

# ANNUAL FINANCIAL REPORT FOR FISCAL YEAR 2016 (As per Article 4, L. 3556/2007)



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# 1. Audited Annual Financial Statements



# **1.1 Group Consolidated Financial Statements**

# **HELLENIC PETROLEUM S.A.**

Consolidated Financial Statements in accordance with IFRS for the year ended 31 December 2016



GENERAL COMMERCIAL REGISTRY: 000269901000 COMPANY REGISTRATION NUMBER: 2443/06/B/86/23 REGISTERED OFFICE: 8<sup>A</sup> CHIMARRAS STR, 15125 MAROUSI, GREECE

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## Hellenic Petroleum S.A.

Consolidated Financial Statements in accordance with IFRS for the year ended 31 December 2016 (All amounts in Euro thousands unless otherwise stated)

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Consolidated Financial Statements in accordance with IFRS

## **Company Information**

Directors Efstathios Tsotsoros - Chairman of the Board

Grigorios Stergioulis - Chief Executive Officer

Andreas Shiamishis - Member Ioannis Psichogios - Member

Theodoros-Achilleas Vardas - Member

Georgios Grigoriou - Member

Stratis Zafiris - Member

Dimitrios Kontofakas - Member Vasileios Kounelis - Member Panagiotis Ofthalmides - Member Theodoros Pantalakis - Member Spiridon Pantelias - Member

Constantinos Papagiannopoulos - Member

**Other Board Members** 

during the year Georgios Stampoulis (Until 7/10/2016)

Georgios Maloglou (Until 27/04/2016)

**Registered Office** 8A Chimarras Str

GR 151 25 - Marousi

**Registration number** 2443/06/B/86/23

**General Commercial** 

Registry 000296601000

**Auditors** PricewaterhouseCoopers S.A.

> 268 Kifissias Ave. 152 32 Halandri

Greece



#### **Independent Auditor's Report**

To the Shareholders of Hellenic Petroleum S.A.

#### Report on the Audit of the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Hellenic Petroleum S.A. which comprise the consolidated statement of financial position as of 31 December 2016 and the consolidated statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing which have been transposed into Greek Law (GG/B'/2848/23.10.2012). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



#### **Opinion**

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Hellenic Petroleum S.A. and its subsidiaries as at 31 December 2016, and their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union.

#### Report on Other Legal and Regulatory Requirements

Taking into consideration, that management is responsible for the preparation of the Board of Directors' report and Corporate Governance Statement that is included therein according to the provisions of paragraph 5 article 2 of Law 4336/2015 (part B), we note the following:

- a) In the Board of Directors' Report is included the Corporate Governance Statement that contains the information that is required by article 43bb of Codified Law 2190/1920.
- b) In our opinion, the Board of Directors' report has been prepared in accordance with the legal requirements of articles 43a and 107A and paragraph 1 (c and d) of article 43bb of the Codified Law 2190/1920 and the content of the Board of Directors' report is consistent with the accompanying financial statements for the year ended 31 December 2016.
- c) Based on the knowledge we obtained from our audit of Hellenic Petroleum S.A. and its environment, we have not identified any material misstatement to the Board of Directors report.

Athens, 23 February 2017

Certified Auditor - Accountant



PricewaterhouseCoopers S.A. Certified Auditors – Accountants 268, Kifissias Avenue 152 32 Halandri SOEL Reg. No 113 Konstantinos Michalatos SOEL Reg.No. 17701

#### (All amounts in Euro thousands unless otherwise stated)

|  | Consolidated | statement | of | financial | position |
|--|--------------|-----------|----|-----------|----------|
|--|--------------|-----------|----|-----------|----------|

| Consolitated statement of inflation posi-                 |      | A                      | s at                   |
|---|------|------------------------|------------------------|
|   | Note | 31 December 2016       | 31 December 2015       |
| ASSETS  |      |                        |                        |
| Non-current assets  |      |                        |                        |
| Property, plant and equipment                             | 6    | 3.302.923              | 3.385.270              |
| Intangible assets   | 7    | 108.294                | 117.062                |
| Investments in associates and joint ventures              | 8    | 689.607                | 678.637                |
| Deferred income tax assets                                | 17   | 100.973                | 239.538                |
| Available-for-sale financial assets                       | 3    | 1.626                  | 523                    |
| Loans, advances and long term assets                      | 9 _  | 91.131                 | 85.022                 |
| ~   | _    | 4.294.554              | 4.506.053              |
| Current assets  | 40   |                        |                        |
| Inventories   | 10   | 929.164                | 662.025                |
| Trade and other receivables                               | 11   | 868.331                | 752.142                |
| Derivative financial instruments                          | 21   | 15.192                 | -                      |
| Cash, cash equivalents and restricted cash                | 12 _ | 1.081.580              | 2.108.364              |
|   | -    | 2.894.267              | 3.522.531              |
| Total assets  |      | 7.188.821              | 8.028.583              |
| EQUITY  |      |                        |                        |
| Share capital   | 13   | 1.020.081              | 1.020.081              |
| Reserves  | 14   | 469.788                | 443.729                |
| Retained Earnings   |      | 549.891                | 220.506                |
| Capital and reserves attributable to owners of the parent | _    | 2.039.760              | 1.684.316              |
| Non-controlling interests                                 |      | 101.875                | 105.954                |
| Total equity  | _    | 2.141.635              | 1.790.270              |
| LIABILITIES   |      |                        |                        |
| Non- current liabilities                                  |      |                        |                        |
| Borrowings  | 16   | 1.456.204              | 1.597.954              |
| Deferred income tax liabilities                           | 17   | 42.736                 | 45.287                 |
| Retirement benefit obligations                            | 18   | 110.912                | 95.362                 |
| Provisions for other liabilities and charges              | 19   | 9.306                  | 6.405                  |
| Trade and other payables                                  | 20 _ | 259.644                | 22.674                 |
| ~   | _    | 1.878.802              | 1.767.682              |
| Current liabilities                                       |      |                        |                        |
| Trade and other payables                                  | 15   | 1.777.909              | 2.795.378              |
| Derivative financial instruments                          | 21   |                        | 34.814                 |
| Current income tax liabilities                            | 1.0  | 3.534                  | 6.290                  |
| Borrowings  | 16   | 1.386.299              | 1.633.033              |
| Dividends payable   | _    | 642<br>3 169 394       | 1.116                  |
| Total liabilities   | _    | 3.168.384<br>5.047.186 | 4.470.631<br>6.238.313 |
| Total liabilities   | 1    |                        |                        |
| Total equity and liabilities                              |      | 7.188.821              | 8.028.583              |

The notes on pages 11 to 71 are an integral part of these consolidated financial statements.

These consolidated financial statements were approved by the board on 23 February 2017.

G.Stergioulis A. Shiamishis S. Papadimitriou E. Tsotsoros

Chairman of the Board Chief Executive Officer Chief Financial Officer Accounting Director **Board Member** 

# Consolidated statement of comprehensive income

|  | Note   | For the year e    | nded<br>1 December 2015 |
|--|--------|-------------------|-------------------------|
| Sales  |        | 6.679.923         | 7.302.939               |
| Cost of sales  |        | (5.672.795)       | (6.608.357)             |
| Gross profit   | -      | 1.007.128         | 694.582                 |
| Selling and distribution expenses  |        | (279.912)         | (339.901)               |
|  |        | (128.828)         |                         |
| Administrative expenses  | 22     | ` '               | (118.328)               |
| Exploration and development expenses   | 23     | (2.167)           | (536)                   |
| Other operating (expenses) / income- net   | 24     | 30.050            | 9.427                   |
| Operating profit   | _      | 626.271           | 245.244                 |
| Finance income   | 25     | 5.129             | 8.797                   |
| Finance expense  | 25     | (205.909)         | (209.842)               |
| Currency exchange gains / (losses)   | 26     | 20.773            | (26.753)                |
| Share of profit of investments in associates and joint ventures  | 8      | 19.407            | 21.518                  |
| Profit before income tax   | -      | 465.671           | 38.964                  |
| Income tax (expense) / credit  | 27     | (136.936)         | 6.063                   |
| Profit for the year  |        | 328.735           | 45.027                  |
| Other comprehensive income: Items that will not be reclassified to profit or loss: Actuarial gains/(losses) on defined benefit pension plans |        | (7.776)           | 1.615                   |
| Share of other comprehensive income of associates  | 14 _   | (869)<br>(8.645)  | 1.615                   |
| Items that may be reclassified subsequently to profit or loss:   |        | (0.013)           | 1.013                   |
| Changes in the fair value on available-for-sale financial assets   | 14     | (6.267)           | (255)                   |
| Transfer of available-for-sale reserve to operating profit   | 14, 24 | 6.414             | -                       |
| Fair value gains / (losses) on cash flow hedges  | 14     | 15.862            | (4.802)                 |
| Derecognition of gains/(losses) on hedges through comprehensive income   | 14     | 19.642            | 24.548                  |
| Currency translation differences and other movements   | -      | (1.076)<br>34.575 | (603)<br>18.888         |
| Other comprehensive income for the year, net of tax  |        | 25.930            | 20.503                  |
| Total comprehensive income for the year  | -      | 354.665           | 65.530                  |
|  | -      | 354,005           | 00.000                  |
| Profit / (loss) attributable to: Owners of the parent  |        | 329.760           | 46.684                  |
| Non-controlling interests  |        | (1.025)           | (1.657)                 |
| Ton commonly merces  | _      | 328.735           | 45.027                  |
| Total comprehensive income attributable to:  | _      |                   |                         |
| Owners of the parent   |        | 355.819           | 67.239                  |
| Non-controlling interests  |        | (1.154)           | (1.709)                 |
|  | -      | 354.665           | 65.530                  |
| Basic and diluted earnings per share (expressed in Euro per share)   | 28     | 1,08              | 0,15                    |

The notes on pages 11 to 71 are an integral part of these consolidated financial statements.

# Consolidated statement of changes in equity

| Attributable | το | owners | oı | the Parent |  |
|--------------|----|--------|----|------------|--|
|              |    |        |    |            |  |

|  | Attributable to owners of the Parent |                  |          |                      |           |                                 |                 |
|--|--------------------------------------|------------------|----------|----------------------|-----------|---------------------------------|-----------------|
|  | Note                                 | Share<br>Capital | Reserves | Retained<br>Earnings | Total     | Non-<br>controlling<br>Interest | Total<br>Equity |
| Balance at 1 January 2015  |                                      | 1.020.081        | 435.013  | 163.048              | 1.618.142 | 110.404                         | 1.728.546       |
| Fair value gains / (losses) on available-for-sale financial assets     | 14                                   | -                | (178)    | -                    | (178)     | (77)                            | (255)           |
| Currency translation differences and other movements                   | 14                                   | -                | (632)    | -                    | (632)     | 29                              | (603)           |
| Actuarial gains/(losses) on defined benefit pension plans              | 14                                   | -                | 1.619    | -                    | 1.619     | (4)                             | 1.615           |
| Fair value gains / (losses) on cash flow hedges                        | 14                                   | -                | (4.802)  | -                    | (4.802)   | -                               | (4.802)         |
| Derecognition of gains/(losses) on hedges through comprehensive income | 14                                   | -                | 24.548   | -                    | 24.548    | -                               | 24.548          |
| Other comprehensive income / (loss)                                    |                                      | -                | 20.555   | -                    | 20.555    | (52)                            | 20.503          |
| Profit/(loss) for the year   | _                                    | -                | -        | 46.684               | 46.684    | (1.657)                         | 45.027          |
| Total comprehensive income for the year                                |                                      | -                | 20.555   | 46.684               | 67.239    | (1.709)                         | 65.530          |
| Share based payments   | 13                                   | _                | (2.893)  | 2.893                | _         | _                               | _               |
| Transfers from Reserves to Retained Earnings                           | 14                                   | -                | (8.946)  | 8.946                | -         | -                               | -               |
| Expenses relating to share capital increase of subsidiary              |                                      | -                | -        | (772)                | (772)     | -                               | (772)           |
| Tax on intra-group dividends relating to 2014                          |                                      | -                | -        | (293)                | (293)     | -                               | (293)           |
| Dividends to non-controlling interests                                 |                                      | -                | -        | -                    | -         | (2.741)                         | (2.741)         |
| Balance at 31 December 2015  | _                                    | 1.020.081        | 443.729  | 220.506              | 1.684.316 | 105.954                         | 1.790.270       |
| Changes in the fair value on available-for-sale financial assets       | 14                                   | -                | (6.343)  | -                    | (6.343)   | 76                              | (6.267)         |
| Transfer of available-for-sale reserve to operating profit             | 14,24                                | -                | 6.414    | -                    | 6.414     | -                               | 6.414           |
| Currency translation differences and other movements                   | 14                                   | -                | (884)    | -                    | (884)     | (192)                           | (1.076)         |
| Actuarial gains/(losses) on defined benefit pension plans              | 14                                   | -                | (7.763)  | -                    | (7.763)   | (13)                            | (7.776)         |
| Fair value gains / (losses) on cash flow hedges                        | 14                                   | -                | 15.862   | -                    | 15.862    | -                               | 15.862          |
| Share of other comprehensive income of associates                      | 14                                   | -                | (869)    | -                    | (869)     | -                               | (869)           |
| Derecognition of gains/(losses) on hedges through comprehensive income | 14                                   | -                | 19.642   | -                    | 19.642    | -                               | 19.642          |
| Other comprehensive income / (loss)                                    |                                      | -                | 26.059   | -                    | 26.059    | (129)                           | 25.930          |
| Profit/(loss) for the year   | _                                    | -                |          | 329.760              | 329.760   | (1.025)                         | 328.735         |
| Total comprehensive income for the year                                |                                      | -                | 26.059   | 329.760              | 355.819   | (1.154)                         | 354.665         |
| Tax on intra-group dividends   |                                      | -                | -        | (375)                | (375)     | -                               | (375)           |
| Dividends to non-controlling interests                                 | _                                    | -                | -        | -                    | -         | (2.925)                         | (2.925)         |
| Balance at 31 December 2016  | _                                    | 1.020.081        | 469.788  | 549.891              | 2.039.760 | 101.875                         | 2.141.635       |

The notes on pages 11 to 71 are an integral part of these consolidated financial statements.

## Consolidated statement of cash flows

|   |      | For the ye              |                         |
|---|------|-------------------------|-------------------------|
|   | Note | <b>31 December 2016</b> | <b>31 December 2015</b> |
| Cash flows from operating activities  | 20   | (217.266)               | 40.4.250                |
| Cash generated from operations  | 30   | (317.366)               | 494.359                 |
| Income tax paid   |      | (16.159)                | (34.648)                |
| Net cash generated (used in) / from operating activities                    | ,    | (333.525)               | 459.711                 |
| Cash flows from investing activities  |      |                         |                         |
| Purchase of property, plant and equipment & intangible assets               |      | (125.719)               | (165.253)               |
| Acquisition of subsidiary, net of cash acquired                             |      | (350)                   | -                       |
| Proceeds from disposal of property, plant and equipment & intangible assets |      | 2.168                   | 828                     |
| Expenses paid relating to share capital increase of subsidiary              |      | -                       | (772)                   |
| Grants received   |      | 1.431                   | 1.182                   |
| Interest received   |      | 5.129                   | 8.797                   |
| Dividends received  | 8    | 1.139                   | 18.289                  |
| Participation in share capital (increase)/ decrease of associates           | 8    | -                       | 18                      |
| Proceeds from disposal of available for sale financial assets               | ,    | -                       | 771                     |
| Net cash generated from / (used in) investing activities                    | ,    | (116.202)               | (136.140)               |
| Cash flows from financing activities  |      |                         |                         |
| Interest paid   |      | (190.479)               | (200.793)               |
| Dividends paid to shareholders of the Company                               |      | (473)                   | (64.004)                |
| Dividends paid to non-controlling interests                                 |      | (2.925)                 | (2.770)                 |
| Movement in restricted cash   | 12   | (1.969)                 | 44.444                  |
| Proceeds from borrowings  |      | 507.732                 | 420.924                 |
| Repayments of borrowings  | ,    | (900.799)               | (226.690)               |
| Net cash generated from / (used in) financing activities                    | ,    | (588.913)               | (28.889)                |
| Net (decrease) / increase in cash and cash equivalents                      | ,    | (1.038.640)             | 294.682                 |
| -   | ,    | ,                       |                         |
| Cash and cash equivalents at the beginning of the year                      | 12   | 1.952.808               | 1.647.842               |
| Exchange gains / (losses) on cash and cash equivalents                      |      | 9.887                   | 10.284                  |
| Net (decrease)/ increase in cash and cash equivalents                       | ,    | (1.038.640)             | 294.682                 |
| Cash and cash equivalents at end of the year                                | 12   | 924.055                 | 1.952.808               |

The notes on pages 11 to 71 are an integral part of these consolidated financial statements.

#### Notes to the consolidated financial statements

#### 1 General information

Hellenic Petroleum and its subsidiaries (together "Hellenic Petroleum" or the "Group") operate in the energy sector predominantly in Greece, South Eastern Europe and the East Mediterranean. The Group's activities include refining and marketing of oil products, production and marketing of petrochemical products and exploration for hydrocarbons. The Group also provides engineering services. Through its investments in DEPA and Elpedison, the Group also operates in the sector of natural gas and in the production, supply and trading of electricity power.

