

DRAFT MERGER AGREEMENT

In Maroussi, Attica this 23 March 2017, between:

- I. the corporation under the name “Mytilineos Holdings S.A.”, having its registered office in the City of Maroussi, at 5-7 Patroklou Street, registered with the General Commercial Register (GEMI) under No. 000757001000, Tax Identification No. 094316669, legally represented for the purposes hereof by Messrs. Ioannis Kalafatas, Chief Executive Director-Group Finance, and Elenos-Georgios Karaindros, Executive Director-Mergers & Acquisitions, by virtue of special power and authority granted to them by the Board of Directors of the company in its meeting dated 23.03.2017 (hereinafter referred to as the “Absorbing Company”), on one part;
- II. the corporation under the name “METKA Industrial – Construction Societe Anonyme”, having its registered office in Maroussi, Attica at 8, Artemidos Street, registered with the General Commercial Register (GEMI) under No. 006126401000, Tax Identification No. 094017290, as legally represented for the purposes hereof by Messrs. Panagiotis Gardelinos, Deputy Managing Director, and Spyridon Petratos, Financial Director, by virtue of special power and authority granted to them by the Board of Directors of the company in its meeting dated 23.03.2017 (hereinafter referred to as the “Absorbed Company A”);
- III. the corporation under the name “Aluminium of Greece Industrial and Commercial Societe Anonyme”, having its registered office in Maroussi, Attica at 8, Artemidos Street, registered with the General Commercial Register (GEMI) under No. 006550901000, Tax Identification No. 998920730, as legally represented for the purposes hereof by Messrs. Spyridon Kasdas, Chairman of the Board of Directors, and Georgios-Fanourios Kontouzoglou, Member of the Board of Directors, by virtue of special power and authority granted to them by the Board of Directors of the company in its meeting dated 23.03.2017 (hereinafter referred to as the “Absorbed Company B”);
- IV. the corporation under the name “Protergia Power Generation and Supplies Societe Anonyme”, having its registered office in Maroussi, Attica at 8, Artemidos Street, registered with the General Commercial Register (GEMI) under No. 008006101000, Tax Identification No. 999873167, as legally represented for the purposes hereof by Mr. Dinos Benroubi, Deputy Managing Director, by virtue of special power and authority granted to him by the Board of Directors of the company in its meeting dated 23.03.2017 (hereinafter referred to as the “Absorbed Company C”);
- V. the corporation under the name “Protergia Agios Nikolaos Power Societe Anonyme of Generation and Supply of Electricity”, having its registered office in Maroussi, Attica at 8, Artemidos Street, registered with the General Commercial Register (GEMI) under No. 009084301000, Tax Identification No. 998384141, as legally

represented for the purposes hereof by Mr. Dinos Benroubi, Chairman and Managing Director, by virtue of special power and authority granted to him by the Board of Directors of the company in its meeting dated 23.03.2017 (hereinafter referred to as the “Absorbed Company D”, and together with Absorbed Company A, Absorbed Company B, Absorbed Company D hereinafter referred to as the “Absorbed Companies” and jointly with the Absorbing Company hereinafter referred to as the “Merging Companies”),

and having regard to the following:

Preamble

- A. The share capital of the Absorbing Company amounts to Euros one hundred thirteen million four hundred eight thousand three hundred eighty six and fourteen eurocents (€113,408,386.14) divided into one hundred sixteen million nine hundred fifteen thousand eight hundred sixty two (116,915,862) common registered voting shares, each of a nominal value of ninety seven eurocents (€0.97).
- B. The share capital of Absorbed Company A amounts to Euros sixteen million six hundred twenty four thousand one hundred ninety two (€16,624,192) divided into fifty one million nine hundred fifty thousand six hundred (51,950,600) common registered voting shares each of a nominal value of thirty two eurocents (€0.32).
- C. The share capital of Absorbed Company B amounts to Euros fourteen million seven hundred sixty thousand eighteen (€14,760,018) divided into four hundred five thousand four hundred ninety five (405,495) common registered voting shares each of a nominal value of thirty six euros and forty eurocents (€36.40).
- D. The share capital of Absorbed Company C amounts to Euros five million four hundred eighty six thousand nine hundred twenty three and sixty eight eurocents (€5,486,923.68) divided into six million five hundred thirty two thousand fifty two (6,532,052) common registered voting shares each of a nominal value of eighty four eurocents (€0.84).
- E. The share capital of Absorbed Company D amounts to Euros twenty million eighty thousand (€20,080,000) divided into twenty million eighty thousand (20,080,000) common registered voting shares each of a nominal value of one Euro (€1.00).
- F. The shares of the Absorbing Company and Absorbed Company A are listed in the Main Market of Hellenic Exchanges S.A. (“HELEX”).
- G. The Absorbing Company holds (a) 25,975,301 shares corresponding to 50.00% plus one share in the share capital of Absorbed Company A, (b) 405,495 shares corresponding to 100% of the shares in the share capital of Absorbed Company B, (c) 6,532,052 shares corresponding to 100% of the shares in the share capital of Absorbed Company C. Absorbed Company C holds 20,080,000 shares

