

**INVITATION  
TO THE SHAREHOLDERS OF THE COMPANY  
"HELLENIC PETROLEUM S.A."  
(General Commercial Registry 296601000)  
FOR THE ANNUAL GENERAL MEETING  
(FINANCIAL YEAR 1.1.2019-31.12.2019)**

The Board of Directors of "HELLENIC PETROLEUM SA", (the "Company") by its resolution no.1365 dated 03/6/2020, invites the Shareholders to the Annual General Meeting of the Company, which will take place on **Wednesday 24<sup>th</sup> June 2020 at 12:00 hours.**

Due to extraordinary circumstances and in the context of measures adopted by the State for the containment of the virus COVID-19, the Annual General Meeting of the Company will be held exclusively through electronic means, with no physical presence of shareholders, who will be able to participate and exercise their voting rights remotely, either via a real time teleconference or by submitting prior to the date of the General Meeting a Postal vote form in person or by proxy, in accordance with Article 33 par. 2 of the Legislative Act of 20.03.2020 (Government Gazette A 68 / 20.03.2020), as ratified by Law 4683/2020, in order to discuss and decide upon the following items of the Agenda:

1. Management review of the 44<sup>th</sup> Company's financial year (1.1.2019 – 31.12.2019) 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 (IFRS), including the Group's Consolidated Financial Statements for the financial year 2019.
2. Approval of the Company's Financial Statements and Consolidated Financial Statements, in accordance with the International Financial Reporting Standards (IFRS), together with relevant independent auditor reports, for the financial year 2019.
3. Approval of profits distribution for the financial year 2019 and distribution of dividends.
4. Approval of the overall management by the Board of Directors for the financial year 1.1.2019 - 31.12.2019 in accordance with Article 108 of Law 4548/2018 and discharge of the Auditors from any liability for indemnity, for the financial year 2019.
5. Approval of the compensation of the members of the Board of Directors for 2019.
6. Submission for discussion of the Remuneration Policy report of the members of the Board of Directors for 2019, in accordance with Article 112 par 3 of Law 4548/2018.
7. Approval of the Company's contractual agreement with the Chairman of the Board of Directors
8. Election of Certified Auditors for the financial year 2020 and determination of their remuneration.
9. Election of members of the Audit Committee

In accordance with articles 121 paragraph 4, 124 paragraph 6, 125, 126 and 128 of Law 4548/2018, the Company informs shareholders of the following:



## **A. Right to participate and vote in the General Meeting**

The Annual General Meeting of the Shareholders of the Company on 24<sup>th</sup> of June 2020 will be held exclusively through electronic means (teleconference) without shareholders' (or proxies') physical presence. Shareholders, or their proxies, will participate remotely in the General Meeting, via a real time Video Webcast or an Audio Teleconference Call, exercise their voting rights on the items of the Agenda and submit their questions (see B (c)).

Any shareholder of the Company is entitled to participate in the Annual General Meeting, provided that his/her right to participate is confirmed on the day the General Meeting. Each ordinary share is entitled to one (1) vote.

Proof of shareholding status of an individual or a legal entity is derived from the records of the Dematerialized Securities System ("DSS") managed by the "Hellenic Central Securities Depository S.A." (which provides registry services under the meaning of article 124 paragraph 6 of Law 4548/2018) and to which is registered as a shareholder of the Company at the beginning of the fifth (5) day prior to the date of the Annual General Meeting of **24th June 2020**, i.e. at the beginning of **19th June 2020** ("Record Date").

Only those who qualify as shareholders on the Record Date are entitled to participate and vote in the Annual General Meeting.

The exercise of the above rights (participation and voting) does not entail pledging of shares or any other similar process that restricts the ability to sell or transfer the shares during the period between the Record Date and the day of the Annual General Meeting.