The parent Company is incorporated in Greece and the address of its registered office is 8<sup>A</sup> Chimarras Str., Marousi. The shares of the Company are listed on the Athens Stock Exchange and the London Stock Exchange through GDRs.

The financial statements and the consolidated financial statements of Hellenic Petroleum S.A. for the year ended 31 December 2016 were authorised for issue by the Board of Directors on 23 February 2017. The shareholders of the Company have the power to amend the financial statements after their issuance.

#### 2 Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented unless otherwise stated.

#### 2.1 Basis of preparation

These consolidated financial statements of Hellenic Petroleum S.A. and its subsidiaries for the year ended 31 December 2016 have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board ("IASB"), as adopted by the European Union ("EU"), and present the financial position, results of operations and cash flows of the Group on a going concern basis. In this respect Management has concluded that (a) the going concern basis of preparation of the accounts is appropriate, and (b) all assets and liabilities of the Group are appropriately presented in accordance with the Group's accounting policies.

The consolidated financial statements have been prepared on a historical cost basis, except for the following:

- Available-for-sale financial assets, financial assets and financial liabilities (including derivative instruments) measured at fair value.
- Defined benefit pension plans plan assets measured at fair value.

The preparation of financial statements, in accordance with IFRS, requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4 "Critical accounting estimates and judgements". These estimates are based on management's best knowledge of current events and actions; actual results ultimately may differ from those estimates.

#### 2.1.1 New standards, amendments to standards and interpretations

#### (a) New and amended standards adopted by the Group.

The Group has applied the following standards and amendments for the first time for the annual reporting period commencing 1 January 2016, none of which had a significant impact on its consolidated financial statements.

- IAS 19R (Amendment) "Employee Benefits" These narrow scope amendments apply to contributions from employees or third parties to defined benefit plans and simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary.
- *IFRS 11 (Amendment) "Joint Arrangements"* This amendment requires an investor to apply the principles of business combination accounting when it acquires an interest in a joint operation that constitutes a 'business'.
- IAS 16 and IAS 38 (Amendments) "Clarification of Acceptable Methods of Depreciation and Amortisation". This amendment clarifies that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate and it also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset.
- IAS 27 (Amendment) "Separate financial statements". This amendment allows entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements and clarifies the definition of separate financial statements.
- *IAS 1 (Amendment)*" *Disclosure Initiative*". These amendments clarify guidance in IAS 1 on materiality and aggregation, the presentation of subtotals, the structure of financial statements and the disclosure of accounting policies.
- IFRS 10, IFRS 12 and IAS 28 (Amendments) "Investment Entities: Applying the Consolidation Exception". These amendments clarify the application of the consolidation exception for investment entities and their subsidiaries.
- Annual Improvements to IFRSs 2012:

The amendments set out below describe the key changes to six IFRSs following the publication of the results of the IASB's 2010-12 cycle of the annual improvements project.

- IFRS 2 "Share-based payment". The amendment clarifies the definition of a 'vesting condition' and separately defines 'performance condition' and 'service condition'.
- IFRS 3 "Business combinations". The amendment clarifies that an obligation to pay contingent consideration which meets the definition of a financial instrument is classified as a financial liability or as equity, on the basis of the definitions in IAS 32 "Financial instruments: Presentation". It also clarifies that all non-equity contingent consideration, both financial and non-financial, is measured at fair value through profit or loss.
- IFRS 8 "Operating segments". The amendment requires disclosure of the judgments made by management in aggregating operating segments.
- IFRS 13 "Fair value measurement". The amendment clarifies that the standard does not remove the
  ability to measure short-term receivables and payables at invoice amounts in cases where the impact
  of not discounting is immaterial.

- IAS 16 "Property, plant and equipment" and IAS 38 "Intangible assets". Both standards are amended to clarify how the gross carrying amount and the accumulated depreciation are treated where an entity uses the revaluation model.
- IAS 24 "Related party disclosures". The standard is amended to include, as a related party, an entity
  that provides key management personnel services to the reporting entity or to the parent of the
  reporting entity.
- Annual Improvements to IFRSs 2014:

The amendments set out below describe the key changes to four IFRSs.

- IFRS 5 "Non-current assets held for sale and discontinued operations". The amendment clarifies that, when an asset (or disposal group) is reclassified from 'held for sale' to 'held for distribution', or vice versa, this does not constitute a change to a plan of sale or distribution, and does not have to be accounted for as such.
- IFRS 7 "Financial instruments: Disclosures". The amendment adds specific guidance to help management determine whether the terms of an arrangement to service a financial asset which has been transferred constitute continuing involvement and clarifies that the additional disclosure required by the amendments to IFRS 7, "Disclosure Offsetting financial assets and financial liabilities" is not specifically required for all interim periods, unless required by IAS 34.
- IAS 19 "Employee benefits". The amendment clarifies that, when determining the discount rate for post-employment benefit obligations, it is the currency that the liabilities are denominated in that is important, and not the country where they arise.
- *IAS 34 "Interim financial reporting"*. The amendment clarifies what is meant by the reference in the standard to 'information disclosed elsewhere in the interim financial report'.

The adoption of these amendments does not have significant impact for the Group.

#### (b) New standards and interpretations not yet adopted.

Certain new standards, amendments to standards and interpretations have been issued that are not mandatory for periods beginning during the current financial year. The Group's evaluation of the effect of these new standards, amendments to standards and interpretations is set out below.

• IFRS 9 "Financial Instruments" and subsequent amendments to IFRS 9 and IFRS 7 (effective for annual periods beginning on or after 1 January 2018). IFRS 9 replaces the guidance in IAS 39 which deals with the classification and measurement of financial assets and financial liabilities and it also includes an expected credit losses model that replaces the incurred loss impairment model used today. IFRS 9 establishes a more principles-based approach to hedge accounting and addresses inconsistencies and weaknesses in the current model of IAS 39.

While the group has yet to undertake a detailed assessment of the classification and measurement of financial assets, it would appear that financial assets currently held would likely continue to be measured on the same basis under IFRS 9, and accordingly, the group does not expect the new guidance to have a significant impact on the classification and measurement of its financial assets.

There will be no impact on the group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the group does not have any such liabilities.

The new hedge accounting rules will align the accounting for hedging instruments more closely with the group's risk management practices. While the group is yet to undertake a detailed assessment, it would appear that the group's current hedge relationships would qualify as continuing hedges upon the adoption

of IFRS 9. Accordingly, the group does not expect a significant impact on the accounting for its hedging relationships.

The new impairment model requires the recognition of impairment provisions based on expected credit losses (ECL) rather than only incurred credit losses as is the case under IAS 39. While the group has not yet undertaken a detailed assessment of how its impairment provisions would be affected by the new model, it may result in an earlier recognition of credit losses.

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the group's disclosures about its financial instruments particularly in the year of the adoption of the new standard.

• IFRS 15 "Revenue from Contracts with Customers" (effective for annual periods beginning on or after 1 January 2018). IFRS 15 has been issued in May 2014. The objective of the standard is to provide a single, comprehensive revenue recognition model for all contracts with customers to improve comparability within industries, across industries, and across capital markets. It contains principles that an entity will apply to determine the measurement of revenue and timing of when it is recognised. The underlying principle is that an entity will recognise revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services.

Management has made a preliminary assessment of the impact on potential areas that may be affected by the application of this standard. The group considers that the application of the new rules will not affect the group's financial statements.

• IFRS 16 "Leases" (effective for annual periods beginning on or after 1 January 2019). IFRS 16 has been issued in January 2016 and supersedes IAS 17. The objective of the standard is to ensure the lessees and lessors provide relevant information in a manner that faithfully represents those transactions. IFRS 16 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. The standard has not yet been endorsed by the EU.

The standard will affect primarily the accounting for the group's operating leases. As at the reporting date, the group has non-cancellable operating lease commitments of  $\in$  260,174 million (note 32). However, the group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the group's profit and classification of cash flows. The Group will make more detailed assessments of the impact over the next twelve months.

Some of the commitments may be covered by the exception for short-term and low-value leases and some commitments may relate to arrangements that will not qualify as leases under IFRS 16.

- IAS 12 (Amendments) "Recognition of Deferred Tax Assets for Unrealised Losses" (effective for annual periods beginning on or after 1 January 2017). These amendments clarify the accounting for deferred tax assets for unrealised losses on debt instruments measured at fair value. The amendments have not yet been endorsed by the EU.
- IAS 7 (Amendments) "Disclosure initiative" (effective for annual periods beginning on or after 1 January 2017). These amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments have not yet been endorsed by the EU.
- IFRS 2 (Amendments) "Classification and measurement of Shared-based Payment transactions" (effective for annual periods beginning on or after 1 January 2018). The amendment clarifies the measurement basis for cash-settled, share-based payments and the accounting for modifications that change an award from cash-settled to equity-settled. It also introduces an exception to the principles in

IFRS 2 that will require an award to be treated as if it was wholly equity-settled, where an employer is obliged to withhold an amount for the employee's tax obligation associated with a share-based payment and pay that amount to the tax authority. The amendments have not yet been endorsed by the EU.

- IFRS 4 (Amendments) "Applying IFRS 9 Financial instruments with IFRS 4 Insurance contracts" (effective for annual periods beginning on or after 1 January 2018). The amendments introduce two approaches. The amended standard will: a) give all companies that issue insurance contracts the option to recognise in other comprehensive income, rather than profit or loss, the volatility that could arise when IFRS 9 is applied before the new insurance contracts standard is issued; and b) give companies whose activities are predominantly connected with insurance an optional temporary exemption from applying IFRS 9 until 2021. The entities that defer the application of IFRS 9 will continue to apply the existing financial instruments standard—IAS 39. The amendments have not yet been endorsed by the EU.
- IAS 40 (Amendments) "Transfers of Investment Property" (effective for annual periods beginning on or after 1 January 2018). The amendments clarified that to transfer to, or from, investment properties there must be a change in use. To conclude if a property has changed use there should be an assessment of whether the property meets the definition and the change must be supported by evidence. The amendments have not yet been endorsed by the EU.
- IFRIC 22 "Foreign currency transactions and advance consideration" (effective for annual periods beginning on or after 1 January 2018. The interpretation provides guidance on how to determine the date of the transaction when applying the standard on foreign currency transactions, IAS 21. The Interpretation applies where an entity either pays or receives consideration in advance for foreign currency-denominated contracts. The interpretation has not yet been endorsed by the EU.
- Annual Improvements to IFRSs 2014 (2014 2016 Cycle) (effective for annual periods beginning on or after 1 January 2017). The amendments set out below describe the key changes to two IFRSs. The amendments have not yet been endorsed by the EU.
  - IFRS 12 "Disclosures of Interests in Other Entities". The amendement clarified that the disclosures requirement of IFRS 12 are applicable to interest in entities classified as held for sale except for summarised financial information.
  - IAS 28 "Investments in associates and Joint ventures". The amendements clarified that when venture capital organisations, mutual funds, unit trusts and similar entities use the election to measure their investments in associates or joint ventures at fair value through profit or loss (FVTPL), this election should be made separately for each associate or joint venture at initial recognition.

#### 2.2 Consolidation

#### (a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of other comprehensive income, statement of changes in equity and balance sheet respectively.

#### (b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

#### (c) Disposal of subsidiaries

When the Group ceases to have control any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss

#### (d) Associates and Equity method

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, investments are initially recognised at cost and their carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition (Note 2.8). Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of its associates' post-acquisition profit or loss is recognised in the statement of comprehensive income, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value.

Profits and losses resulting from upstream and downstream transactions between the Group and its associates are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### (e) Joint arrangements

The Group applies IFRS 11 to all joint arrangements. Under IFRS 11, investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor

Joint ventures are accounted for using the equity method. Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. Unrealised gains on

transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint venture. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

A joint operation arises where the Group has rights to the assets and obligations of the operation. The Group recognizes its share of the assets, obligations, revenue and expenses of the jointly controlled operation, including its share of those held or incurred jointly, in each respective line of its' financial statements.

#### 2.3 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired.

The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date and is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognized in profit or loss.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss (Note 2.8).

#### 2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The executive committee which is comprised of the Chairman of the Board of Directors, the Chief Executive Officer and the General Managers of the Group, is the chief operating decision-maker, who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

#### 2.5 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Euro, which is the Group's functional and presentation currency. Given that the Group's primary activities are in oil refining and trading, in line with industry practices, most crude oil and oil product trading transactions are based on the international reference prices of crude oil and oil products in US Dollars. Depending on the country of operation, the Group translates this value to the local currency (Euro in most cases) at the time of any transaction.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are recognised in the statement of comprehensive income. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses are presented in the same line as the transaction they relate to in the statement of comprehensive income, except those that relate to borrowings and cash, which are presented in a separate line ("Currency exchange gains/(losses)").

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognized in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets, such as equities classified as available for sale, are included in other comprehensive income.

#### (c) Group companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognized in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and borrowings are recognised in other comprehensive income. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the statement of comprehensive income as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

#### 2.6 Property, plant and equipment

Property, plant and equipment comprise mainly land, buildings (plant, the owned retail network and offices), oil refineries, vessels and equipment. Property, plant and equipment are shown at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the income statement as incurred. Refinery turnaround costs that take place periodically are capitalised and charged against income on a straight line basis until the next scheduled turnaround to the extent that such costs improve either the useful economic life of the equipment or its production capacity.

Assets under construction are assets (mainly related to the refinery units) that are in the process of construction or development, and are carried at cost. Cost includes cost of construction, professional fees and other direct costs. Assets under construction are not depreciated, as the corresponding assets are not yet available for use.

Land is also not depreciated. Depreciation on assets is calculated using the straight-line method to allocate the cost of each asset to its residual value over its estimated useful economic life, as shown on the table below for the main classes of assets:

| - Buildings  | 13 - 40 years |  |  |  |  |  |
|--|---------------|--|--|--|--|--|
| - Plant & Machinery  |               |  |  |  |  |  |
| <ul> <li>Specialised industrial installations and Machinery</li> </ul> | 10 - 35 years |  |  |  |  |  |
| <ul><li>Pipelines</li></ul>  | 30 - 40 years |  |  |  |  |  |
| <ul> <li>Other equipment</li> </ul>                                    | 5-10 years    |  |  |  |  |  |
| - Motor Vehicles   |               |  |  |  |  |  |
| <ul> <li>LPG and white products carrier tank trucks</li> </ul>         | 8-25 years    |  |  |  |  |  |
| <ul> <li>Other Motor Vehicles</li> </ul>                               | 5-10 years    |  |  |  |  |  |
| - Furniture and fixtures   |               |  |  |  |  |  |
| <ul> <li>Computer hardware</li> </ul>                                  | 3-5 years     |  |  |  |  |  |
| <ul> <li>Other furniture and fixtures</li> </ul>                       | 4-10 years    |  |  |  |  |  |

Included in specialised industrial installations are refinery units, petrochemical plants, tank facilities and petrol stations. Based on technical studies performed, the expected useful life of the new refinery units (Elefsina refinery) has been estimated to be up to 35 years. The remaining useful economic life of other refining units has been reviewed and adjusted from 1 July 2013 and in general does not exceed 25 years.

The assets' residual values and estimated useful economic lives are reviewed and adjusted if appropriate, at the end of each reporting period.

If the asset's carrying amount is greater than its estimated recoverable amount then it is written down immediately to its recoverable amount (Note 2.10).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount. These are included in the statement of comprehensive income within 'Other operating income / (expenses) and other gains/ (losses)'.

#### 2.7 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are added to the cost of the asset during the period of time that is required to complete and prepare the asset for its intended use.

Borrowing costs are capitalised to the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset. To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. All other borrowing costs are expensed as incurred.

#### 2.8 Intangible assets

#### (a) Goodwill

Goodwill represents the excess of the consideration transferred over the Company's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree at the date of acquisition. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. In the event that the fair value of the Company's share of the identifiable assets of the acquired subsidiary at the date of acquisition is higher than the cost, the excess remaining is recognised immediately in the statement of comprehensive income.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or Groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment. Goodwill impairment reviews are undertaken annually or more frequently, if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

#### (b) Retail Service Stations Usage rights

Retail Service Stations Usage rights represent upfront lump-sum amounts paid upon the signing to owners of such retail sites for the use and control of the service stations. Such payments are made to secure branding and future revenues for the Group that were not available in the past and are therefore capitalised in accordance with IAS 38, Intangible Assets. They are amortised over the life of the acquired right.

#### (c) Licences and rights

Licenses and rights have a definite useful life and are carried at cost less accumulated amortisation. Amortisation is being calculated using the straight-line method to allocate their cost over their estimated useful lives.

Licenses and rights also include Upstream Exploration rights which are amortised over the period of the exploration period as per the terms of the relevant licences.

#### (d) Computer software

These include primarily the costs of implementing the (ERP) computer software program. Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised using the straight line method over their estimated useful lives (3 to 5 years).