corresponding to 100% of the shares in the share capital of Absorbed Company D.

- H. The Merging Companies, represented by their Boards of Directors, held negotiations for the merger, by absorption of the Absorbed Companies into the Absorbing Company, and prepared the present Draft Merger Agreement pursuant to article 69 in conjunction with article 78 of Codified Law 2190/1920.

It was agreed and mutually accepted as follows:

1. Details of the Merging Companies (article 69, para. 2, subpara. (a) of Codified Law 2190/1920) and Procedure to be followed

- 1.1 The contracting companies under the following details participate in the merger hereby agreed.
- 1.1.1 The absorbing company is the corporation (*société anonyme*) under the name “Mytilineos Holdings S.A.”, having its registered office in the City of Maroussi, at 5-7 Patroklou Street, General Commercial Register (GEMI) No. 000757001000, Tax Identification No. 094316669.
- 1.1.2 The first absorbed company is the corporation (*société anonyme*) under the name “METKA Industrial – Construction Societe Anonyme”, having its registered office in the City of Maroussi, Attica, at 8 Artemidos Street, General Commercial Register (GEMI) No. 006126401000, Tax Identification No. 094017290.
- 1.1.3 The second absorbed company is the corporation (*société anonyme*) under the name “Aluminium of Greece Industrial and Commercial Societe Anonyme”, having its registered office in the City of Maroussi, Attica, at 8 Artemidos Street, General Commercial Register (GEMI) No. 006550901000, Tax Identification No. 998920730.
- 1.1.4 The third absorbed company is the corporation (*société anonyme*) under the name “Protergia Power Generation and Supplies Societe Anonyme”, having its registered office in the City of Maroussi, Attica at 8 Artemidos Street, General Commercial Register No. 008006101000, Tax Identification No. 999873167.
- 1.1.5 The fourth absorbed company is the corporation (*société anonyme*) under the name “Protergia Agios Nikolaos Power Societe Anonyme of Generation and Supply of Electricity”, having its registered office in the City of Maroussi, Attica, at 8 Artemidos Street, General Commercial Register No. 009084301000, Tax Identification No. 998384141.
- 1.2 The above named contracting parties agree to the merger, by absorption of Absorbed Company A, Absorbed Company B, Absorbed Company D and Absorbed Company D by the Absorbing Company on the basis of their financial figures (balance sheets) as at 31.12.2016, under the following terms and understandings.
- 1.3 The merger by absorption of the Absorbed Companies by the Absorbing Company shall be effected by application of articles 69 through 78 of Codified Law 2190/1920

(“On Corporations”), as presently applicable, in conjunction with the provisions, conditions and waivers stipulated in Law 4172/2013, as applicable, article 61 of Law 4438/2016, and the commercial legislation in general, being subject to the terms and formalities specified therein.