## **B. Participation and Voting procedure at the General Meeting**

### **a) Voting by proxy**

Shareholders may participate and vote in the General Meeting either in person or by proxy holders. Each shareholder may appoint up to three (3) proxy holders. However, if a shareholder has shares of the Company, that are 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 three (3) individuals as proxy holders. The shareholder can appoint a proxy holder either for a sole General Meeting or for a number of General Meetings taking place within a determined time period. A proxy appointment can be recalled.

The proxy holder votes in accordance with the shareholders' instructions, as long as these are in place and is obliged to keep file of the voting instructions for at least one (1) year from the date of the General Meeting.

The proxy holder is obliged to disclose to the Company, before the start 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 representative or a proxy holder by the shareholder shall be made in writing and shall be submitted to the Company following the same procedure, at least forty eight (48) hours prior the General Meeting.

To facilitate the proxy appointment process, the Company has designated specific executives who, if the shareholders wish, may authorize to represent and vote on their behalf in the General Meeting in accordance with their written voting instructions.

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, with a dully verified signature, by the shareholder to the Company's Shareholders Registry Department: Chimarras 8A, 15125, Maroussi, Athens, Greece (Contact Person: Mrs. Georgia Kallitsi) or by fax: +30 210 6302987, +30 210 6302986 or by email: [GKallitsi@helpe.gr](mailto:GKallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr), at least forty eight (48) hours prior to the General Meeting, **the latest by 22<sup>nd</sup> June 2020 at 12:00 hours**. 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.

Shareholders not in compliance with the deadline of article 128 paragraph 4 of Law 4548/2018, may participate in the General Meeting unless the General Meeting refuses the participation on grounds that justify such a refusal.

#### **b) Voting by Postal Vote prior to the General Meeting**

According to the provisions of article 12 par. 5 of the Company's Articles of Association, shareholders have the right to participate and vote remotely, before the General Meeting.

The Company has made available on its website (<https://www.helpe.gr/en/investor-relations/shareholders-meetings/annual-general-meeting/>) the "Postal Vote" Form for remote voting with instructions for its completion. Shareholders, or their proxies, who wish to make use of this option must submit the form completed, signed with a dully verified signature, to the Company's offices: Chimarras 8A, 15125, Maroussi, Athens, Greece (Contact Person: Mrs. Georgia Kallitsi) or by fax: +30 210 6302987, +30 210 6302986 or by email: [GKallitsi@helpe.gr](mailto:GKallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr), **the latest by June 23, 2020 at 12:00 hours**. Shareholders are requested to verify the successful dispatch of the form and receipt thereof by the Company at +30 210 6302979, +30 210 6302980.

Shareholders who cast their vote prior to the Annual General Meeting are considered for the formation of the quorum and majority, only if the relevant votes have been received within the time limits provided by law, as indicated above.

**c) Participating by webcast or audio conference**

Shareholders, or their proxies, may participate and vote remotely in the Annual General Meeting of 24<sup>nd</sup> June 2020, using audiovisual and electronic media. Those, who wish to make use of this option, are kindly requested to notify the Company of their intention, either by completing the relevant application electronically at <https://www.helpe.gr/en/investor-relations/shareholders-meetings/annual-general-meeting/>, or by sending the form for the declaration of participation in the teleconference, completed and signed, with a dully verified signature, at the Company's offices at 8a Heimarras, Maroussi (responsible Mrs. Georgia Kallitsi) or televised at fax.: +302106302987, +302106302986, or email to [gkallitsi@helpe.gr](mailto:gkallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr), **no later than June 22, 2020 at 12:00.**

In the context of identification process, for the verification of the information send by shareholders or their proxies, via the participation statement, a valid email address and mobile phone number will be required, in addition to the necessary identification information (I.D. or DSS number etc.) listed in the relevant form. For this purpose, shareholders are requested to contact without delay the Operator of their Account, where the shares of the Company are kept, or any other intermediary, that provides them with custody services for the shares of the Company, as the case may be, in order to notify them and update all above mentioned (or requested) information.