#### 2.9 Exploration for and Evaluation of Mineral Resources

#### (a) Exploration and evaluation assets

During the exploration period and before a commercial viable discovery, oil and natural gas exploration and evaluation expenditures are expensed. Geological and geophysical costs as well as costs directly associated with an exploration are expensed as incurred. Exploration property leasehold acquisition costs are capitalized within intangible assets and amortised over the period of the licence or in relation to the progress of the activities if there is a substantial difference.

#### (b) Development of tangible and intangible assets

Expenditure on the construction, installation or completion of infrastructure facilities such as platforms, pipelines and the drilling of commercially proven development wells is capitalized within tangible and intangible assets according to their nature. When development is completed on a specific field, it is transferred to production assets. No depreciation and/or amortization is charged during development.

#### (c) Oil and gas production assets

Oil and gas production assets are aggregated exploration and evaluation tangible assets and development expenditures associated with the production of proved reserves.

#### (d) Depreciation/amortization

Oil and gas properties/intangible assets are depreciated/amortized using the unit-of-production method. Unit-of-production rates are based on proved developed reserves, which are oil, gas and other mineral reserves estimated to be recovered from existing facilities using current operating methods. Oil and gas volumes are considered produced once they have been measured through meters at custody transfer or sales transaction points at the outlet valve on the field storage tank.

#### (e) Impairment – exploration and evaluation assets

The exploration property leasehold acquisition costs are tested for impairment whenever facts and circumstances indicate impairment. For the purposes of assessing impairment, the exploration property leasehold acquisition costs subject to testing are grouped with existing cash-generating units (CGUs) of production fields that are located in the same geographical region corresponding to each licence.

#### (f) Impairment – proved oil and gas properties and intangible assets

Proven oil and gas properties and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

#### 2.10 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Assets that are subject to amortisation or depreciation are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use (discounted cash flows an asset is expected to generate based upon management's expectations of future economic and operating conditions). For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cashgenerating units). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

#### 2.11 Financial assets

#### 2.11.1 Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, held-to-maturity, loans and receivables, and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and, in the case of assets classified as held-to-maturity, re-evaluates this designation at every reporting date.

#### (a) Financial assets at fair value through profit or loss

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are also categorised as 'held for trading' unless they are designated as hedges. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within 12 months of the end of the reporting period, otherwise they are classified as non-current.

#### (b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and with no intention of trading. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

#### (c) Available-for-sale financial assets

Investments are designated as available-for-sale financial assets if they do not have fixed maturities and fixed or determinable payments, and management intends to hold them for the medium to long-term. Financial assets that are not classified in any of the other categories are also included in the available-for-sale category. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the end of the reporting period.

#### 2.11.2 Reclassification

The Group may choose to reclassify a non-derivative trading financial asset out of the held for trading category if the financial asset is no longer held for the purpose of selling it in the near term. Financial assets other than loans and receivables are permitted to be reclassified out of the held for trading category only in rare circumstances arising from a single event that is unusual and highly unlikely to recur in the near term. In addition, the Group may choose to reclassify financial assets that would meet the definition of loans and receivables out of the held for trading or available-for-sale categories if the Group has the intention and ability to hold these financial assets for the foreseeable future or until maturity at the date of reclassification.

Reclassifications are made at fair value as of the reclassification date. Fair value becomes the new cost or amortised cost as applicable, and no reversals of fair value gains or losses recorded before reclassification date are subsequently made. Effective interest rates for financial assets reclassified to loans and receivables and held-to-maturity categories are determined at the reclassification date.

#### 2.11.3 Recognition and measurement

Financial assets carried at fair value through profit and loss are initially recognised at fair value and transaction costs are expensed in the statement of comprehensive income.

Purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method. Realised and unrealised gains and losses arising from changes in the fair value of the 'Financial assets at fair value through profit or loss' category are included in the statement of comprehensive income in the period in which they have arisen. Changes in the fair value of monetary and non-monetary financial assets classified as available for sale are recognized in other comprehensive income. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the income statement as "gains or losses from investment securities".

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's-length transactions, reference to other instruments that are substantially the same and discounted cash flow analysis refined to reflect the issuer's specific circumstances.

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(All amounts in Euro thousands unless otherwise stated)

#### 2.11.4 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet, when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future event and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

#### 2.11.5 Impairment of financial assets

(a) Assets carried at amortized cost

The Group assesses at each end of the reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. Impairment testing for receivables is described in note 2.15.

(b) Assets classified as available for sale

In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is considered in determining whether the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the statement of comprehensive income. Impairment losses recognised in the statement of comprehensive income on equity instruments are not reversed through the statement of comprehensive income.

#### 2.12 Derivative financial instruments and hedging activities

As part of its risk management policy, the Group utilizes currency and commodity derivatives to mitigate the impact of volatility in commodity prices and foreign exchange rates. Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in fair values of the derivative financial instruments are recognised at each reporting date either in the statement of comprehensive income or in equity, depending on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

- (a) Hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedge);
- (b) Hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge).

The Group documents, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The instruments used for this risk management include commodity exchange traded contracts (ICE futures), full refinery margin forwards, product price forward contracts or options.

Cash flow hedges

The effective portion of changes in the fair value of these derivatives is recognized in other comprehensive income. The gain or loss relating to the ineffective portion is recognized immediately in the statement of comprehensive income within "Other operating income / (expenses) and other gains / (losses)". Amounts accumulated in equity are recycled in the statement of comprehensive income in the periods when the hedged item affects profit or loss (i.e. when the forecast transaction being hedged takes place) within cost of sales.

When a hedging instrument expires or is sold, or a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in the statement of comprehensive income. When a forecast transaction is no longer expected to occur, the derivative is de-designated and the cumulative gain or loss that was reported in equity is immediately transferred to the statement of comprehensive income within "Other operating income / (expenses) and other gains / (losses)".

Derivatives held for trading

The derivatives that do not qualify for hedge accounting are classified as held-for-trading and accounted for at fair value through profit or loss. Changes in the fair value of the derivative instruments that do not qualify for hedge accounting are recognized immediately in the statement of comprehensive income.

## 2.13 Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants related to Property, Plant and Equipment received by the Group are initially recorded as deferred government grants and included in "Other long term liabilities". Subsequently, they are credited to the statement of comprehensive income over the useful lives of the related assets in direct relationship to the depreciation charged on such assets.

#### 2.14 Inventories

Inventories comprise crude oil and other raw materials, refined and semi-finished products, petrochemicals, merchandise, consumables and other spare parts.

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the monthly weighted average cost method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. It does not include borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Spare parts consumed within a year are carried as inventory and recognized in profit or loss when consumed.

#### 2.15 Trade receivables

Trade receivables, which generally have 20-90 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is clear evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables.

Trade receivables include bills of exchange and promissory notes from customers.

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments are considered indicators that the receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of the provision is recognised in the statement of comprehensive income and is included in "Selling and distribution expenses".

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

#### 2.16 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments such as marketable securities and time deposits with original maturities of three months or less. Restricted cash include bank deposits placed as security for loan agreements.

#### 2.17 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds, net of tax.

#### 2.18 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of comprehensive income over the period of the borrowings using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the drawdown occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any noncash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period. At the end of the reporting period payable amounts of bank overdrafts are included within borrowings in current liabilities on the statement of financial position. In the statement of cash flows bank overdrafts are shown within financing activities.

In cases where an existing borrowing of the Group is renegotiated, this might result in modification or an exchange of borrowings with the lenders that could be carried out in a number of ways. Whether a modification or exchange of borrowings represents a settlement of the original debt, or merely a renegotiation of that debt, determines the accounting treatment that should be applied by the borrower. When the terms of the existing borrowings are substantially different from the terms of the modified or exchanged borrowings, such a modification or exchange is treated as an extinguishment of the original borrowing and any difference arising is recognized in profit and loss.

The Group considers the terms to be substantially different if either the discounted present value of the future cash flows under the new terms, including any costs or fees incurred, using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original borrowing or there is a substantial change in the terms from a qualitative perspective. Qualitative factors may include:

- the currency in which the borrowing is denominated
- the interest rate (that is fixed versus floating rate)
- changes in covenants

#### 2.19 Current and deferred income tax

The tax expense or credit for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognized directly in equity. In this case, the tax is also recognized in equity.

The income tax or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. The deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction does not affect either accounting or taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities, where there is an intention to settle the balances on a net basis.

#### 2.20 Employee benefits

#### (a) Pension obligations

The Group participates in various pension schemes. The payments are determined by the local legislation and the funds' regulations. The Group has both defined benefit and defined contribution plans.

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans, the Group pays contributions to publicly administered Social Security funds on a mandatory basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period, less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which

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the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

The current service cost of the defined benefit plan, recognised in the income statement in employee benefit expense, except where included in the cost of an asset, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes curtailments and settlements. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Past-service costs are recognised immediately in the income statement.

#### (b) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

#### (c) Share-based compensation

The Group operates a shares option plan. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, at the date of granting. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each reporting period end, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the statement of comprehensive income, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

#### 2.21 Trade and other payables

Trade and other payables are recognised initially at fair value and are subsequently measured at amortised cost using the effective interest method. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

#### 2.22 Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value reflects current market assessments of the time value of money and the increases specific to the liability.

The obligation of the Group to meet its CO2 emission targets is treated as follows: European ETS register allocates emission rights to refineries annually. Allowances received are recognised at cost. A provision is recognized for the obligation to pay for the emission quantities that exceed the pre-allocated allowances. The provision recognised is measured at the amount that it is expected to cost the entity to settle the obligation. This will be the market price at the balance sheet date of the allowances required to cover the emissions made to date.

#### 2.23 Environmental liabilities

Environmental expenditure that relates to current or future revenues is expensed or capitalised as appropriate. Expenditure that relates to an existing condition caused by past operations and that does not contribute to current or future earnings is expensed.

The Group has an environmental policy which complies with existing legislation and any obligations resulting from its environmental and operational licences. In order to comply with all rules and regulations, the Group has set up a monitoring mechanism in accordance with the requirements of the relevant authorities. Furthermore, investment plans are adjusted to reflect any known future environmental requirements. The above mentioned expenses are estimated based on the relevant environmental studies.

Liabilities for environmental remediation costs are recognised when environmental assessments or clean-ups are probable and the associated costs can be reasonably estimated. Generally, the timing of these provisions coincides with the commitment to a formal plan of action or, if earlier, on divestment or on closure of inactive sites. The amount recognised is the best estimate of the expenditure required. If the effect of the time value of money is material, the amount recognised is the present value of the estimated future expenditure.

#### 2.24 Revenue recognition

Revenue comprises the fair value of the sale of goods and services, net of value-added tax and any excise duties, rebates and discounts. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is recognised as follows:

(a) Sales of goods – wholesale

Revenue on sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, the Group has delivered the products to the customer, the customer has accepted the products and collectability of the related receivables is reasonably assured.

(b) Sales of goods – retail

Sales of goods are recognised when a Group entity has delivered products to the customer, the customer has accepted the products and collectability of the related receivables is reasonably assured.

(c) Sales of services

For sales of services, revenue is recognised in the accounting period in which the services are rendered, by reference to stage of completion of the specific transaction and assessed on the basis of the actual service provided as a proportion of the total services to be provided.

(d) Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income.

(e) Dividend income

Dividend income is recognised when the right to receive payment is established.

#### 2.25 Leases

Leases of property plant and equipment, where the Group has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant periodic rate of interest on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in "Borrowings". The interest element of the finance cost is charged to the statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the asset's useful life and the lease term.

Leases where the lessor retains substantially a significant portion of the risks and rewards of ownership are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

#### 2.26 Dividend distribution

Dividend distribution to the Group's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Group's Shareholders' General Meeting.

#### 2.27 Changes in accounting policies

The Group adopted the amendments described in paragraph 2.1.1(a) for the first time for the annual reporting period commencing 1 January 2016. The adoption of these standards did not have a significant impact on the Group's policies or disclosures.

#### 2.28 Comparative figures

Where necessary, comparative figures have been reclassified to conform to changes in presentation in the current year.

#### 3 Financial risk management

#### 3.1 Financial risk factors

The Group's activities are primarily centred on Downstream Refining (incl. Petrochemicals) & Marketing of petroleum products; with secondary activities relating to exploration of hydrocarbons and power generation and trading. As such, the Group is exposed to a variety of financial and commodity markets risks including foreign exchange and commodity price risk, credit risk, liquidity risk, cash flow risk and interest-rate risk. In line with international best practices and within the context of local markets and legislative framework, the Group's overall risk management policies aim at reducing possible exposure to market volatility and / or mitigating its adverse effects on the financial position of the Group to the extent possible. In general, the key factors that impact the Group's operations are summarised as follows:

*Greek Macros:* Following eight years of economic depression and instability up to 2016, during which real GDP fell by -26%, the economic and business environment in Greece remains challenging. GDP reverted to 2014 levels, increasing by 0,4% during the year, thereby counterbalancing the decline of the previous year that had

been impacted by conditions of uncertainty that surrounded the Greek economy which had interrupted the signs of recovery that had commenced during 2014. Private consumption rose as a result of an improvement in the labour market with motor fuels demand following a similar trend to GDP increasing by +1,6% during the year. However, total domestic fuels consumption decreased by -1,1% in 2016 mainly as a result of the decrease in heating gasoil which is attributed to mild weather conditions during the first quarter of the year and to higher oil product prices at the end of 2016.

The approval of the €86 billion bailout programme in August 2015 and the recapitalisation of the 4 systemic banks during December 2015 were key steps towards the stabilisation of the macroeconomic and financial environment in Greece. The improvement in the labour market has supported household consumption however the unemployment rate remains high despite a moderate decline since 2013. Tax and benefit reforms have materially improved the Greek state budget position, but public debt remains high. Despite signs of a turnaround and the slower pace of fiscal consolidation agreed in the context of the ESM programme, the macroeconomic and financial situation is still fragile. Confidence is low and banks are burdened with non-performing loans. As stipulated in the August 2015 bailout programme, in order to achieve the fiscal targets agreed, the fiscal position requires additional measures to deliver medium-term sustainability, amounting to around 1% of GDP for 2017 and 2018. Following completion of the program, the primary surplus targets are expected to be sustained and closely monitored. Addressing these measures will be necessary for a stronger recovery and a faster reduction in unemployment.

The bailout program was approved to be dispensed in allotments/tranches following the adoption of a series of agreed upon changes and austerity measures. In order for Greece to secure the next tranche, the second review of the bailout program has to be successfully completed.

While the bailout program has reduced the risk of economic instability in Greece, concerns around its implementation remain, a factor reflected in debt capital and equity markets risk assessment and pricing. The implementation of the program and its effects on the economy are beyond the Group's control.

Management continually assesses the situation and its possible future impact to ensure that all necessary actions and measures are taken in order to minimize the impact on the Group's Greek operations.

Currency: The Group's business is naturally hedged against a functional currency risk. All petroleum industry transactions are referenced to international benchmark quotes for crude oil and oil products in USD. All international purchases and sales of crude oil and products are conducted in USD and all sales into local markets are either in USD prices or converted to local currency for accounting and settlement reasons using the USD reference on the date of the transaction.

*Prices:* Commodity price risk management is supervised by a Risk Management Committee which includes Finance and Trading departments' Senior Management. Non-commodity price risk management is carried out by the Finance Department under policies approved by the Board of Directors. The Finance Department identifies and evaluates financial risks in close co-operation with the Group's operating units.

Securing continuous crude oil supplies: Developments in the global and regional crude oil markets in the last 2 years have reduced the cost of raw material for the Group and increased optionality. International crude oil reference prices dropped by more than 50% compared to June 2014 peak. These developments led to lower cost of crude, for both sweet and especially sour grades, which represent the key source of feedstock for complex refiners like Hellenic Petroleum, improving the competitive position of Med refiners vs. their global peers. The Group was able to take advantage of this development and diversify its crude basket compared to previous years.

Financing of operations: Given financial market developments since 2011, the key priorities of the Group have been the management of the 'Assets and Liabilities' maturity profile, funding in accordance with its strategic investment plan and liquidity risk for operations. As a result of these key priority initiatives and in line with its medium term financing plan, the Group has maintained a mix of long term, medium term and short term credit facilities by taking into consideration bank and debt capital markets' credit capacity as well as cash flow planning and commercial requirements. Approximately 60% of total debt is financed by medium to long term committed credit lines while the remaining debt is being financed by short term working capital credit facilities. During 2014, the Group issued two Eurobonds, a \$400 million two year Eurobond maturing in May 2016 and a

€325 million five year Eurobond maturing in July 2019. The cost of both issues was lower than the comparable marginal cost of funding during 2013, reflecting improvements in both country risk and company fundamentals. During 2015 the parent company concluded a €200 million three year facility to act as backstop facility for general corporate needs with one of its core relationship banks.

In May 2016 the Group repaid the aforementioned \$400 million Eurobond on its maturity date.

In addition in May 2016 the parent company concluded a  $\in$  400 million backstop facility which has two Tranches, a committed Tranche of  $\in$ 240 million and an uncommitted Tranche of  $\in$ 160 million. The facility has a tenor of 18 months with a six month extension option. The balance of the committed Tranche as at 31 December 2016 was  $\in$ 72 million.

