

**INVITATION  
FOR THE SHAREHOLDERS OF THE COMPANY  
“HELLENIC PETROLEUM S.A.”  
(No G.E.M.H. 296601000)  
(S.A.REG> No.2443/06/B/86/23)  
TO THE ANNUAL GENERAL MEETING OF  
(FINANCIAL YEAR 1.1.2014-31.12.2014)**

Pursuant to codified law 2190/1920 “on Sociétés Anonymes” and the Company’s Articles of Association and following the Board of Directors’ resolution no.1240 dated 28/5/2015, the Shareholders of “HELLENIC PETROLEUM SA”, (the “ Company”) are invited to the Annual General Meeting to be held at Hotel DIVANI CARAVEL (Macedonia Hall- mezzanine), 2 Vassileos Alexandrou Avenue, 16 121 Athens, on Thursday 25th June 2015 at 09:30, in order to discuss and decide upon the following items of the Agenda:

1. Management review of the 39<sup>h</sup> corporate fiscal year (1.1.2014 – 31.12.2014) and submission of the Board of Directors’ management report as well as the Certified Auditors’ report for the annual financial statements in accordance with the International Financial Reporting Standards, including the Group’s consolidated financial statements for the financial year 2014.#
2. Approval of the Company’s financial statements and the Group’s consolidated financial statements, in accordance with the International Financial Reporting Standards, together with relevant reports for the financial year 2014.
3. Approval of profit distribution.
4. Discharge of the members of the Board of Directors and the Auditors from any liability for indemnity for the financial year 2014, pursuant to article 35 of Codified Law 2190/1920.
5. Approval of the remuneration and fees of the members of the Board of Directors for 2014 and determination of their remuneration and fees for 2015. Approval of the contractual agreements between the Company and members of the Board of Directors.
6. Election of Certified Auditors for the financial year 2015, in accordance with the provisions of the Company’s Articles of Association and determination of their remuneration.
7. Election of members of the Audit Committee
8. Amendment of the current Stock Option Plan of “HELLENIC PETROLEUM S.A.”
9. Final approval of distribution of special tax reserves according to article 72 of Law 4172/2013 in accordance with the resolution of the Extraordinary General Meeting of the Shareholders of the company dated 15.12.2014.
10. Various announcements.



In accordance with articles 26.2b and 28a of the C.L. 2190/20, as amended and supplemented by, respectively, articles 3 and 6 of Law 3884/2010, the Company informs shareholders of the following:

#### **A. RIGHT TO PARTICIPATE AND VOTE IN THE GENERAL MEETING**

Any shareholder of the Company is entitled to participate and eligible to vote at the General Meeting. Each ordinary share is entitled to one (1) vote.

Any person appearing as a shareholder of the Company in the registry of the Dematerialized Securities System ("DSS"), managed by Hellenic Exchanges S.A. ("HELEX"), recording the shares of the Company, has the right to participate in the Annual General Meeting of **25 June 2015**. Verification of the shareholder status on the Record Date will be obtained through the direct electronic link of the Company with the records of HELEX. Proof of qualification should exist at the latest by **20.06.2015** (record date), that is the fifth (5) day prior to the Annual General Meeting of 25 June 2015. The aforementioned deadline applies for shareholders who are legal entities and must submit their representation documents in accordance with the law.

Only those who qualify as shareholders on the aforementioned record date are entitled to participate and vote in the General Meeting. Shareholders not complying with the provisions of article 28a of C.L. 2190/1920 may participate in the General Meeting only after the Meeting has authorized them to do so.

The exercise of the above rights (participation and vote) does not entail pledging of shares or any other similar process, restricting the possibility of sale and transfer of shares during the period between the record date and the General Meeting.

#### **B. PROCEDURE FOR VOTING BY PROXY**

Shareholders may participate in the General Meeting and may either vote in person or by proxy holders. Each shareholder may appoint up to 3 proxy holders. However, if a shareholder has shares of the Company held in more than one securities account, the above limitation shall not prevent the shareholder from appointing a separate proxy holder for each of the securities account, where shares are held. A proxy holder, acting on behalf of several shareholders, may cast votes differently in respect of shares held by each shareholder represented. Legal entities may participate in the General Meeting by appointing up to 3 individuals as proxy holders.