- 1.4 Given that the Absorbing Company owns directly or indirectly the entirety (100%) of the shares of Absorbed Company B, Absorbed Company C and Absorbed Company D, the provisions of article 78 et seq. of Codified Law 2190/1920 shall also be applicable in conjunction with the above legislation, specifically in respect of the said Absorbed Companies.
- 1.5 The resolutions of the General Meetings of Shareholders of the Merging Companies together with the final merger agreement, which shall be in the form of a notarial deed to be signed by the legal representatives of the Merging Companies, shall be submitted to the publication formalities specified in article 7b of Codified Law 2190/1920, for each one of the Merging Companies.
- 1.6 The merger shall be considered to be completed upon the entry, in the General Commercial Register (GEMI), of the authorizing decision issued by the competent supervising authority pursuant to articles 74 and 75 of Codified Law 2190/1920, which (decision) is then published in the General Commercial Register.
2. **Exchange ratio for the shares of Absorbed Company A, in which the Absorbing Company holds less than 100% in its paid-in share capital, to the shares of the Absorbing Company**
 - 2.1 Pursuant to article 4.1.4.1.3 of the Athens Exchange Rulebook, as applicable, the Absorbing Company and the Absorbed Company A engaged Nomura International Plc and Barclays Bank Plc, respectively, the latter acting through its Investment Bank, to give an opinion on the fairness and the reasonableness of the share exchange ratio set out below.
 - 2.2 Further, the Absorbing Company and the Absorbed Companies engaged the certified public accountants Messrs. Antonios A. Prokopidis, a member of the Hellenic Institute of Certified Public Accountants (SOEL) under Reg. No. 14511, and Dimos N. Pitelis, a SOEL member under Reg. No. 14481, both of “PKF Euroauditing S.A.”, a Certified Public Accountants Firm having its registered office in Athens, at 124 Kifissias Avenue, Postal Code 11526, entered in the Special Registry provided for in para. 5 of article 13 of Presidential Decree 226/1992, SOEL Reg. No. 132, to prepare reports on the appraisal of the value of the assets of the Absorbing Company and the Absorbed Companies and to provide an opinion on the fairness and reasonableness of the following stock exchange ratio of the shares of Absorbed Company A to the shares of the Absorbing Company, pursuant to the provisions of article 9, para. 4, and article 71 of Codified Law 2190/1920.
 - 2.3 In implementation of the internationally accepted valuation methods: namely, in respect of the report delivered by Nomura International Plc to the Absorbing

Company, valuation based on (a) discounted cash flow, (b) broker target share prices, (c) financial multiples - trading comparables, (d) financial multiples – transaction comparables, and (e) technical multiples – trading and transaction comparables; in respect of the report delivered by Barclays Bank Plc to Absorbed Company A, valuation based on (a) the unlevered discounted cash flow “UDCF”, and (b) trading multiples of comparable companies; and, in respect of the report delivered by Certified Public Accountants Messrs. Antonios A. Prokopidis and Dimos N. Pitelis, both of “PKF Euroauditing S.A.”, valuation based on (a) discounted cash flow, and (b) trading multiples of comparable companies, and on the basis of the reports by the independent experts referred to in 2.1 and 2.2 as set out in articles 2.1 and 2.2 above, the proposed ratio of 1 to 1 for the exchange of the shares of Absorbing Company A (METKA) to the shares of the Absorbing Company (MYTILINEOS) was considered to be fair and reasonable. Therefore, and as more specifically set out in the reports – under article 69, para. 4 of Codified Law 2190/1920– by the Board of Directors of the Absorbing Company and Absorbed Company A explaining the merger from a legal and financial standpoint, the ratio for the exchange of the shares of Absorbed Company A to the shares that its shareholders shall receive from the Absorbing Company as a result of the merger, is agreed as follows: for each (1) existing common registered voting share of a nominal value of thirty two eurocents (€0.32) in the Absorbed Company A its holder shall receive one (1) common registered voting share of a nominal value of ninety seven eurocents (€0.97) in the share capital of the Absorbing Company, as such share capital shall stand following the share capital increase referred to in clause 4.1 below.

- 2.4 There shall be no additional offsetting cash payment to the above shareholders, as provided for in article 68 para 2. of Codified Law 2190/1920.
 - 2.5 Pursuant to the provisions of para. 4 of art. 75 of Codified Law 2190/1920 the shares in the share capital of Absorbed Company A which are owned by the Absorbing Company shall not be exchanged for shares in the share capital of the Absorbing Company.
 - 2.6 On the basis of the above, the number of shares in the Absorbing Company to which the shareholders of Absorbed Company A (other than the Absorbing Company) are entitled is 25,975,299.
 - 2.7 The shareholding, by the shareholders of Absorbed Company A, in the new share capital of the Absorbing Company shall be $25,975,299 / 142,891,161 = 18.178\%$ and that of the existing shareholders of the Absorbing Company shall be $116,915,862 / 142,891,161 = 81.822\%$.
3. **No exchange of shares in Absorbed Company B, Absorbed Company C and Absorbed Company D with shares in the Absorbing Company, pursuant to article 75 para. 4 of Codified Law 2190/1920**

The shares in the share capital of Absorbed Company B and Absorbed Company C shall not be exchanged with shares in the share capital of the Absorbing Company, given that these shares are wholly owned by the Absorbing Company. The same also applies in the case of the shares in the share capital of Absorbed Company D, given that its entire stock is owned by Absorbed Company C and therefore, upon the completion of the merger, they shall be transferred to the Absorbing Company.