During 2016 the Group issued a €375 million five-year 4,875% Eurobond guaranteed by the parent company of the Group with the issue price being 99,453 per cent. of the principal amount. The notes mature in October 2021. The proceeds of the issue were used to repay existing financial indebtedness, including the partial prepayment of the €500 million Eurobond maturing in May 2017 through a tender offer process which was completed in October 2016 during which notes of nominal value of €225 million were accepted.

The Group had a €50 million syndicated credit facility with a €40 million tranche maturing in July 2016 and a €10 million tranche maturing in July 2018. In July 2016, the Group partially repaid € 20 million of the maturing tranche and extended the maturity of the remaining €20 million to July 2018.

In October 2016 the Group extended the maturity date of its €400 million syndicated credit facility to October 2017 with two six-month extension options.

Additional information is disclosed in paragraph (c) Liquidity risk below and Note 16.

Capital management: The second key priority of the Group has been the management of its Assets. Overall the Group has around €3,9 billion of capital employed which is driven from working capital, investment in fixed assets and its investment in DEPA Group. Current assets are mainly funded with current liabilities (incl. short term bank debt) which are used to finance working capital (inventories and receivables). As a result of the Group's investment plan, during the period 2007-2012, net debt level has increased to 45% of total capital employed with the remaining 55% being financed through shareholders equity. The Group has started reducing its net debt levels through utilization of the incremental operating cashflows, post completion and operation of the new Elefsina refinery. This is expected to lead to lower Debt to Equity ratio, better matched Asset and Liability maturity profiles as well as lower financing costs.

- (a) Market risk
- (i) Foreign exchange risk

As explained in note 2.5 "Foreign currency translation", the functional and presentation currency of the Group is the Euro. However, in line with industry practice in all international crude oil and oil trading transactions, underlying commodity prices are based on international reference prices quoted in US dollars.

Foreign currency exchange risk arises on three types of exposure:

• Financial position translation risk: Most of the inventory held by the Group is reported in Euro while its underlying value is determined in USD. Thus, a possible devaluation of the USD against the Euro leads to a reduction in the realisable value of inventory included in the statement of financial position. In order to manage this risk, a significant part of the Group's payables (sourcing of crude oil and petroleum products) is denominated in USD resulting to an offsetting impact to the one described above. It should be noted however, that while in the case of USD devaluation the impact on the statement of financial position is mitigated, in cases of USD appreciation the mark-to-market valuation of USD-denominated debt liabilities leads to a reported foreign exchange loss, with no compensating benefit as stocks continue to be included in the statement of financial position at cost. It is estimated that at 31 December 2016 if the Euro had weakened against the US dollar by 5% with all other

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variables held constant, pre-tax results would have been approximately €22 million lower, as a result of foreign exchange losses on translation of US dollar-denominated receivables, payables, cash and borrowings.

- Gross Margin transactions and translation risk: The fact that most of the transactions in crude oil and oil products are based on international Platt's USD prices leads to exposure in terms of the Gross Margin translated in Euro. Market volatility has impacted adversely on the cost of mitigating this exposure; as a result the Group did not actively hedge material amounts of the Gross margin exposure. This exposure is linearly related to the Gross margin of the Group in that the appreciation/depreciation of Euro vs. USD leads to a respective translation loss/(gain) on the period results.
- Local subsidiaries exposure: Where the Group operates in non-Euro markets there is an additional exposure in terms of cross currency translation between USD (price base), Euro reporting currency and local currency. Where possible the Group seeks to manage this exposure by transferring the exposure for pooling at Group levels. Although material for local subsidiaries' operations, the overall exposure is not considered material for the Group.

#### (ii) Commodity price risk

The Group's primary activity as a refiner involves exposure to commodity prices. Changes in current or forward absolute price levels vs acquisition costs affect the value of inventory while exposure to refining margins (combination of crude oil and product prices) affect the future cash flows of the business.

In the case of price risk, the level of exposure is determined by the amount of priced inventory carried at the end of the reporting period. In periods of sharp price decline, as Group policy is to report its inventory at the lower of historical cost and net realisable value, results are affected by the reduction in the carrying value of the inventory. The extent of the exposure relates directly to the level of stocks and rate of price decrease. This exposure is partly hedged with paper derivatives to the extent that the cost of such instruments is considered attractive from a risk-return point of view and subject to the structure of the market (contango vs. backwardation) as well as credit capacity for long dated transactions.

Refining margin exposure relates to the absolute level of margin generated by the operation of the refineries. This is determined by Platt's prices and varies on a daily basis; as an indication of the impact to the Group financial results, a change in the refinery margins has a proportionate impact on the Group's profitability. Where possible, the Group aims to hedge the part of its production which will be sold in the future and hence will be exposed to forward pricing, thus generating higher price risk upon completion of the sale. This, however, is not possible to do in all market conditions, such as a backwardated market structure, where future prices are below their spot levels, or when there is no credit capacity for derivatives transactions.

#### (iii) Cash flow and fair value interest rate risk

The Group's operating income and cash flows are not materially affected by changes in market interest rates, given the low level of prevailing reference rates. Borrowings issued at variable rates expose the Group to cash flow interest rate risk, while borrowings issued at fixed rates expose the Group to fair value interest rate risk. Approximately one third of the Group's borrowings are at fixed rates of interest. Depending on the levels of net debt at any given period of time, any change in the base interest rates (EURIBOR or LIBOR), has a proportionate impact on the Groups results. At 31 December 2016, if interest rates on Euro denominated borrowings had been 0,5% higher with all other variables held constant, pre-tax profit for the year would have been Euro €11 million lower.

#### (b) Credit risk

#### (i) Risk Management

Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to wholesale

customers, including outstanding receivables and committed transactions. If wholesale customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The utilisation of credit limits is regularly monitored. Sales to retail customers are settled in cash or using major credit cards.

### (ii) Credit quality

The credit quality of cash, cash equivalents and restricted cash is assessed by reference to external credit ratings obtained from Moody's / Fitch in the table below.

Due to market conditions, the approval of credit risk is subject to a more strict process involving all levels of senior management. A Group credit committee monitors material credit exposures on a Group wide basis. See Note 11 for further disclosure on credit risk.

|                           | As at                   |                         |  |  |  |
|---------------------------|-------------------------|-------------------------|--|--|--|
| Bank Rating (in €million) | <b>31 December 2016</b> | <b>31 December 2015</b> |  |  |  |
| A                         | 327                     | 619                     |  |  |  |
| A1                        | 91                      | 61                      |  |  |  |
| Baa1                      | 14                      | 6                       |  |  |  |
| Baa2                      | -                       | -                       |  |  |  |
| BBB-                      | -                       | -                       |  |  |  |
| Caa1                      | 8                       | -                       |  |  |  |
| Caa2                      | 11                      | 11                      |  |  |  |
| Caa3                      | 599                     | 1.362                   |  |  |  |
| No rating                 | 32                      | 49                      |  |  |  |
| Total                     | 1.082                   | 2.108                   |  |  |  |

# (c) Liquidity risk

Prudent liquidity risk management entails maintaining sufficient cash reserves and financial headroom, through committed credit facilities. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in its funding operations through the use of cash and committed credit facilities.

Where deemed beneficial to the Group, and in order to achieve better commercial terms (eg. better pricing, higher credit limits, longer payment terms), the Group provides for the issuance of short term letters of credit or guarantee for the payment of liabilities arising from trade creditors. These instruments are issued using the Group's existing credit lines with local and international banks, and are subject to the approved terms and conditions of each bank, regarding the amount, currency, maximum tenor, collateral etc. To the extent the liabilities covered materialise before the balance sheet date, they are included in the balance sheet under trade creditors. Further details of the relevant loans are provided in Note 16.

The Group's plans with respect to facilities expiring within the next 12 months are presented below.

|  | 1H17 | 2H17 | 2017 | Schedule for repayment | Schedule for refinancing |
|--|------|------|------|------------------------|--------------------------|
| Bond loan €400 million                     |      | 284  | 284  |                        | 284                      |
| Bond loan SBF €400 million                 |      | 240  | 240  |                        | 240                      |
| European Investment Bank ("EIB") Term loan | 22   | 22   | 44   | 44                     |                          |
| Eurobond € 500m                            | 264  |      | 264  | 264                    |                          |
| Total                                      | 286  | 546  | 832  | 308                    | 524                      |

During 2016 the Group generated positive operating cash flows (EBITDA adjusted for inventory impact and one-offs less capital expenditure and interest payments) of €415 million. This has helped the Group to increase its cash reserves available for the repayment of loans maturing during the next 12 months.

The table below analyses the Group's financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual cash flows.

|                                  | Less than 1 | Between 1 and 2 | Between 2   | Over 5 |
|----------------------------------|-------------|-----------------|-------------|--------|
|                                  | year        | years           | and 5 years | years  |
| 31 December 2016                 |             |                 |             |        |
| Borrowings                       | 1.424.122   | 673.194         | 902.135     | 22.311 |
| Finance lease liabilities        | 960         | 974             | 2.390       | 1.405  |
| Derivative financial instruments | -           | -               | -           | -      |
| Other long term liabilities      | -           | 243.562         | -           | -      |
| Trade and other payables         | 1.740.345   | -               | -           | -      |
| 31 December 2015                 |             |                 |             |        |
| Borrowings                       | 1.755.501   | 600.184         | 1.059.772   | 67.653 |
| Finance lease liabilities        | 921         | 940             | 2.525       | 1.951  |
| Derivative financial instruments | 34.814      | -               | -           | -      |
| Other long term liabilities      | -           | -               | -           | -      |
| Trade and other payables         | 2.754.524   | -               | -           | -      |

The amounts included as loans in the table above do not correspond to the balance sheet amounts as they are contractual (undiscounted) cash flows, which include capital and interest.

Trade and other payables do not correspond to the balance sheet amounts as they include only financial liabilities.

#### 3.2 Capital risk management

The Group's objective with respect to capital structure, which includes both equity and debt funding, is to safeguard its ability to continue as a going concern and to have in place an optimal capital structure from a cost perspective.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with the industry convention, the Group monitors capital structure and indebtedness levels on the basis of the gearing ratio. The ratio is calculated as net debt divided by total capital employed. Net debt is calculated as total borrowings (including "current and non-current borrowings" as shown in the statement of financial position) less "Cash & cash equivalents" and, "Available for Sale financial assets". Total capital employed is calculated as "Total Equity" as shown in the statement of financial position plus net debt.

The gearing ratios at 31 December 2016 and 2015 were as follows:

|  | As at                   |                         |  |  |
|--|-------------------------|-------------------------|--|--|
|  | <b>31 December 2016</b> | <b>31 December 2015</b> |  |  |
| Total Borrowings (Note 16)                                 | 2.842.503               | 3.230.987               |  |  |
| Less: Cash, Cash Equivalents and restricted cash (Note 12) | (1.081.580)             | (2.108.364)             |  |  |
| Less: Available for sale financial assets (Note 3.3)       | (1.626)                 | (523)                   |  |  |
| Net debt   | 1.759.297               | 1.122.100               |  |  |
| Total Equity   | 2.141.635               | 1.790.270               |  |  |
| Total Capital Employed                                     | 3.900.932               | 2.912.369               |  |  |
| Gearing ratio  | 45%                     | 39%                     |  |  |

# 3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels are defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Company's assets and liabilities that are measured at fair value at 31 December 2016:

|                                     | Level 1 | Level 2 | Level 3 | Total<br>balance |
|-------------------------------------|---------|---------|---------|------------------|
| Assets                              |         |         |         |                  |
| Derivatives held for trading        | -       | _       | -       | -                |
| Derivatives used for hedging        | -       | 15.192  | -       | 15.192           |
| Available for sale financial assets | 1.626   | _       | -       | 1.626            |
|                                     | 1.626   | 15.192  | -       | 16.818           |
| Liabilities                         |         |         |         |                  |
| Derivatives held for trading        | _       | _       | -       | -                |
| Derivatives used for hedging        | _       | _       | -       | -                |
| 5 5                                 | -       | -       | -       |                  |

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2015:

|                                     | Level 1 | Level 2 | Level 3 | Total<br>balance |
|-------------------------------------|---------|---------|---------|------------------|
| Assets                              |         |         |         |                  |
| Derivatives held for trading        | -       | -       | -       | -                |
| Derivatives used for hedging        | -       | -       | -       | -                |
| Available for sale financial assets | 523     | -       | -       | 523              |
|                                     | 523     | -       | -       | 523              |
| Liabilities                         |         |         |         |                  |
| Derivatives held for trading        | -       | -       | -       | -                |
| Derivatives used for hedging        |         | 34.814  |         | 34.814           |
|                                     |         | 34.814  | -       | 34.814           |

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of commodity swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.

For the years ended 31 December 2016 and 31 December 2015, there were no transfers between levels.

The fair value of Euro and US\$ denominated Eurobonds as at 31 December 2016 was €949 million (31 December 2015: €1.110 million), compared to its book value of €943 million (31 December 2015: €1.161 million). The fair value of the remaining borrowings approximates their carrying value, as the effect of discounting is insignificant. The fair values of borrowings are within level 2 of the fair value hierarchy.

The fair value of the following financial assets and liabilities approximate their carrying amount:

- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables

#### 4 Critical accounting estimates and judgements

Estimates and judgements are continuously evaluated and are based on historical experience as adjusted for current market conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

### (i) Critical accounting estimates and assumptions

#### (a) Income taxes

Estimates are required in determining the provision for income taxes that the Group is subjected to in different jurisdictions. This requires significant judgement. There are some transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

### (b) Recoverability of deferred tax assets

Deferred tax assets include certain amounts which relate to carried forward tax losses. In most cases, depending on the jurisdiction in which such tax losses have arisen, such tax losses are available for set off for a limited period of time since they are incurred. The Group makes assumptions on whether these deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets for relevant entity.

### (c) Provision for environmental restoration

The Group operates in the oil industry with its principal activities being that of exploration and production of hydrocarbons, refining of crude oil and sale of oil products, and the production and trading of petrochemical products. Environmental damage caused by such substances may require the Group to incur restoration costs to comply with the regulations in the various jurisdictions in which the Group operates, and to settle any legal or constructive obligation. Analysis and estimates are performed by the Group together with its technical and legal advisers, in order to determine the probability, timing and amount involved with probable required outflow of resources. Estimated restoration costs, for which disbursements are determined to be probable, are recognised as a provision in the Group's financial statements. When the final determination of such obligation amounts differs from the recognised provisions, the Group's statement of comprehensive income is impacted.

# (d) Estimates in value-in-use calculations

The Group tests annually whether goodwill has suffered any impairment, in accordance with its accounting policies (Note 2.8). Additionally, if certain indications emerge, the Group may test also non-financial assets (Note 2.10) and investments (Note 2.11.5) for possible impairment. These tests involve the determination of the cash generating units underlying the relevant balance sheet carrying amounts. This requires judgement.

The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management. Cash flows beyond the period over which projections are available are extrapolated using estimated growth rates. These growth rates are consistent with forecasts included in country or industry reports specific to the country and industry in which each CGU operates.

## (e) Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives and certain available-for-sale investments) is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

# (f) Pension benefits

The present value of the pension obligations for the Group's defined benefit plans depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in

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determining the net cost / (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations. The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency and jurisdiction in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in Note 18.

# (g) Provisions for legal claims

The Group has a number of legal claims pending against it. Management uses its judgement to assess the likely outcome of these claims and if it is more likely than not that the Group will lose a claim, then a provision is made. Provisions for legal claims, if required, are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

# (ii) Critical judgements in applying the Group's accounting policies

## (h) Impairment of available-for-sale investments

The Group follows the guidance of IAS 39 to determine when an available-for-sale equity investment is impaired. This determination requires significant judgement. In making this judgement, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost, the financial health and the short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

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#### 5 **Segment information**

All critical operating decisions are made by the Group's Executive Committee, which reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports. The committee considers the business from a number of measures which may vary depending on the nature and evolution of a business segment by taking into account the risk profile, cash flow, product and market considerations. Information provided to the committee is measured in a manner consistent with that of the financial statements.