The shareholder can appoint a proxy holder either for a sole General Meeting or for a number of meetings taking place within a determined time period. The proxy votes in accordance with the shareholders' instructions, as long as these are in place and is obliged to file the required voting instructions for at least one (1) year from the submission of the minutes of the general meeting to the competent authority, or if the decision is public, to the Registry of the Societes Anonymes ("Mitroo Anonymon Etaireion"). The proxy holder is obliged to disclose to the Company, before the commencement of the General Meeting, any event which might be useful to the shareholders in assessing the risk of the proxy holder pursuing any interest

other than the interest of the represented shareholder. A conflict of interest within this context may in particular arise where the proxy holder:

- (i) is a controlling shareholder of the Company, or is another entity controlled by such shareholder;
- (ii) is a member of the Board of Directors or of the management of the Company, or of a controlling shareholder or another entity controlled by the controlling shareholder;
- (iii) is an employee or an auditor of the Company, or of a controlling shareholder or an entity controlled by such shareholder;
- (iv) is a spouse or relative (1st degree) with an individual referred to in points (i) to (iii)

The appointment and the revocation of the appointment of a proxy holder shall be made in writing and shall be served to the Company following the same procedure, at least 3 days prior the date of the General Meeting; this provision applies in the case of a Repeat General Meeting.

The proxy form will be available to the shareholders in electronic form on the website of the Company ([www.helpe.gr](http://www.helpe.gr)). These forms, completed and signed by the shareholder must be submitted to the Company's Shareholders Department: Chimarras 8A, 15125, Maroussi, Athens, Greece (Contact Person: Mrs. Georgia Kallitsii) or by fax: +30 210 6302986, +30 210 6302987 or by email: [GKallitsi@helpe.gr](mailto:GKallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr), at least 3 days before the date of the Annual General Meeting. This applies also in the case of a Repeat General Meeting. The shareholders are requested to verify the successful dispatch of the form and receipt thereof by the Company at +30 210 6302979, +30 210 6302980.

The Company's Articles of Association do not provide for participation in the General Meeting by electronic means, without the shareholder being physically present at the Meeting, nor for distance voting..

### **C. MINORITY SHAREHOLDERS RIGHTS**

- a. Shareholders representing 1/20 of the paid-up share capital may request from the Board of Directors of the Company to include in the General Meeting Agenda additional items, provided that the relevant request is communicated to the Board at least 15 days before the General Meeting. The request for an additional item on the agenda must be accompanied by a justification or a draft resolution to be adopted in the General Meeting. The revised agenda is made available in the same manner as the initial agenda 13 days before the General Meeting and at the same time, it is made available to the shareholders on the Company's website, together with the justification or the draft resolution that had been submitted by the shareholders in line with article 27 paragraph 3 of C.L. 2190/1920.
- b. Following a request of shareholders, representing 1/20 of the paid-up share capital, the Board of Directors makes available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 27 paragraph 3 of C.L. 2190/1920, at least 6 days before the General Meeting, if the relevant request is communicated to the Board of Directors at least 7 days before the General Meeting.

- c. Following the request of any shareholder, communicated to the Company at least 5 full days before the General Meeting, the Board of Directors must provide to the General Meeting, the requested specific information with respect to the Company's affairs, to the extent that this information is useful for the actual assessment of the items on the agenda. The Board of Directors may refuse to provide information on the grounds of a substantial cause, which must be mentioned in the minutes. The Board of Directors may provide a universal response to requests of shareholders of the same nature. The obligation of providing information is not valid if the relevant information is already available in the Company's website, especially in a question and answer format.
- d. Following a request of shareholders representing 1/5 of the paid-up share capital, which is communicated to the Company 5 complete days before the General Meeting, the Board of Directors must provide to the General Meeting information with respect to the course of the Company affairs and the financial situation of the Company. The Board of Directors may refuse to provide this information on reasonable grounds, which must be mentioned in the minutes. Respective terms for exercise of minority rights also apply to any Repeat General Meeting.

In all the aforementioned cases, the shareholders who are communicating a request must provide proof of their qualification as shareholders as well as the number of shares held by them at the moment of the exercise of the relevant right. The verification of a shareholder's qualification through the direct electronic link of the HELEX with the Company is recognized as such proof.

### **AVAILABLE DOCUMENTS**

The full, unabridged text of the draft resolutions and any documents referred to in points (c) and (d) of paragraph 3 of article 27 of C.L. 2190/1920 may be obtained in hard copies from the Company's Shareholders Services Department located at HELPE's headquarters on Chimarras Str. 8A, Maroussi.

### **AVAILABLE INFORMATION**

The information mentioned in article 27 paragraph 3 of C.L. 2190/1920 will be made available in electronic form on the Company's website ([www.helpe.gr](http://www.helpe.gr)).

The Company's Shareholders Services Department offices (tel. +302106302979, +302106302980, fax: +302106302986, +302106302987) will be open daily from 9.00 am to 2.00 pm.

Maroussi, 28<sup>th</sup> May 2015  
By order of the Board of Directors

Efstathios Tsotsoros  
CHAIRMAN OF THE BOARD OF DIRECTORS