “MYTILINEOS HOLDINGS S.A.”, and the provision of authorization to sign the relevant notarial deed for the merger, and for the execution of any other act, statement, announcement and/or legal action that is required for this purpose, as well as in general for

the completion of the merger and the implementation of the decisions made during the General Meeting.

The Chairman of the General Meeting referred to the resolutions of the Board of Directors of the Company dated 14.12.2016 and 23.03.2017 by virtue of which the merger by way of absorption of the Company and the companies "ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME", "PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME" and "PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A." by the company "MYTILINEOS HOLDINGS S.A." was decided in accordance with the provisions of commercial law, and in particular articles 69 et seq. of Codified Law 2190/1920, as presently applicable, as well as the provisions, conditions and waivers stipulated in Law 4172/2013, as applicable, and article 61 of Law 4438/2016.

In view of the above, it is proposed that the Ordinary General Meeting of the Company's shareholders shall approve:

- a) the merger by way of absorption of the Company and the companies "ALUMINIUM OF GREECE INDUSTRIAL AND COMMERCIAL SOCIETE ANONYME", "PROTERGIA POWER GENERATION AND SUPPLIES SOCIETE ANONYME" and "PROTERGIA THERMOILEKTRIKI AGIOU NIKOLAOU POWER GENERATION AND SUPPLY S.A." by the company "MYTILINEOS HOLDINGS S.A." in accordance with the provisions of commercial law, and in particular articles 69 et seq. of Codified Law 2190/1920, as presently applicable, as well as the provisions, conditions and waivers stipulated in Law 4172/2013, as applicable, and article 61 of Law 4438/2016, based on the transformation balance sheet of the Absorbed Companies of 31.12.2016 together with the Chartered Auditors Accountants' Reports dated ... and the consolidated balance sheet of the Absorbing Company dated ...
- b) any action concluded by the Board of Directors of the Company and the individuals that it authorized for the purpose of implementing the Merger,
- c) the granting of authorizations to, acting together as a pair on behalf of the Company to ensure the implementation of this decision and to proceed with any action necessary for the completion of the Merger, including the drafting, together with the Absorbing Company and the Absorbed Companies, of the final agreement for the merger by absorption, as provided for by the law, as well as any other document that is required in order to ensure compliance with the requirements stipulated by the law regarding publicity formalities and registration formalities in order to finalize the Merger.

Following an interactive discussion, the General Meeting of the Company's shareholders resolved, by a majority of represented shares and votes for, i.e. by a majority of % of the represented shares, and with represented shares abstaining from the vote, i.e. by a majority of % of the represented shares, to approve the Merger and every action and transaction conducted by the Board of Directors of the Company and the individuals that it authorized for the purpose of completing the Merger as per the above, and authorizes, acting together as a pair on behalf of the Company to ensure the implementation of this decision and to proceed with any action necessary for the completion of the Merger, including the drafting, together with the Absorbing Company and the Absorbed Companies, of the final

agreement for the merger by absorption, as well as any other document that is required in order to ensure compliance with the requirements stipulated by the law regarding publicity formalities and registration formalities in order to finalize the Merger.

Item 9: Miscellaneous items – Announcements concerning the course of affairs of the Company and of its subsidiaries and affiliates.

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