Information on the revenue and profit regarding the Group's operating segments is presented below:

|                 |           |                 | For the p | eriod ended |                  |           |
|-----------------|-----------|-----------------|-----------|-------------|------------------|-----------|
|                 | 3         | 1 December 2016 |           |             | 31 December 2015 |           |
| Sales           | Gross     | Inter-segment   | Net       | Gross       | Inter-segment    | Net       |
| Refining        | 5.773.671 | 1.679.040       | 4.094.631 | 6.644.424   | 2.320.455        | 4.323.969 |
| Marketing       | 2.333.559 | 5.569           | 2.327.990 | 2.712.444   | 6.383            | 2.706.061 |
| Petro-chemicals | 252.387   | -               | 252.387   | 263.403     | -                | 263.403   |
| Gas & Power     | 1.641     | -               | 1.641     | 1.705       | -                | 1.705     |
| Other           | 14.770    | 11.496          | 3.274     | 15.880      | 8.078            | 7.801     |
| Total           | 8,376,028 | 1.696.105       | 6,679,923 | 9.637.856   | 2.334.917        | 7,302,939 |

|   |      | For the period ended |                  |  |
|---|------|----------------------|------------------|--|
|   | Note | 31 December 2016     | 31 December 2015 |  |
| Operating profit / (loss)   |      |                      |                  |  |
| Refining  |      | 507.699              | 116.723          |  |
| Marketing   |      | 44.996               | 55.571           |  |
| Exploration & Production  |      | (5.559)              | (4.690)          |  |
| Petro-chemicals   |      | 93.920               | 83.578           |  |
| Gas & Power   |      | (5.138)              | (6.201)          |  |
| Other   | _    | (9.647)              | 263              |  |
| Total   | -    | 626.271              | 245.244          |  |
| Currency exchange gains/ (losses)                                       | 26   | 20.773               | (26.753)         |  |
| Share of profit of investments in associates and joint ventures         | 8    | 19.407               | 21.518           |  |
| Finance (expense)/income - net  | 25   | (200.780)            | (201.045)        |  |
| Profit / (loss) before income tax                                       | _    | 465.671              | 38.964           |  |
| Income tax (expense) / credit   | _    | (136.936)            | 6.063            |  |
| Profit / (loss) for the period  |      | 328.735              | 45.027           |  |
| (Income) / loss applicable to non-controlling interests                 | _    | 1.025                | 1.657            |  |
| Profit / (loss) for the period attributable to the owners of the parent | _    | 329.760              | 46.684           |  |

Inter-segment sales primarily relate to sales from the refining segment to the other operating segments and are carried out at arm's length.

An analysis of the Group's net sales by type of market (domestic, aviation & bunkering, exports and international activities) is presented below:

|                          | For the perio           | d ended                 |
|--------------------------|-------------------------|-------------------------|
|                          | <b>31 December 2016</b> | <b>31 December 2015</b> |
| Net Sales                |                         |                         |
| Domestic                 | 2.266.266               | 2.834.605               |
| Aviation & Bunkering     | 756.782                 | 902.163                 |
| Exports                  | 2.623.910               | 2.404.642               |
| International activities | 1.032.965               | 1.161.529               |
| Total                    | 6.679.923               | 7.302.939               |

<sup>&</sup>quot;Other Segments" include Group entities which provide treasury, consulting and engineering services.

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The segment assets and liabilities at 31 December 2016 and 2015 are as follows:

As at

|                          | 31 December 2016 | 31 December 2015 |
|--------------------------|------------------|------------------|
| Total Assets             |                  |                  |
| Refining                 | 5.337.313        | 6.424.209        |
| Marketing                | 1.272.293        | 1.316.248        |
| Exploration & Production | 9.123            | 8.602            |
| Petro-chemicals          | 367.398          | 310.833          |
| Gas & Power              | 693.498          | 670.355          |
| Other Segments           | 1.662.431        | 1.260.858        |
| Inter-Segment            | (2.153.235)      | (1.962.522)      |
| Total                    | 7.188.821        | 8.028.583        |
|                          |                  |                  |
| Total Liabilities        |                  |                  |
| Refining                 | 3.783.405        | 5.115.315        |
| Marketing                | 630.432          | 715.217          |
| Exploration & Production | 14.626           | 11.909           |
| Petro-chemicals          | 111.208          | 64.175           |
| Gas & Power              | 3.337            | 3.475            |
| Other Segments           | 1.648.586        | 1.238.035        |
| Inter-Segment            | (1.144.408)      | (909.813)        |
| Total                    | 5.047.186        | 6.238.313        |

<sup>&</sup>quot;Other Segments" include Group entities which provide treasury, consulting and engineering services.

#### 6 Property, plant and equipment

|                                    | Land    | Buildings | Plant &<br>Machinery | Motor<br>vehicles | Furniture and fixtures | Assets<br>Under Con-<br>struction | Total     |
|------------------------------------|---------|-----------|----------------------|-------------------|------------------------|-----------------------------------|-----------|
| Cost                               |         |           |                      |                   |                        |                                   |           |
| As at 1 January 2015               | 286.280 | 875.798   | 4.349.294            | 89.587            | 151.942                | 102.372                           | 5.855.273 |
| Additions                          | 16      | 3.167     | 10.810               | 1.777             | 7.926                  | 139.898                           | 163.594   |
| Capitalised projects               | -       | 11.392    | 159.568              | 64                | 725                    | (171.749)                         | -         |
| Disposals                          | (1)     | (927)     | (3.329)              | (706)             | (448)                  | (70)                              | (5.481)   |
| Currency translation differences   | (114)   | (207)     | (140)                | (2)               | 18                     | (5)                               | (450)     |
| Transfers and other movements      | 386     | 3         | 10.534               | -                 | (1)                    | (6.708)                           | 4.214     |
| As at 31 December 2015             | 286.567 | 889.226   | 4.526.737            | 90.720            | 160.162                | 63.738                            | 6.017.150 |
| Accumulated Depreciation           |         |           |                      |                   |                        |                                   |           |
| As at 1 January 2015               | -       | 379.129   | 1.892.498            | 53.692            | 131.784                | -                                 | 2.457.103 |
| Charge for the year                | -       | 30.381    | 138.174              | 4.058             | 7.256                  | -                                 | 179.869   |
| Disposals                          | -       | (499)     | (2.510)              | (706)             | (391)                  | -                                 | (4.106)   |
| Currency translation differences   | _       | (79)      | (79)                 | (2)               | (5)                    | -                                 | (165)     |
| Transfers and other movements      | _       | (17)      | (701)                | -                 | (103)                  | _                                 | (821)     |
| As at 31 December 2015             | -       | 408.915   | 2.027.382            | 57.042            | 138.541                | -                                 | 2.631.880 |
| Net Book Value at 31 December 2015 | 286.567 | 480.311   | 2.499.355            | 33.678            | 21.621                 | 63.738                            | 3.385.270 |
| Cost                               |         |           |                      |                   |                        |                                   |           |
| As at 1 January 2016               | 286.567 | 889.226   | 4.526.737            | 90.720            | 160.162                | 63.738                            | 6.017.150 |
| Additions                          | 2.209   | 1.905     | 10.901               | 2.599             | 9.403                  | 94.398                            | 121.415   |
| Capitalised projects               | 194     | 7.155     | 57.996               | 132               | 145                    | (65.622)                          | _         |
| Disposals                          | (539)   | (988)     | (6.188)              | (684)             | (1.631)                | (223)                             | (10.253)  |
| Impairment                         | ` -     | ` _       | (8.313)              |                   | ` -                    | -                                 | (8.313)   |
| Currency translation differences   | (305)   | (347)     | 3.684                | 2                 | 34                     | (16)                              | 3.052     |
| Transfers and other movements      | -       | 727       | (2.305)              | _                 | 102                    | (3.666)                           | (5.142)   |
| As at 31 December 2016             | 288.126 | 897.678   | 4.582.512            | 92.769            | 168.215                | 88.609                            | 6.117.909 |
| Accumulated Depreciation           |         |           |                      |                   |                        |                                   |           |
| As at 1 January 2016               | _       | 408.915   | 2.027.382            | 57.042            | 138.541                | -                                 | 2.631.880 |
| Charge for the year                | _       | 31.078    | 152.470              | 4.265             | 6.385                  | _                                 | 194.198   |
| Disposals                          | _       | (681)     | (5.961)              | (684)             | (1.479)                | _                                 | (8.805)   |
| Currency translation differences   | _       | (31)      | 111                  | 2                 | 14                     | _                                 | 96        |
| Transfers and other movements      | _       | (11)      | (2.348)              | -                 | (24)                   | _                                 | (2.383)   |
| As at 31 December 2016             | -       | 439.270   | 2.171.654            | 60.625            | 143.437                | -                                 | 2.814.986 |
| Net Book Value at 31 December 2016 | 288.126 | 458.408   | 2.410.858            | 32.144            | 24.778                 | 88.609                            | 3.302.923 |

- (1) The Group has not pledged any property, plant and equipment as security for borrowings.
- (2) During 2016 an amount of €1,9 million (2015: €2,4 million) in respect of interest has been capitalised within Assets Under Construction relating to the refining segment, at an average borrowing rate of 5,85% (2015:5,06%)
- (3) "Transfers and other movements" in assets under construction mainly relate to the transfer of completed IT projects to intangible assets.
- "Impairment" in plant and machinery of €8,3 million, relates to the pipeline connecting Thessaloniki and Skopje. The pipeline is an asset of the Group's subsidiary Vardax S.A. The impairment is included in "Cost of Sales" in the income statement.
- (5) Depreciation expense of €194,2 million (2015: €179,9 million) and amortisation expense of €15,3 million (2015: €19 million) are allocated in the following lines of the Consolidated Statement of Comprehensive Income:
  - Cost of Sales €146,9 million (2015: €133,2 million),
  - Selling and distribution expenses €53,5 million (2015: €55,7 million),
  - Administration expenses €9 million (2015: €9,7 million), and
  - Exploration and development expenses €0,1 million (2015: €0,3 million).

# 7 Intangible assets

|   | Goodwill  | Retail Service<br>Stations Usage<br>Rights | Computer software | Licences & Rights | Other  | Total   |
|---|-----------|--|-------------------|-------------------|--------|---------|
| Cost As at 1 January 2015                             | 133.914   | 51.365                                     | 96.582            | 38,769            | 74.260 | 394.890 |
| Additions   | -         | 421  | 1.089             | 16                | 133    | 1.659   |
| Disposals   | -         | (128)                                      | -                 | (1)               | -      | (129)   |
| Currency translation differences, transfers and other |           |  |                   |                   |        |         |
| movements   |           | (1.382)                                    | 3.034             | 1.232             | (581)  | 2.303   |
| As at 31 December 2015                                | 133.914   | 50.276                                     | 100.705           | 40.016            | 73.812 | 398.723 |
| Accumulated Amortisation                              |           |  |                   |                   |        |         |
| As at 1 January 2015                                  | 71.829    | 26.138                                     | 85.717            | 27.260            | 51.968 | 262.912 |
| Charge for the year                                   | -         | 3.722                                      | 5.486             | 2.021             | 7.802  | 19.031  |
| Disposals   | -         | (62)                                       | -                 | -                 | -      | (62)    |
| Currency translation differences, transfers and other |           |  |                   |                   |        |         |
| movements   |           | (779)                                      | (100)             | 779               | (120)  | (220)   |
| As at 31 December 2015                                | 71.829    | 29.019                                     | 91.103            | 30.060            | 59.650 | 281.661 |
| Net Book Value at 31 December 2015                    | 62.085    | 21.257                                     | 9.602             | 9.956             | 14.162 | 117.062 |
| Cost  |           |  |                   |                   |        |         |
| As at 1 January 2016                                  | 133.914   | 50.276                                     | 100.705           | 40.016            | 73.812 | 398.723 |
| Additions   | -         | 70   | 2.897             | 316               | 1.021  | 4.304   |
| Disposals   | -         | (275)                                      | (66)              | -                 | -      | (341)   |
| Currency translation differences, transfers and other |           |  |                   |                   |        |         |
| movements   | - 122.011 | (156)                                      | 2.500             | 351               | (407)  | 2.288   |
| As at 31 December 2016                                | 133.914   | 49.915                                     | 106.036           | 40.683            | 74.426 | 404.974 |
| Accumulated Amortisation                              |           |  |                   |                   |        |         |
| As at 1 January 2016                                  | 71.829    | 29.019                                     | 91.103            | 30.060            | 59.650 | 281.661 |
| Charge for the year                                   | -         | 3.204                                      | 5.292             | 1.994             | 4.790  | 15.280  |
| Disposals   | -         | (201)                                      | (55)              | -                 | -      | (256)   |
| Currency translation differences, transfers and other |           |  |                   |                   |        |         |
| movements   |           | -  | 219               | 52                | (276)  | (5)     |
| As at 31 December 2016                                | 71.829    | 32.022                                     | 96.559            | 32.106            | 64.164 | 296.680 |
| Net Book Value at 31 December 2016                    | 62.085    | 17.893                                     | 9.477             | 8.577             | 10.262 | 108.294 |

- (1) The majority of the remaining amount of goodwill as at 31 December 2016 relates to the unamortised goodwill arising on the acquisition of Hellenic Petroleum Cyprus Ltd in 2003 which is treated for impairment in line with the accounting policy in Note 2.8. Goodwill was tested for impairment as at 31 December 2016 using the value-in-use model. This calculation used cash flow projections based on financial budgets approved by management covering a five year period. Cash flows beyond the five-year period were extrapolated using an estimated growth rate of 1% that reflects the forecasts in line with management beliefs, based on GDP growth projections. Management determined annual volume growth rate and gross margins based on past performance and expectations for the market development. The discount rate used was 5,8% which reflects the specific risks relating to operations. The results of the model show that the valuation covers the carrying amount of the goodwill, which amounts to €62 million as of 31 December 2016. A sensitivity analysis was performed to the key assumptions used in the model (discount rates and perpetuity growth rates), in order to stress test the adequacy of the valuation headroom. The sensitivity analysis resulted in recoverable values well in excess of the carrying value.
- (2) Other intangible assets category primarily includes the fair value of the contractual customer relationships from the subsidiary acquired in December 2009 (ex BP Hellas) which is amortized over the life of the contracts. Furthermore, it includes rights of use of land in Serbia and Montenegro in cases where local legal framework does not allow outright ownership of real estate property.
- (3) 'Other movements' mainly relate to completed IT software projects capitalised during 2016 and thus transferred from assets under construction (Note 6). These projects are monitored within assets-under-construction as implementation of the relevant software takes place over a period of time. They are

transferred to Intangible Assets when the implementation of the software has been completed and tested as being ready for use.

# 8 Investments in associates and joint ventures

|  | As at                   |                         |
|--|-------------------------|-------------------------|
|  | <b>31 December 2016</b> | <b>31 December 2015</b> |
| Beginning of the Year  | 678.637                 | 682.425                 |
| Dividend income  | (1.139)                 | (18.289)                |
| Share of profit of investments in associates & joint ventures    | 19.407                  | 21.518                  |
| Share of other comprehensive income of investments in associates | (869)                   | -                       |
| Share capital increase / (decrease)                              | -                       | (18)                    |
| Impairment of investments (Note 24)                              | (5.748)                 | (7.000)                 |
| Other movements  | (681)                   |                         |
| End of the year  | 689.607                 | 678.637                 |

Other movements include an amount of 6688 thousand which relates to the de-recognition of the carrying amount of an associated company, Superlube Ltd (Note 34). Superlube Ltd's remaining shares were acquired by the Group during December 2016 and this company is now fully consolidated from the date on which control was transferred to the Group. The income statement effect of this acquisition was not material. Impairment of investments is primarily comprised of an impairment of the Group's investment in Elpedison B.V. of 65,5 million as explained in more detail later in this note.

### a) Joint Ventures

The Group is active in power generation, trading and supply in Greece through its 50% shareholding in Elpedison B.V., a joint venture entity with EDISON International. The Group consolidates Elpedison B.V. using the equity method and as such the consolidated results of Elpedison B.V. appear under "Share of profit of investments in associates and joint ventures" and its Net assets under the "Investment in Associates".

Given the materiality of this activity for the Group, the table below summarises the key financials of the Elpedison B.V. Group which consolidates its 75,78% holding in Elpedison S.A.

|  | As at                   |                         |  |
|--|-------------------------|-------------------------|--|
| Elpedison B.V. Group                   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
|  | (unaudited)             |                         |  |
| <b>Statement of Financial Position</b> |                         |                         |  |
| Non-Current Assets                     | 306.652                 | 336.445                 |  |
| Cash and Cash Equivalents              | 30.542                  | 38.529                  |  |
| Other Current Assets                   | 116.479                 | 115.640                 |  |
| Total Assets                           | 453.673                 | 490.614                 |  |
| Equity                                 | 97.234                  | 115.475                 |  |
| Long Term Borrowings                   | 241.501                 | -                       |  |
| Other Non-Current Liabilities          | 27.305                  | 21.021                  |  |
| Short Term Borrowings                  | 11.096                  | 266.870                 |  |
| Other Current Liabilities              | 76.537                  | 87.248                  |  |
| Total Liabilities                      | 356.439                 | 375.139                 |  |
| <b>Total Liabilities and Equity</b>    | 453.673                 | 490.614                 |  |

|  | As at                           |                         |
|--|---------------------------------|-------------------------|
| Statement of Comprehensive Income        | 31 December 2016<br>(unaudited) | <b>31 December 2015</b> |
| Revenue                                  | 322.233                         | 194.958                 |
| EBITDA                                   | 40.027                          | 18.468                  |
| Interest Income/(Expense) - net          | (17.430)                        | (17.900)                |
| (Loss) / Profit beforeTax                | (13.296)                        | (31.811)                |
| Income Tax                               | (4.945)                         | (2.844)                 |
| (Loss) / Profit after Tax                | (18.241)                        | (34.655)                |
| (Loss) / Income accounted in Helpe Group | (6.875)                         | (15.877)                |

The Group's share of profit / (loss) arising from its investment in the Elpedison B.V Group as at 31 December 2016, is accounted for based on unaudited results. Differences arising between audited and unaudited results are incorporated in the following year's results.

