

**METKA INDUSTRIAL – CONSTRUCTIONS SOCIETE ANONYME (METKA)**

**GENERAL COMMERCIAL REGISTER (GEMI) NO: 6126401000**

**S.A. REGISTER NO (ARMAE): 10357/06/B/86/113**

**ANNOUNCEMENT**

Notification of the resolutions of the Annual General Meeting of the Shareholders  
of 1 June 2017

The Company "METKA INDUSTRIAL – CONSTRUCTIONS SOCIETE ANONYME" (METKA) announces that the Annual General Meeting of the Company's Shareholders was held on 1 June 2017 in the Conference Hall located in the offices of the Company's establishment in the Municipality of Maroussi, Attica, (8 Artemidos Street), and was attended in conformity with the law by shareholders attending either in person or by proxy representing 41,403,732 shares, i.e. 79.70% of the Company's paid-up share capital with the right to vote. The Meeting deliberated on the items on the Agenda and, after a vote taken as provided for by the law, resolved as follows:

1. With valid votes cast representing 79.53% of the paid-up share capital with the right to vote and with 85,718 of the attending and represented shares abstaining from the vote, the Meeting approved by absolute majority, i.e. 98.7% of the shares attending and represented Item 1 on the Agenda concerning the 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.
2. With valid votes cast representing 79.70% of the paid-up share capital with the right to vote the Meeting approved by absolute majority, i.e. 97.5% of the shares attending and represented Item 2 on the Agenda concerning the 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 and the granting of authorisations. In particular the Meeting approved 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 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 Meeting also approved the 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.

3. With valid votes cast representing 79.53% of the paid-up share capital with the right to vote and with 85,718 of the attending and represented shares abstaining from the vote, the Meeting approved by absolute majority, i.e. 97.3% of the shares attending and represented Item 3 on the Agenda concerning the 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.
4. With valid votes cast representing 79.70% of the paid-up share capital with the right to vote the Meeting approved by absolute majority, i.e. 92.4% of the shares attending and represented Item 4 on the Agenda concerning the assignment of 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.
5. With valid votes cast representing 79.70% of the paid-up share capital with the right to vote the Meeting approved by absolute majority, i.e. 97.5% of

the shares attending and represented Item 5 on the Agenda and the contracts coming under the provisions of article 23(a) of C.L. 2190/1920.

6. With valid votes cast representing 79.70% of the paid-up share capital with the right to vote the Meeting approved by absolute majority, i.e. 82.9% of the shares attending and represented Item 6 on the Agenda concerning the 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." in its entirety and without any amendments 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 in its entirety and without any amendments.

7. With valid votes cast representing 79.70% of the paid-up share capital with the right to vote the Meeting approved by absolute majority, i.e. 82.9% of the shares attending and represented Items 7 and 8 on the Agenda concerning the approval of:

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 with transformation date as of 31.12.2016.

B) the entirety of the acts and actions that were conducted by the Board of Directors of the Company and the individuals that it had authorized for the purpose of completing the Merger,

C) and authorised Messrs. P. Gardelinos and S. Petratos, 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.

8. With regard to Item 9 on the Agenda, the Chairman of the General Meeting informed the Shareholders of the course of affairs of the Company, its subsidiaries and its affiliated companies. This was followed by an interactive discussion between the Shareholders and the Chairman of the General Meeting regarding the Group's results and prospects.