4. Changes to the share capital of the Absorbing Company

- 4.1 The share capital of the Absorbing Company shall be increased by the amount of twenty five million one hundred ninety six thousand forty Euros and three eurocents (€25,196,040.03) through the issue of twenty five million nine hundred seventy five thousand two hundred ninety nine (25,975,299) new common registered voting shares each of a nominal value of €0.97, which (without prejudice to clause 2.5 hereof) shall be allocated to the shareholders of Absorbed Company A on the basis of the above share exchange ratio. The share capital of the Absorbing Company following the merger shall amount to one hundred thirty eight million six hundred four thousand four hundred twenty six Euros and seventeen eurocents (€138,604,426.17) divided into one hundred forty two million eight hundred ninety one thousand one hundred sixty one (142,891,161) shares each of a nominal value of ninety seven eurocents (€0.97).
- 4.2 The said increase a) by the amount of eight million three hundred twelve thousand ninety five Euros and sixty eight eurocents (€8,312,095.68) shall be covered by means of the contribution of nominal share capital of Absorbed Company A outstanding following writing off of the participating interest of the Absorbing Company in Absorbed Company A due to merger in the amount of eight million three hundred twelve thousand ninety six Euros and thirty two eurocents (€8,312,096.32) and b) by the amount of sixteen million eight hundred eighty three thousand nine hundred forty four Euros and thirty five eurocents (€16,883,944.35) shall be covered by means of capitalization of the Absorbing Company's share premium reserve. The difference, to result from the writing off of the participating interest of the Absorbing Company in Absorbed Company A due to merger and the part of the nominal share capital that the Absorbing Company holds in the Absorbed Company A, shall be carried to the Absorbing Company's account "Difference under a merger".
- 4.3 Given that, as per the above, Absorbed Companies B, C and D are wholly-owned, directly or indirectly, by the Absorbing Company, the contributed total assets (assets and liabilities) shall not result in the increase the share capital of the Absorbing Company, pursuant also to the provisions of article 3 above, but rather the amount relating to the value of such participation in the above Absorbed Companies B, C and D shall be deleted from the Absorbing Company's account "Participating Interests" and any difference shall be carried to equity accounts as a difference under a merger.

5. **Formalities for the delivery of the new shares (art. 69 para. 2 subpara. (c) of Codified Law 2190/1920)**

Upon the completion of the merger, the Board of Directors of the Absorbing Company shall proceed with all actions necessary so that the Absorbing Company's shares to be issued as a result of the merger be distributed to the beneficiaries of Absorbed Company A under the above share exchange ratio and the new 25,975,299 shares to which they are entitled due to the Merger be credited, as prescribed by law, to the SAT (Dematerialized Securities System-DSS) accounts of the beneficiary shareholders.

6. **Date of participation in the profits of the Absorbing Company (article 69, para. 2, subpara. (d) of Codified Law 2190/1920)**

The new shares of the Absorbing Company to be delivered pursuant to the above to the shareholders of Absorbed Company A shall confer all rights prescribed under the Law and the Articles of Association of the Absorbing Company, including the right to participate in the profits of the Absorbing Company as from the date of completion of the merger.

7. **Date of accounting for with respect to actions by the Absorbed Companies and treatment of financial results (article 69 para. 2 subpara. (e) of Codified Law 2190/1920)**

As from 01.01.2017, the day next to the transformation balance sheet date, and up until the date of completion of the merger, all actions to be done by the Absorbed Companies shall be deemed, from an accounting viewpoint, to be effected on behalf of the Absorbing Company, and the profits or losses of the Absorbed Companies shall solely be to the benefit of or to be borne by the Absorbing Company. Immediately after the merger completion, the relevant amounts shall be carried in one consolidated entry in the accounting books of the Absorbing Company.

8. **Special rights of shareholders or holders of securities other than shares in the Absorbed Companies (art. 69 para. 2 subpara. (f) of Codified Law 2190/1920)**

8.1 There are no shareholders having special rights in the Absorbed Companies and there are no holders of securities other than shares.

8.2 The shares owned by the shareholders of the Absorbed Companies confer to them no right other than the right to exchange them with shares to be issued by the Absorbing Company.