During September 2016 Elpedison agreed with its Bondholders to extend its loans amounting to €259,6 million for an additional two years, up to September 2018. The loans are fully guaranteed on a pro rata basis by the ultimate shareholders of Elpedison S.A., while they provide for quarterly capital repayments of €3 million and mandatory capital prepayments from any proceeds from LAGIE's and ADMIE's historical deficit. Additionally, the loans provide for a cash sweep mechanism that will mandatorily repay 50% of the company's excess cash flow on a semiannual basis. The loans outstanding as at 31 December 2016, amounted to €254.1 million.

The Group has provided letters of comfort and guarantees in favour of banks as security for loans granted by them to Elpedison B.V. As at 31 December 2016, the Group's share of the above was €100 million (31 December 2015: €105 million).

# Impairment of Investment in Elpedison B.V.

As at 31 December 2016, Elpedison B.V. Management carried out an impairment test according to the requirements of IAS 36, based on the post-tax cash flows produced by the company. The recent and anticipated future developments in the market and regulatory environment (change in remuneration mechanisms and/or delay of their enforcement, intensification of competition) in which the company operates, were considered as indicators of impairment, as they could impact the future cash flows of its assets.

The valuation analysis considered Elpedison S.A.'s two gas fired power plants and the supply business unit as a single cash generation unit (CGU). The analysis was carried out by identifying the recoverable value ("value in use") of the CGU. The estimation of the value in use was performed through the application of the Discounted Cash Flow Valuation Method. The discount rate applied was estimated as the post-tax Weighted Average Cost of Capital (WACC) of the company.

The year 2016 was highly volatile with significant developments taking place in the power industry (e.g. delay/change of temporary Annual Flexibility remuneration mechanism). This led to the re-evaluation of Elpedison's impairment indicators by management, resulting in the recognition of an additional impairment provision of €5,5 million (in 2015 a provision of €7 million was raised) in the carrying value of Elpedison B.V. in the consolidated balance sheet of HELPE Group as at 31 December 2016 and a respective impairment loss in the consolidated statement of comprehensive income which is included in Other Income and Expenses (Note 24).

It should be noted that the assumptions and scenarios used could further change in the future, particularly in an environment characterized by high volatility. Relevant changes in assumptions used e.g. in the future Annual Flexibility remuneration and in discount rates, could have an impact on the value in use of the assets.

# b) Associates

The Group exercises significant influence in a number of other entities, which are also accounted for using the equity method.

As at

(All amounts in Euro thousands unless otherwise stated)

# **DEPA Group**

DEPA Group operates in the wholesale, trading, transmission, distribution and supply of natural gas. It is currently owned 65% by the HRADF (Hellenic Republic Assets Development Fund) and 35% by HELPE S.A.

The Depa Group fully consolidates its 100% shareholding in DESFA SA. (Administrator of the Natural Gas System). Other major entities accounted for using the equity method of accounting are EDA THESS S.A. (gas distribution company for the Thessaloniki and Thessalia regions), EPA Thessaloniki-Thessalia S.A. (gas supply company for the Thessaloniki and Thessalia regions) and EPA Attica S.A. (gas distribution & supply company for the Attica region). Depa S.A. has a 51% shareholding in each of these companies.

The table below summarizes the key financials of DEPA Group:

|   | 115                          |                         |
|---|------------------------------|-------------------------|
| Public Natural Gas Corporation of Greece (DEPA) | 31 December 2016 (unaudited) | 31 December 2015        |
| Statement of Financial Position                 |                              |                         |
| Non-Current Assets                              | 2.332.404                    | 2.388.667               |
| Cash and Cash Equivalents                       | 321.044                      | 350.461                 |
| Other Current Assets                            | 507.335                      | 455.967                 |
| Total Assets                                    | 3.160.783                    | 3.195.095               |
| Equity  | 1.802.296                    | 1.674.548               |
| Long Term Borrowings                            | 222.823                      | 209.562                 |
| Other Non-Current Liabilities                   | 901.520                      | 931.548                 |
| Short Term Borrowings                           | 26.739                       | 32.697                  |
| Other Current Liabilities                       | 207.405                      | 346.740                 |
| Total Liabilities                               | 1.358.487                    | 1.520.547               |
| Total Liabilities and Equity                    | 3.160.783                    | 3.195.095               |
|   | As                           | at                      |
|   | 31 December 2016 (unaudited) | <b>31 December 2015</b> |
| Statement of Comprehensive Income               |                              |                         |
| Revenue   | 884.682                      | 938.790                 |
| EBITDA  | 226.022                      | 140.751                 |
| Interest Income/(Expense) - net                 | 7.219                        | 1.441                   |
| Profit / (Loss) before Tax                      | 165.658                      | 28.614                  |
| Income Tax                                      | (35.428)                     | 4.539                   |
| Profit / (Loss) after Tax                       | 130.230                      | 33.154                  |
| Income / (Loss) accounted in Helpe Group        | 36.333                       | 23.206                  |

The Group's share of profit / (loss) arising from its investment in the DEPA Group as at 31 December 2016, is accounted for based on unaudited results. Differences arising between audited and unaudited results are incorporated in the following year's results.

In 2016 the Group did not receive any dividends from the DEPA Group (2015: €17,5 million).

### Sale of DESFA

On 16 February 2012, HELPE and the HRADF (jointly the "Sellers") agreed to launch a joint sale process of their shareholding in DEPA Group aiming to dispose 100% of the supply, trading and distribution activities, as well as 66% of their shareholding in the high pressure transmission network (DESFA S.A., a 100% subsidiary of DEPA S.A.).

The sale process resulted in the submission of a binding offer of €400 million by SOCAR (Azerbaijan's Oil and Gas National Company) for the purchase of the 66% of DESFA. The amount corresponding to HELPE's 35% effective shareholding was €212 million.

On 21 December 2013, the Share Purchase Agreement (SPA) for the above sale was signed by HRADF, HELPE and SOCAR, while the completion of the transaction was agreed to be subject to the clearance of EU's responsible competition authorities.

On 30 November 2016, the deadline for the fulfilment of all prerequisites for the finalisation of the transaction expired without the desired outcome. The selling parties (HRADF & HELPE) are now considering their alternative options for the disposal of their shareholding in DESFA.

The Group consolidates the DEPA Group using the equity method of accounting and the carrying value of the investment in the consolidated financial statements reflects HELPE's 35% share of the net asset value of the DEPA group which as at 31 December 2016 amounts to €631 million. The cost of investment of the DEPA group in the financial statements of HELPE S.A is €237 million, DEPA Group, as it currently stands, continues to be accounted for and included in HELPE Group's consolidated financial statements as an associate.

#### Other associates

In 2011, the Group participated with a 48% holding in the setting-up of a new company, DMEP HoldCo Ltd, through its subsidiary company Hellenic Petroleum International A.G. DMEP HoldCo Ltd is incorporated in the UK and ultimately owns 100% of "OTSM S.A. of Maintenance Compulsory Stocks and Trading of Crude Oil and Petroleum Products" (OTSM). OTSM is established under Greek law and is fully permitted to provide crude oil and petroleum products stock keeping and management services. The Group has delegated part of its compulsory stock keeping obligations to OTSM, reducing its stock holding by approximately 337.000 MT, at a fee calculated in line with the legal framework.

An analysis of the financial position and results of the Group's major associates is set out below:

|                                  | % interest |         | As at       |          |                  |
|----------------------------------|------------|---------|-------------|----------|------------------|
|                                  | held       |         | 31 December | 2016     |                  |
|                                  |            | Assets  | Liabilities | Revenues | Profit after tax |
| Spata Aviation Fuel Company S.A. | 33%        | 5.030   | 3.554       | 6.286    | 1.800            |
| ELPE THRAKI                      | 25%        | 31      | 13          | -        | (12)             |
| EAKAA                            | 50%        | 12.882  | 4.082       | 3.513    | 973              |
| DMEP Holdco                      | 48%        | 175.598 | 148.922     | 759.913  | (13.065)         |
| BIODIESEL (liquidated)           | -          | -       | -           | -        | -                |
|                                  | % interest |         | As at       |          |                  |
|                                  | held       |         | 31 December | 2015     |                  |
|                                  |            | Assets  | Liabilities | Revenues | Profit after tax |
| Spata Aviation Fuel Company S.A. | 33%        | 4.621   | 3.235       | 5.765    | 1.475            |
| ELPE THRAKI                      | 25%        | 8       | 10          | -        | (41)             |
| EAKAA                            | 50%        | 13.603  | 4.422       | 3.169    | 951              |
| DMEP Holdco                      | 48%        | 206.441 | 169.483     | 845.977  | 34.527           |
| BIODIESEL                        | 25%        | 192     | 29          | -        | (2)              |

There are neither contingent liabilities nor commitments relating to the group's interest in its associates.

## c) Joint operations

The Group participates in the following joint operations with other third parties relating to exploration and production of hydrocarbons in Greece and abroad:

- Edison International SpA (Greece, Patraikos Gulf). Following the relevant Ministerial Consent, Petroceltic Resources Plc, which participated in the joint operation for the year 2015, transferred its rights to both Edison International SpA and HELPE Patraikos SA., with effect from 20 January 2016.
- Calfrac well services (Greece, Sea of Thrace concession)

# 9 Loans, Advances & Long Term assets

|                        | As at            |                         |
|------------------------|------------------|-------------------------|
|                        | 31 December 2016 | <b>31 December 2015</b> |
| Loans and advances     | 53.702           | 37.587                  |
| Other long term assets | 37.429           | 47.435                  |
| Total                  | 91.131           | 85.022                  |

Loans and advances relate primarily to merchandise credit extended to third parties as part of the retail network expansion and are non-interest bearing. They also include trade receivables due in more than one year as a result of settlement arrangements. The balances included in the above categories as of 31 December 2016, relating to merchandise credit and non-interest bearing settlement arrangements, are discounted at a weighted average rate of 6% (2015: 5%) over their respective lives.

Other long term assets include non-interest bearing payments made to secure long term retail network and are amortised over the remaining life of the respective contracts of the petrol station locations. In addition they include other non-interest bearing prepayments of a long term nature.

# 10 Inventories

|   | As at                   |                         |
|---|-------------------------|-------------------------|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |
| Crude oil   | 371.829                 | 180.149                 |
| Refined products and semi-finished products       | 489.037                 | 400.301                 |
| Petrochemicals                                    | 20.387                  | 22.286                  |
| Consumable materials and other spare parts        | 86.665                  | 83.705                  |
| - Less: Provision for consumables and spare parts | (38.754)                | (24.416)                |
| Total   | 929.164                 | 662.025                 |

Under IEA and EU regulations, Greece is obliged to hold crude oil and refined product stocks in order to fulfil the EU requirement for compulsory Stock obligations (90 days stock directive), as legislated by Greek Law 3054/2002. This responsibility is passed on to all companies, including Hellenic Petroleum S.A., which import and sell in the domestic market who have the responsibility to maintain and finance the appropriate stock levels. Such stocks are part of the operating stocks and are valued on the same basis.

The cost of inventories recognised as an expense and included in "Cost of sales" amounted to  $\epsilon$ 4,9 billion (2015:  $\epsilon$ 5,8 billion). The Group has reported a loss of  $\epsilon$ 0,2 million as at 31 December 2016 arising from inventory valuation which is reflected in a write-down of the year end values (2015 –  $\epsilon$ 23 million). This was recognised as an expense in the year ended 31 December 2016 and included in 'Cost of Sales' in the statement of comprehensive income. Overall for 2016, management has estimated that the impact on the results of the Group from the fluctuations of crude oil and product prices during the year was positive and equal to approx.  $\epsilon$ 100 million (2015: negative impact of  $\epsilon$ 300 million).

## 11 Trade and other receivables

|   | As at                   |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Trade receivables                               | 722.269                 | 504.984                 |  |
| - Less: Provision for impairment of receivables | (235.636)               | (211.349)               |  |
| Trade receivables net                           | 486.633                 | 293.635                 |  |
| Other receivables                               | 359.486                 | 471.003                 |  |
| - Less: Provision for impairment of receivables | (41.325)                | (34.005)                |  |
| Other receivables net                           | 318.161                 | 436.998                 |  |
| Deferred charges and prepayments                | 63.537                  | 21.509                  |  |
| Total   | 868.331                 | 752.142                 |  |

As part of its working capital management the Group utilises factoring facilities to accelerate the collection of cash from its customers in Greece. Non-recourse factoring, is excluded from balances shown above, since all risks and rewards of the relevant invoices have been transferred to the factoring institution.

Other receivables include balances in respect of VAT, income tax prepayment, advances to suppliers and advances to personnel. This balance as at 31 December 2016 also includes an amount of €54m (31 December 2015: €54m) of VAT approved refunds which has been withheld by the customs office due to a dispute relating to stock shortages. The Group has filed a specific legal objection and claim against this action and expects to fully recover this amount following the conclusion of the relevant legal proceedings (Note 31). The fair values of trade and other receivables approximate their carrying amount.

The table below analyses overdue receivables:

|  | As at                   |                         |
|--|-------------------------|-------------------------|
|  | <b>31 December 2016</b> | <b>31 December 2015</b> |
| Total trade receivables                              | 722.269                 | 504.984                 |
| Amounts included above which are past due:           |                         |                         |
| a) Past due, not impaired receivables                | 115.136                 | 195.731                 |
| b) Past due, doubtful & impaired receivables balance | 235.636                 | 211.349                 |

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above. Provision is made for receivables that are doubtful of collection and have been assessed that they will result in a loss, net of any respective securities or collaterals obtained. Collaterals include primarily first or second class prenotices over properties of the debtor, personal and bank guarantees.

for the year ended 31 December 2016

(All amounts in Euro thousands unless otherwise stated)

As of 31 December 2016, the overdue days of trade receivables that were past due but not impaired are as follows:

|               | As a             | ıt                      |
|---------------|------------------|-------------------------|
|               | 31 December 2016 | <b>31 December 2015</b> |
| Up to 30 days | 57.168           | 66.498                  |
| 30 - 90 days  | 11.419           | 21.251                  |
| 90 - 120 days | 2.754            | 28.451                  |
| Over 120 days | 43.795           | 79.531                  |
| Total         | 115.136          | 195.731                 |

The overdue days of trade receivables that were past due and impaired are as follows:

|               | As at            |                         |
|---------------|------------------|-------------------------|
|               | 31 December 2016 | <b>31 December 2015</b> |
| Up to 30 days | 233              | 15.392                  |
| 30 - 90 days  | 668              | 485                     |
| Over 90 days  | 234.735          | 195.472                 |
| Total         | 235.636          | 211.349                 |

It was assessed that the portion of the doubtful receivables not provided for could be recovered through settlements, legal actions and the securing of additional collaterals.

The movement in the provision for impairment of trade receivables is set out below.

|  | As at                   |                         |
|--|-------------------------|-------------------------|
|  | <b>31 December 2016</b> | <b>31 December 2015</b> |
| Balance at 1 January                                       | 211.349                 | 185.114                 |
| Charged / (credited) to the income statement:              |                         |                         |
| - Additional provisions                                    | 26.341                  | 27.350                  |
| - Unused amounts reversed                                  | (1.208)                 | (920)                   |
| - Receivables written off during the year as uncollectible | (846)                   | (195)                   |
| Balance at 31 December                                     | 235.636                 | 211.349                 |

The movement in the provision for impairment has been included in Selling & Distribution costs in the statement of comprehensive income.

The movement in the provision for impairment of other receivables is set out below.

|   | As at                   |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Balance at 1 January                          | 34.005                  | 30.286                  |  |
| Charged / (credited) to the income statement: |                         |                         |  |
| - Additional provisions                       | 7.320                   | 3.719                   |  |
| Balance at 31 December                        | 41.325                  | 34.005                  |  |

# 12 Cash, cash equivalents and restricted cash

|  | As at                   |                         |  |
|--|-------------------------|-------------------------|--|
|  | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Cash at bank and in hand                         | 924.055                 | 1.252.808               |  |
| Short term bank deposits                         | -                       | 700.000                 |  |
| Cash and Cash Equivalents                        | 924.055                 | 1.952.808               |  |
| Restricted cash                                  | 157.525                 | 155.556                 |  |
| Total Cash, Cash Equivalents and Restricted Cash | 1.081.580               | 2.108.364               |  |

Restricted cash mainly relates to a deposit amounting to €144 million, placed as security for a loan agreement of an equal amount with Piraeus Bank in relation to the Company's Facility Agreement B with the European Investment Bank. The outstanding balance under the EIB Facility Agreement B as at 31 December 2016 was €122 million, in accordance with the amortization schedule, whilst the outstanding balance of the Piraeus loan as at 31 December 2016 was €144 million. This is expected to be reduced to €122 million in the following months. The guarantee matured on 15 June 2016 and was renewed for an additional year. The effect of the loan and the deposit is a grossing up of the Statement of Financial Position with no effect to the Net Debt position and Net Equity of the Group.