Upon confirmation of the shareholder's status, the shareholder, or its proxy holder, will receive confirmation of his participation and relevant instructions for the teleconference and / or voting process during the General Meeting.

Shareholders, or their proxies, who will participate in the General Meeting through the teleconference are considered for the formation of the quorum and majority, and will be able to exercise their rights effectively during the General Meeting.

It is noted that the General Meeting will be conducted in Greek, as the official language, while for those of the participants who wish, the option to follow it in English will be available.

**C. Final dates for exercising minority shareholders rights (article 141 paragraphs 2, 3, 6 and 7 of Law 4548/2018)**

1. At the request of shareholders representing 1/20 of the paid-up share capital, the Board of Directors of the Company is obliged to:
  - (a) include in the General Meeting Agenda additional items, provided that the relevant request is communicated to the Board at least fifteen (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 thirteen (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 123 paragraph 4 of Law 4548/2018,

- (b) make available to the shareholders the draft resolutions for the items included in the initial or revised agenda, in accordance with article 123 paragraph 3 of Law 4548/2018, at least six (6) days before the General Meeting, if the relevant request is communicated to the Board of Directors at least seven (7) days before the General Meeting.
2. Following a request of any shareholder submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting the requested specific information on 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 such information on reasonable grounds which must be recorded in the minutes. The Board of Directors may provide a single response to shareholders' requests with the same context. The obligation to provide information does not apply if the information requested is already available on the Company's website, especially in a question and answer format.
  3. Following a request of shareholders representing 1/10 of the paid-up share capital, submitted to the Company at least five (5) full days before the General Meeting, the Board of Directors is obliged to provide to the General Meeting information on the course of the corporate affairs and the state of the Company's assets. The Board of Directors may refuse to provide such information on reasonable grounds, which must be recorded in the minutes.
- Respective deadlines also apply in the event of a Repeated General Meeting in relation to the exercise of the rights of minority shareholders.

In all the above-mentioned cases, the requesting shareholders must provide proof of their shareholding status and, with the exception of the case in point 2 above, the number of shares they hold, at the time of exercise of the relevant right. The shareholder's status is certified through online connection of the Company with the "Hellenic Central Securities Depository S.A.".

#### **D. Questions in the General Meeting**

Shareholders or their proxies, who participate in the teleconference of the Annual General Meeting via Internet (video webcast) or by phone (audio conference call), will be able to submit their questions during the Meeting on the issues of the Agenda.

For the optimal preparation and coordination of the General Meeting, shareholders are invited to send in advance and in writing their questions, to Company's Shareholders Registry Department, via e-mail to [gkallitsi@helpe.gr](mailto:gkallitsi@helpe.gr), or [ir@helpe.gr](mailto:ir@helpe.gr), or televised at fax .: 210-6302987, 210-6302986 **no later than June 22, 2020 at 12:00.**

#### **E. Available Documents and Information**

The present invitation, any documents to be submitted to the Annual General Meeting, the draft resolutions of each item of the agenda, the total number of shares and voting rights, that these shares incorporate on the date of the invitation, the proxy and proxy revocation forms, the Postal



vote form, the remote participation declaration form and any other information provided by Article 123 paragraphs 3 and 4 of Law 4548/2018 are available in electronic form on the Company's website ([www.helpe.gr](http://www.helpe.gr)). Shareholders' can contact the Company's Shareholders Registry Department office daily from 9.00am to 17.00pm. (tel. +30 210 6302979, +30 210 6302980, fax: +30 210 6302987, +30 210 6302986) for any query they have or information they need.

The Company invites shareholders to follow its website ([www.helpe.gr](http://www.helpe.gr)), for any subsequent announcements regarding the upcoming Annual General Meeting.

Maroussi, 3<sup>rd</sup> June 2020  
By order of the Board of Directors

Ioannis Papathanasiou  
Chairman of the Board of Directors