9. **Special advantages of BoD members and auditors of the Merging Companies (art. 69 para. 2 subpara. (g))**

No special advantages for the members of the Board of Directors and the full auditors of the Merging Companies are specified in their Articles of Association or under resolutions of the General Meeting of their shareholders, and no such special advantages are conferred as a result of this merger.

10. Effects of the merger completion

- 10.1 Upon the completion of the merger, the Absorbed Companies shall be dissolved and cease their existence, without subsequently being placed in liquidation and their total property (assets and liabilities) is by operation of law transferred to the Absorbing Company on the basis of the merger agreement and under the law.
- 10.2 The assets and liabilities of the Absorbed Companies to be transferred to the Absorbing Company are as recorded in their books and included in the transformation balance sheet as at 31.12.2016 prepared by each of the Absorbed Companies pursuant to art. 73 of Codified Law 2190/1920, and as these shall stand at the time of merger completion. Full description of the assets and liabilities of the Absorbed Companies, for the transfer of which specific formalities need to be observed, shall be given in the notarial final merger deed.
- 10.3 Upon the merger completion, the Absorbing Company shall, by operation of law and without any other formality being required, become sole owner, holder and beneficiary over the entire property (assets and liabilities), all the rights, claims, receivables, obligations, legal relations, administrative licenses or permits of the Absorbed Companies, howsoever existing, and all their assets in general, without prejudice to the specific formalities required for the transfer of certain assets, with such transfer being equivalent to a universal succession.
- 10.4 Upon the merger completion, any other right, intangible asset, claim or other property even if not specifically mentioned or precisely described herein by omission or inadvertently, licenses of any nature granted by the competent authorities, as well as the rights or legal relations under any other contractual relationship or legal transaction shall be transferred to the Absorbing Company, all of which shall, as from the legal completion of the merger, be vested in the Absorbing Company by full ownership right.
- 10.5 The Absorbed Companies state, represent and covenant that their total assets and liabilities as at 31.12.2016 are as given in the transformation balance sheet of each Absorbed Company as at 31.12.2016 which indicates the assets contributed, transferred and surrendered to the Absorbing Company, and that the contributed assets are fully owned by them and are free of any real and legal defect, and the liabilities are in the amount referred to in their said balance sheet.
- 10.6 The Absorbing Company states that it accepts the contribution of the assets and liabilities of the Absorbed Companies, as indicated in their balance sheet as at 31.12.2016 and as these shall have changed until the completion of the merger, and the said assets and liabilities shall be part of the assets and liabilities of the Absorbing Company.
- 10.7 Any litigation of the Absorbed Companies shall be continued by the Absorbing Company, without any further formality being required, and without such

proceedings being discontinued on account of the merger and without any notification being required for their reinstatement.

10.8 Upon the legal completion of the merger, the shares in the share capital of the Absorbed Companies shall be canceled and minutes to this effect shall be drawn by the Board of Directors of the Absorbing Company.

11. Other terms

11.1 The Merging Companies shall proceed with any action necessary to obtain the licenses or authorizations by the competent supervising Authorities as required under the law, in particular for the merger and the amendment of the Articles of Association of the Absorbing Company, for the consummation of the merger.

11.2 The Absorbing Company shall proceed with any necessary amendment to its Articles of Association in order for the changes contemplated in the present draft merger agreement to be effected in order for the Articles to reflect the changes being hereby brought about.

11.3 The contracting parties have agreed to the terms of the present draft merger agreement, upon special resolutions of their Boards of Directors. The terms of the draft merger agreement are subject to the approval of their General Meetings of shareholders.

11.4 The contracting parties state that they waive, without any reservation, any right to challenge the present agreement, for any formal or substantive reason or cause.

In witness whereof the present draft merger agreement was drafted in ten (10) originals and is signed by the legal representatives of the contracting parties, with each party receiving two (2) originals.

For the Absorbing Company

Ioannis Kalafatas
Chief Executive Director – Group Finance

Elenos-Georgios Karaindros
Executive Director-Mergers & Acquisitions

For the Absorbed Company A

Panagiotis Gardelinos
Deputy Managing Director

Spyridon Petratos
Financial Manager

For the Absorbed Company B

Spyridon Kaldas
Chairman of the Board of Directors

Georgios-Fanourios Kontouzoglou
Member of the Board of Directors

For the Absorbed Company C

Dinos Benroubi
Deputy Managing Director

For the Absorbed Company D

Dinos Benroubi
Chairman and Managing Director