The balance of US Dollars included in Cash at bank as at 31 December 2016 was \$ 510 million (euro equivalent €484 million). The respective amount for the period ended 31 December 2015 was \$ 921 million (euro equivalent €846 million).

The weighted average effective interest rate as at the reporting date on cash and cash equivalents was:

|      | As                      | As at                   |  |  |
|------|-------------------------|-------------------------|--|--|
|      | <b>31 December 2016</b> | <b>31 December 2015</b> |  |  |
| Euro | 0,14%                   | 0,21%                   |  |  |
| USD  | 0,10%                   | 0,80%                   |  |  |

# 13 Share capital

|                                    | Number of<br>Shares<br>(authorised | Share<br>Capital | Share<br>premium | Total     |
|------------------------------------|------------------------------------|------------------|------------------|-----------|
| As at 1 January & 31 December 2015 | 305.635.185                        | 666.285          | 353.796          | 1.020.081 |
| As at 31 December 2016             | 305.635.185                        | 666.285          | 353.796          | 1.020.081 |

All ordinary shares were authorised, issued and fully paid. The nominal value of each ordinary share is  $\in 2.18$  (31 December 2015:  $\in 2.18$ ).

Share options

During the Annual General Meeting (AGM) of Hellenic Petroleum S.A. held on 25 May 2005, a share option scheme was approved, with the intention to link the number of share options granted to management with the results and performance of the Company. Subsequent AGMs have approved and granted the share options. The vesting period is 1 November to 5 December of the years 2014 - 2018.

Share options outstanding at the year-end have the following expiry date and exercise prices:

| Grant | Vesting | Expiry     | Exercise    |                             |                         |
|-------|---------|------------|-------------|-----------------------------|-------------------------|
| Date  | Date    | Date       | Price       | No. of share o <sub>l</sub> | ptions as at            |
|       |         | 5 December | € per share | <b>31 December 2016</b>     | <b>31 December 2015</b> |
| 2012  | 2014-18 | 2018       | 4,52        | 1.479.933                   | 1.479.933               |
|       |         |            | Total       | 1.479.933                   | 1.479.933               |

No stock options have been exercised during 2016 or during the previous year, due to the negative relationship between the exercise price and the share market price during the respective vesting periods.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

|                | As at          |           |                         |             |  |
|----------------|----------------|-----------|-------------------------|-------------|--|
|                | 31 Decem       | ber 2016  | <b>31 December 2015</b> |             |  |
|                | Average        |           | Average                 |             |  |
|                | Exercise Price |           | Exercise Price          |             |  |
|                | in € per share | Options   | in € per share          | Options     |  |
| At 1 January   | 4,52           | 1.479.933 | 6,14                    | 3.095.987   |  |
| Lapsed         |                | -         | 7,62                    | (1.616.054) |  |
| At 31 December | 4,52           | 1.479.933 | 4,52                    | 1.479.933   |  |

The value of lapsed stock options that were transferred to retained earnings in 2016 is nil (2015: €2,9 million).

# 14 Reserves

|   | Statutory<br>reserve | Special reserves | Hedging<br>reserve | Share-based<br>payment<br>reserve | Tax free reserves | Other reserves | Total            |
|---|----------------------|------------------|--------------------|-----------------------------------|-------------------|----------------|------------------|
| Balance at 1 January 2015   | 118.668              | 98.420           | (41.982)           | 3.640                             | 271.845           | (15.578)       | 435.013          |
| Cash flow hedges (Note 21)  - Fair value gains / (losses) on cash flow hedges  - Derecognition of gains/(losses) on hedges through                    | -                    | -                | (4.802)            | -                                 | -                 | -              | (4.802)          |
| comprehensive income  | -                    | -                | 24.548             | -                                 | -                 | -              | 24.548           |
| Share-based payments (Note 13)  | -                    | -                | -                  | (2.893)                           | -                 | -              | (2.893)          |
| Transfers from Reserves to Retained Earnings<br>Fair value gains / (losses) on available-for-sale financial   | -                    | -                | -                  | -                                 | (8.798)           | (148)          | (8.946)          |
| assets Fair value gains / (losses) on available-for-sale financial  | -                    | -                | -                  | -                                 | -                 | (172)          | (172)            |
| assets reclassified to Profit or Loss   | _                    | _                | _                  | _                                 | _                 | (6)            | (6)              |
| Actuarial gains/(losses) on defined benefit pension plans   | -                    | -                | -                  | -                                 | -                 | 1.619          | 1.619            |
| Currency translation differences and other movements  | -                    | -                | -                  | -                                 | -                 | (632)          | (632)            |
| Balance at 31 December 2015   | 118.668              | 98.420           | (22.236)           | 747                               | 263.047           | (14.917)       | 443.729          |
| Cash flow hedges (Note 21) - Fair value gains / (losses) on cash flow hedges - Derecognition of gains/(losses) on hedges through comprehensive income | -                    | -                | 15.862<br>19.642   | -                                 | -                 | -              | 15.862<br>19.642 |
| Changes in the fair value on available-for-sale financial assets  | _                    | _                | _                  | _                                 | _                 | (6.343)        | (6.343)          |
| Transfer of available-for-sale reserve to operating profit  | -                    | -                | -                  | -                                 | -                 | 6.414          | 6.414            |
| Actuarial gains/(losses) on defined benefit pension plans   | -                    | -                | -                  | -                                 | -                 | (7.763)        | (7.763)          |
| Share of other comprehensive income of associates   | -                    | -                | -                  | -                                 | -                 | (869)          | (869)            |
| Currency translation differences and other movements  | -                    | -                | -                  | -                                 | -                 | (884)          | (884)            |
| Balance at 31 December 2016   | 118.668              | 98.420           | 13.268             | 747                               | 263.047           | (24.362)       | 469.788          |

Consolidated Financial Statements in accordance with IFRS for the year ended 31 December 2016

(All amounts in Euro thousands unless otherwise stated)

### Statutory reserves

Under Greek law, corporations are required to transfer a minimum of 5% of their annual net profit as reflected in their statutory books to a statutory reserve until such reserve equals one third of outstanding share capital. This reserve cannot be distributed during the existence of the corporation, but can be used to offset accumulated losses.

### Special reserves

Special reserves primarily relate to reserves arising from tax revaluations which have been included in the holding company accounts in accordance with the relevant legislation in prior years. Where considered appropriate deferred tax provisions are booked in respect of these reserves.

#### Tax free reserves

#### These include:

- (i) Tax deferred reserves retained earnings that have not been taxed with the prevailing corporate income tax rate as allowed by Greek law under various statutes. Certain of these retained earnings will become liable to tax at the rate prevailing at the time of distribution to shareholders or conversion to share capital.
- (ii) Partially taxed reserves retained earnings that have been taxed at a rate less than the corporate tax rate as allowed by Greek law. Certain of these retained earnings will be subject to the remaining tax up to the corporate tax rate prevailing at the time of distribution to shareholders or conversion to share capital.

## Hedging reserve

The hedging reserve is used to record gains or losses on derivatives that are designated and qualify as cash flow hedges and that are recognised in other comprehensive income, as described in Note 24. Amounts are reclassified to profit or loss when the associated hedged transaction affects profit or loss.

# Other reserves

### These include:

- (i) Actuarial gains / (losses) on defined benefit plans resulting from a) experience adjustments (the effects of differences between the previous actuarial assumptions and what has actually occurred) and b) the effects of changes in actuarial assumptions.
- (ii) Changes in the fair value of investments that are classified as available-for-sale financial assets. Amounts are reclassified to profit or loss when the associated assets are sold or impaired.
- (iii) Exchange differences arising on translation of foreign controlled entities are recognised in other comprehensive income and accumulated in other reserves. The cumulative amount is reclassified to the profit or loss when the net investment is disposed of.

# 15 Trade and other payables

|                                    | As at                   |                         |  |
|------------------------------------|-------------------------|-------------------------|--|
|                                    | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Trade payables                     | 1.617.894               | 2.626.459               |  |
| Accrued Expenses & Deferred Income | 78.584                  | 73.535                  |  |
| Other payables                     | 81.431                  | 95.384                  |  |
| Total                              | 1.777.909               | 2.795.378               |  |

Trade payables comprise amounts payable or accrued in respect of supplies of crude oil, products, commodity derivative contracts and services.

Trade payables, as at 31 December 2016 and 31 December 2015, include amounts in respect of crude oil imports from Iran which were received between December 2011 and March 2012 as part of a long term contract with NIOC. Despite repeated attempts to settle the payment for these cargoes through the international banking system between January and June 2012, it was not possible to do so. This was due to the fact that payments to Iranian banks and state entities were not accepted for processing by the International banking system, as a result of explicit or implicit US and International sanctions. After 30 June 2012, Hellenic Petroleum was prohibited to effect payments to NIOC by virtue of EU sanctions (Council Regulation (EU) No. 267/2012 of 23 March 2012). The Group duly notified its supplier of this restriction on payments and the inability to accept further crude oil cargoes under the contract, as a result of the aforementioned international sanctions.

On 18 October 2015, by Decision (CFSP) 2015/1863, the Council of the European Union (EU) decided to terminate implementation of most of Union restrictions against Iran, taking into account UNSCR 2231 (2015) and Annex B to UNSCR 2231 (2015), simultaneously with the IAEA-verified implementation by Iran of agreed nuclear-related measures. On 16 January 2016 ("Implementation Day"), by Decision (CFSP) 2016/37, the Council decided that Decision (CFSP) 2015/1863 shall apply from that date. On the same date U.S and other International Restrictive Measures were also partially lifted. In light of the above developments, Hellenic Petroleum and NIOC executed Heads of Terms to a cooperation-agreement on 22 January 2016 for the recommencement of their commercial relationship for the supply of crude and for the settlement of the due trade payables. Implementation of the agreement will be in full compliance with prevailing EU and international framework, as well as surviving restrictions. In accordance with the aforementioned Heads of Terms, the relevant amount which falls due after twelve months has been transferred from trade payables to trade and other payables in non-current liabilities as at 31 December 2016 (Note 20).

Where deemed beneficial to the Group, in order to achieve better terms (such as better pricing, higher credit limits, longer payment terms), the Group provides short term letters of credit or guarantee for the payment of liabilities arising from trade creditors, making use of its existing credit lines with its banks. To the extent these liabilities materialise before the balance sheet date, they are included in the balance under trade creditors.

Other payables include amounts in respect of payroll and other staff related costs, social security obligations and sundry taxes.

Accrued expenses and deferred income include the estimated cost of the CO2 emission rights required under the corresponding environmental legislation amounting to €12 million as at 31 December 2016 (2015: €16 million).

# 16 Borrowings

|  | As at                   |                         |  |
|--|-------------------------|-------------------------|--|
|  | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Non-current borrowings                       |                         |                         |  |
| Bank borrowings                              | 772.364                 | 794.634                 |  |
| Eurobonds                                    | 680.111                 | 799.014                 |  |
| Finance leases                               | 3.729                   | 4.306                   |  |
| Total non-current borrowings                 | 1.456.204               | 1.597.954               |  |
| Current borrowings                           |                         |                         |  |
| Short term bank borrowings                   | 1.078.095               | 1.226.063               |  |
| Eurobonds                                    | 262.814                 | 361.641                 |  |
| Current portion of long-term bank borrowings | 44.815                  | 44.796                  |  |
| Finance leases - current portion             | 575                     | 533                     |  |
| Total current borrowings                     | 1.386.299               | 1.633.033               |  |
| Total borrowings                             | 2.842.503               | 3.230.987               |  |

Non-current borrowings mature as follows:

|                       | As at            |                         |  |
|-----------------------|------------------|-------------------------|--|
|                       | 31 December 2016 | <b>31 December 2015</b> |  |
| Between 1 and 2 years | 616.809          | 529.263                 |  |
| Between 2 and 5 years | 817.174          | 1.002.026               |  |
| Over 5 years          | 22.221           | 66.665                  |  |
|                       | 1.456.204        | 1.597.954               |  |

The weighted average effective interest margins are as follows:

|                               |               | As at                   |                         |  |  |
|-------------------------------|---------------|-------------------------|-------------------------|--|--|
| Bank Borrowings               | Currency      | <b>31 December 2016</b> | <b>31 December 2015</b> |  |  |
| Short-term                    |               |                         |                         |  |  |
| - Floating Euribor + margin   | Euro          | 5,32%                   | 5,30%                   |  |  |
| - Floating Belibor + margin   | Serbian Dinar | 5,62%                   | 8,94%                   |  |  |
| - Floating Sofibor + margin   | Bulgarian Lev | 5,58%                   | 5,75%                   |  |  |
| - Central Bank Bills + margin | FYROM Dinar   | 5,48%                   | 5,54%                   |  |  |
| - Fixed coupon                | US Dollar     | 4,63%                   | 4,63%                   |  |  |
| - Fixed coupon                | Euro          | 8,00%                   | -                       |  |  |
| Long-term                     |               |                         |                         |  |  |
| - Floating Euribor + margin   | Euro          | 3,70%                   | 4,09%                   |  |  |
| - Fixed coupon                | Euro          | 5,05%                   | 6,91%                   |  |  |

The carrying amounts of the Group's borrowings are denominated in the following currencies:

|                  | As at                   |                         |  |
|------------------|-------------------------|-------------------------|--|
|                  | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Euro             | 2.779.187               | 2.774.371               |  |
| US Dollar        | -                       | 361.641                 |  |
| Serbian Dinar    | 19.903                  | 23.460                  |  |
| Bulgarian Lev    | 33.000                  | 55.678                  |  |
| FYROM Dinar      | 10.413                  | 15.837                  |  |
| Total borrowings | 2.842.503               | 3.230.987               |  |

The Group has centralised treasury operations which coordinate and control the funding and cash management activities of all group companies. Within this framework, Hellenic Petroleum Finance plc (HPF) was established in November 2005 in the U.K. as a wholly-owned subsidiary of Hellenic Petroleum S.A. to act as the central treasury vehicle of the Hellenic Petroleum Group.

Gross borrowings of the Group by maturity as at 31 December 2016 and 31 December 2015 are summarised on the table below (amounts in € million):

|  |         |          | Balance as at           |                         |
|--|---------|----------|-------------------------|-------------------------|
|  | Company | Maturity | <b>31 December 2016</b> | <b>31 December 2015</b> |
| 1a. Syndicated credit facility €20 million   | HPF plc | Jul 2018 | 20                      | 40                      |
| 1b. Syndicated credit facility €10 million   | HPF plc | Jul 2018 | 10                      | 10                      |
| 1c. Syndicated bond loan €350 million        | HP SA   | Jul 2018 | 344                     | 341                     |
| 2. Bond loan €400 million                    | HP SA   | Oct 2017 | 284                     | 225                     |
| 3. Bond loan €200 million                    | HP SA   | Jan 2018 | 199                     | 199                     |
| 4. Bond loan SBF €400 million                | HP SA   | Nov 2017 | 72                      | -                       |
| 5. European Investment Bank ("EIB")Term loan | HP SA   | Jun 2022 | 244                     | 289                     |
| 6. Eurobond €500 million                     | HPF plc | May 2017 | 263                     | 485                     |
| 7. Eurobond \$400 million                    | HPF plc | May 2016 | -                       | 362                     |
| 8. Eurobond €325 million                     | HPF plc | Jul 2019 | 313                     | 314                     |
| 9. Eurobond €375 million                     | HPF plc | Oct 2021 | 367                     | -                       |
| 10. Bilateral lines                          | Various | Various  | 723                     | 961                     |
| 11. Finance leases                           | Various | Various  | 4                       | 5                       |
| Total  |         |          | 2.843                   | 3.231                   |

Refer to 'Liquidity Risk Management' (Note 3.1c) for an analysis of the Group's plans regarding the facilities falling due in 2016. No loans were in default as at 31 December 2016 (none as at 31 December 2015).

#### 1. Term loans

In July 2014, the Group concluded two new credit facilities with similar terms and conditions with a syndicate of Greek and international banks as follows:

(1a-1b) HPF concluded a €50 million syndicated credit facility guaranteed by Hellenic Petroleum S.A. The facility had a €40 million tranche which matured in July 2016 and a €10 million tranche maturing in July 2018. In July 2016, upon maturity of the € 40 million tranche, the Group proceeded with a partial repayment of € 20 million and extended the maturity of the remaining € 20 million to July 2018.

(1c) Hellenic Petroleum S.A. concluded a €350 million syndicated bond loan credit facility guaranteed by HPF maturing in July 2018.

### 2. Bond Loan €400 million

In September 2015 Hellenic Petroleum S.A. extended the maturity date of a €400 million syndicated bond loan agreement from December 2015 to June 2016 and subsequently to October 2017 with two six-month extension options. The outstanding balance of the loan as at 31 December 2016 was € 284 million.

# 3. Bond loan €200 million

In line with the Group's risk management strategy to increase the percentage of committed term credit facilities, Hellenic Petroleum S.A. concluded a €200 million committed credit facility in January 2015, with a tenor of 3 years, with National Bank of Greece.

## 4. Bond loans stand-by facility €400 million

In May 2016 Hellenic Petroleum S.A. concluded a  $\in$  400 million bond loan stand-by facility with a tenor of 18 months and an extension option for a further 6 months. The bond loan facility has two Tranches, a committed Tranche of  $\in$ 240 million and an uncommitted Tranche of  $\in$ 160 million. The balance of the committed Tranche as at 31 December 2016 was  $\in$ 72 million.

#### 5. EIB Term loans

On 26 May 2010, Hellenic Petroleum S.A. signed two loan agreements (Facilities A and B) with the European Investment Bank for a total amount of €400 million (€200 million each). The purpose of the loans was to finance part of the investment program relating to the upgrade of the Elefsina Refinery. Both loans had a maturity of twelve years with amortization beginning in December 2013 and similar terms and conditions. Facility B is credit enhanced by a commercial bank guarantee (see note 12). This is normal practice for EIB lending

particularly during the construction phase of large projects. Total repayments on both loans up to 31 December 2016 amounted to € 156 million (€44 million paid during 2016). See also note 12 - Cash and Cash Equivalents.

#### 6. Eurobond €500m

In May 2013, the Group issued a €500 million four-year Eurobond, with an 8% annual coupon, maturing in May 2017. The Notes were issued by Hellenic Petroleum Finance Plc and are guaranteed by Hellenic Petroleum S.A. The notes were partially prepaid in October 2016 with the proceeds of a new Eurobond issue of €375 million five-year Eurobond as detailed below. The balance as at 31 December 2016 was €264 million.

#### 7. Eurobond \$400m

In May 2014 the Group issued a \$400 million two-year Eurobond, with a 4,625% annual coupon, maturing in May 2016. In May 2016 Hellenic Petroleum Finance repaid the \$400 million Eurobond upon maturity. The exchange gain realised upon repayment was €12 million and is included in Currency exchange gains / (losses) (Note 26).

### 8. Eurobond €325m

In July 2014 the Group issued a €325 million five-year Eurobond, with a 5,25% annual coupon, maturing in July 2019. The Notes, which were issued by Hellenic Petroleum Finance Plc and are guaranteed by Hellenic Petroleum S.A., are redeemable at the option of the Issuer in July 2017 and are listed on the Luxembourg Stock Exchange.

### 9. Eurobond €375m

In October 2016 HPF issued a €375 million five-year 4.875% Eurobond guaranteed by Hellenic Petroleum S.A. with the issue price being 99.453 per cent. of the principal amount. The notes mature in October 2021. The proceeds of the issue were used to repay existing financial indebtedness, including the partial prepayment of the €500 million Eurobond maturing in May 2017 through a tender offer process which was completed in October 2016 during which notes of nominal value of €225 million were accepted.

## 10. Bilateral lines

The Group companies have credit facilities with various banks in place, for general corporate purposes. These mainly relate to short-term loans of the parent company Hellenic Petroleum S.A., which have been put in place and renewed as necessary over the past few years.

Certain medium term credit agreements that the Group has concluded, include financial covenants, mainly for the maintenance of certain ratios such as: "Net Debt/EBITDA", "EBITDA/Net Interest" and "Net Debt/Net Worth". Management monitors the performance of the Group to ensure compliance with the above covenants.

### 11. Finance leases

Finance leases are analysed as follows:

|                                  | As at                   |                         |  |
|----------------------------------|-------------------------|-------------------------|--|
|                                  | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Obligations under finance leases |                         |                         |  |
| Within 1 year                    | 575                     | 533                     |  |
| Between 1 and 2 years            | 655                     | 601                     |  |
| Between 2 and 5 years            | 1.890                   | 1.949                   |  |
| After 5 years                    | 1.184                   | 1.756                   |  |
| Total lease payments             | 4.304                   | 4.839                   |  |

for the year ended 31 December 2016 (All amounts in Euro thousands unless otherwise stated)

#### **17 Deferred income tax**

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The offset amounts are as follows:

|   | As at                   |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Deferred tax assets:  |                         |                         |  |
| Deferred tax assets to be recovered after more than 12 months     | 100.973                 | 239.538                 |  |
|   | 100.973                 | 239.538                 |  |
| Deferred tax liabilities:   |                         |                         |  |
| Deferred tax liabilities to be incurred after more than 12 months | (42.736)                | (45.287)                |  |
|   | (42.736)                | (45.287)                |  |
|   | 58.237                  | 194.251                 |  |

The gross movement on the deferred income tax asset / (liability) is as follows:

|                                      | As at                   |                         |  |
|--------------------------------------|-------------------------|-------------------------|--|
|                                      | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Beginning of the year                | 194.251                 | 183.835                 |  |
| Income statement recovery / (charge) | (122.149)               | 15.768                  |  |
| Charged / (released) to equity       | (12.106)                | (5.371)                 |  |
| Other movements                      | (1.759)                 | 19                      |  |
| End of year                          | 58.237                  | 194.251                 |  |

Deferred tax relates to the following types of net temporary differences:

|   | As at                   |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Intangible and tangible fixed assets                    | (205.068)               | (198.137)               |  |
| Inventory valuation                                     | 11.297                  | 7.068                   |  |
| Unrealised exchange gains                               | (5.383)                 | 20.066                  |  |
| Employee benefits provision                             | 31.869                  | 28.441                  |  |
| Provision for bad debts                                 | 26.908                  | 16.345                  |  |
| Derivative financial instruments at fair value          | (4.406)                 | 12.732                  |  |
| Net interest cost carried forward (thin capitalisation) | 47.625                  | 46.886                  |  |
| Net tax losses carried forward                          | 139.392                 | 248.678                 |  |
| Environmental provisions                                | 3.548                   | 4.575                   |  |
| Impairment of investments                               | 9.430                   | 5.216                   |  |
| Other temporary differences                             | 3.025                   | 2.381                   |  |
| End of year   | 58.237                  | 194.251                 |  |

Deferred tax assets relating to tax loss carry-forwards are recognised if it is probable that they can be offset against future taxable profits. As at 31 December 2016, the Group recognised deferred tax assets on tax loss carry-forwards totalling €139 million (2015: €249 million) since, on the basis of the approved business plan, the Group considers it probable that these can be offset against future taxable profits.

In 2014, thin capitalization rules as per art. 49 of law 4172/2013 were applied for the first time, whereby the net interest expense is deductible up to a certain percentage of tax EBITDA (60% for 2014, 50% for 2015 and 40% for 2016 and onwards). This resulted in a deferred tax asset of €48 million as at 31 December 2016 (31 December 2015: €47 million), which can be offset against future taxable profits without any time constraints.

# 18 Retirement benefit obligations

The table below outlines where the group's retirement benefit amounts and activity are included in the financial statements.

|   | As at                   |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Statement of Financial Position obligations for:            |                         |                         |  |
| Pension benefits  | 110.912                 | 95.362                  |  |
| Liability in the Statement of Financial Position            | 110.912                 | 95.362                  |  |
| Statement of Comprehensive Income charge for:               |                         |                         |  |
| Pension benefits  | 9.060                   | 9.554                   |  |
| Total as per Statement of Comprehensive Income              | 9.060                   | 9.554                   |  |
| Remeasurements for:   |                         |                         |  |
| Pension benefits  | 10.172                  | (1.818)                 |  |
| <b>Total as per Statement of Other Comprehensive Income</b> | 10.172                  | (1.818)                 |  |

The amounts recognised in the Statement of Financial Position are as follows:

|  | As at            |                         |  |
|--|------------------|-------------------------|--|
|  | 31 December 2016 | <b>31 December 2015</b> |  |
| Present value of funded obligations              | 19.822           | 16.717                  |  |
| Fair value of plan assets                        | (8.370)          | (7.118)                 |  |
| Deficit of funded plans                          | 11.452           | 9.599                   |  |
| Present value of unfunded obligations            | 99.460           | 85.763                  |  |
| Liability in the Statement of Financial Position | 110.912          | 95.362                  |  |

The Group operates defined benefit pension plans in Greece, Bulgaria, FYROM, Montenegro and Cyprus. All of the plans are final salary pension plans. The level of benefits provided depend on members' length of service and remuneration. The majority of the plans are unfunded, however there are certain plans in Greece and Cyprus that have plan assets.

The movement in the defined benefit obligation is as follows:

|   | Present Value of<br>Obligation | Fair Value of Plan<br>Assets | Total   |
|---|--------------------------------|------------------------------|---------|
| As at 1 January 2015  | 99.773                         | (7.045)                      | 92.728  |
| Current service cost  | 4.876                          | -                            | 4.876   |
| Interest expense/(income)                                       | 3.125                          | (160)                        | 2.965   |
| Past service costs and (gains)/losses on settlements            | 1.713                          | -                            | 1.713   |
| Statement of comprehensive income charge                        | 9.714                          | (160)                        | 9.554   |
| Remeasurements:   |                                |                              |         |
| - Return on plan assets, excluding amounts included in Interest |                                |                              |         |
| expense/(income)  | -                              | 89                           | 89      |
| - (Gain)/loss from change in demographic assumptions            | 83                             | -                            | 83      |
| - (Gain)/loss from change in financial assumptions              | (3.719)                        | -                            | (3.719) |
| - Experience (gains)/losses                                     | 1.729                          | -                            | 1.729   |
| Statement of other comprehensive income charge                  | (1.907)                        | 89                           | (1.818) |
| Exchange Differences  | (2)                            | -                            | (2)     |
| Benefits paid directly by the group/Contributions paid by the   |                                |                              |         |
| group   | (4.328)                        | (772)                        | (5.100) |
| Benefit payments from the plan                                  | (770)                          | 770                          | -       |
| As at 31 December 2015  | 102.480                        | (7.118)                      | 95.362  |

|  | Present Value of<br>Obligation | Fair Value of Plan<br>Assets | Total             |
|--|--------------------------------|------------------------------|-------------------|
| As at 1 January 2016   | 102.480                        | (7.118)                      | 95.362            |
| Current service cost   | 4.841                          | -                            | 4.841             |
| Interest expense/(income)  | 3.458                          | (174)                        | 3.284             |
| Past service costs and (gains)/losses on settlements   | 935                            | -                            | 935               |
| Statement of comprehensive income charge   | 9.234                          | (174)                        | 9.060             |
| Remeasurements: - Return on plan assets, excluding amounts included in Interest expense/(income) | -                              | (307)                        | (307)             |
| - (Gain)/loss from change in demographic assumptions   | (322)                          | -                            | (322)             |
| - (Gain)/loss from change in financial assumptions - Experience (gains)/losses                   | 15.566<br>(4.766)              | -<br>-                       | 15.566<br>(4.766) |
| Statement of other comprehensive income charge   | 10.478                         | (307)                        | 10.172            |
| Benefits paid directly by the group/Contributions paid by the group                              | (2.155)                        | (1.526)                      | (3.681)           |
| Benefit payments from the plan   | (755)                          | 755                          | -                 |
| As at 31 December 2016   | 119.282                        | (8.370)                      | 110.912           |

The expected maturity analysis of undiscounted pension benefits is as follows:

| Balance at 31 December 2016      |         | Less than a year | Between<br>year |      | Between 2-5<br>years | Over 5          | years      | Total   |
|----------------------------------|---------|------------------|-----------------|------|----------------------|-----------------|------------|---------|
| Pension Benefits                 |         | 2.975            | 2.07            | 1    | 16.009               | 251.9           | 042        | 272.997 |
| Plan assets are comprised as for | ollows: |                  |                 |      |                      |                 | _          |         |
|                                  | Quoted  | 2016<br>Unquoted | Total           | %    | Quoted               | 201<br>Unquoted | 5<br>Total | %       |
| Equity Instruments               | 1.938   | -                | 1.938           | 23%  | 1.827                | -               | 1.827      | 26%     |
| Debt Instruments                 |         |                  |                 |      |                      |                 |            |         |
| - Government bonds               | 781     | -                | 781             | 9%   | 210                  | -               | 210        | 3%      |
| - Corporate bonds                | 2.950   | -                | 2.950           | 35%  | 2.360                | -               | 2.360      | 33%     |
| Investment funds                 | 947     | -                | 947             | 11%  | 1.029                | -               | 1.029      | 14%     |
| Real Estate/ Property            | 1.442   | -                | 1.442           | 17%  | 1.371                | -               | 1.371      | 19%     |
| Cash and cash equivalents        | -       | 312              | 312             | 4%   | -                    | 321             | 321        | 5%      |
| Total                            | 8.058   | 312              | 8.370           | 100% | 6.797                | 321             | 7.118      | 100%    |

The principal actuarial assumptions used were as follows:

|                         | As at                   |                         |  |
|-------------------------|-------------------------|-------------------------|--|
|                         | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Discount Rate           | 2,50%                   | 3,50%                   |  |
| Future Salary Increases | 0,50%                   | 0,50%                   |  |
| Inflation               | 0,50%                   | 0,50%                   |  |

for the year ended 31 December 2016

(All amounts in Euro thousands unless otherwise stated)

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

|                         | Impact on Defi       | Impact on Defined Benefit Obligation |               |  |  |
|-------------------------|----------------------|--------------------------------------|---------------|--|--|
|                         |                      | Increase in                          | Decrease in   |  |  |
|                         | Change in assumption | assumption                           | assumption    |  |  |
| Discount Rate           | 0,5%                 | -5,16%                               | 5,57%         |  |  |
| Future Salary Increases | 0,5%                 | 4,61%                                | Not appicable |  |  |

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognized within the statement of financial position.

Expected contributions to defined benefit plans for the following year amount to €1,1 million. The weighted average duration of the defined benefit obligation is 17 years.

# 19 Provisions for other liabilities and charges

The movement for provisions for 2016 and 2015 is as follows:

|   | Provisions for other liabilities and charges |
|---|--|
| At 1 January 2015                             | 6.224  |
| Charged / (credited) to the income statement: |  |
| - Additional provisions                       | 219  |
| - Utilized during year                        | (38)   |
| At 31 December 2015                           | 6.405  |
| Charged / (credited) to the income statement: |  |
| - Additional provisions                       | 4.733  |
| - Utilized during year                        | (1)  |
| Other movements / Reclassifications           | (1.831)                                      |
| At 31 December 2016                           | 9.306  |

The majority of the amounts reported in the above category concern provisions for pending legal claims.

# 20 Trade and other payables, non-current

|                          | As at                   |                         |  |
|--------------------------|-------------------------|-------------------------|--|
|                          | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Government grants        | 12.454                  | 10.792                  |  |
| Trade and other payables | 247.190                 | 11.882                  |  |
| Total                    | 259.644                 | 22.674                  |  |

## Government grants

Advances by the Government to the Group's entities relate to grants for the purchase of property plant and equipment. Amortization for 2016 amounted to €1,4 million (2015: €2,1 million).

# Trade and other payables

Trade and other payables, non-current are comprised of cash guarantees received from petrol station dealers/managers of the Group's retail companies in order to ensure that contract terms and conditions are met, as well as the long term portion of the NIOC trade payables (Note15).

### 21 Derivative financial instruments

|                           |         | 31 Decem | ber 2016 |             |          | 31 Decem | ber 2015   |             |
|---------------------------|---------|----------|----------|-------------|----------|----------|------------|-------------|
| Commodity Derivative type | Notiona | l Amount | Assets   | Liabilities | Notional | l Amount | Assets     | Liabilities |
|                           | MT'000  | Bbls'000 | €        | $\epsilon$  | MT'000   | Bbls'000 | $\epsilon$ | $\epsilon$  |
| Commodity Swaps           |         | 2.588    | 15.192   | -           | _        | 2.948    | -          | 34.814      |
|                           | -       | 2.588    | 15.192   | -           | -        | 2.948    | -          | 34.814      |
| Total                     |         |          | 15.192   | -           |          |          | -          | 34.814      |
|                           |         |          |          | mber 2016   |          |          |            | mber 2015   |
| Non-current portion       |         |          | Assets   | Liabilities |          |          | Assets     | Liabilities |
| Commodity swaps           |         | -        | -        |             |          | -        | -          | -           |
| Current portion           |         |          | -        | -           |          |          | -          | -           |
| Commodity swaps           |         | _        | 15.192   | -           |          | _        | -          | 34.814      |
|                           |         |          | 15.192   | -           |          |          | -          | 34.814      |
| Total                     |         | •        | 15.192   | -           |          | •        | -          | 34.814      |

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedging criteria, they are classified as 'held for trading' for accounting purposes.

The full fair value of a hedging derivative is classified as a non-current asset or liability if the remaining maturity of the hedged item is more than 12 months and, as a current asset or liability, if the maturity of the hedged item is less than 12 months.

# Derivatives designated as cash flow hedges

During the year ended 31 December 2016 amounts transferred to the statement of comprehensive income, relating to contracts that were settled during the year, amounted to  $\[ \in \]$ 19,642 million loss, net of tax (2015:  $\[ \in \]$ 24,548 million loss, net of tax).

The remaining cash flow hedges are highly effective and the movement in their fair value, amounting to a gain of €15,862 net of tax as at 31 December 2016, (2015: €4,802 loss, net of tax), is included in the hedging reserve (see Note 14).

The maximum exposure to credit risk at the reporting date is the fair value of the derivative assets in the statement of financial position.

# 22 Expenses by nature

|   | For the year ended      |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Raw materials and consumables used                        | 4.876.484               | 5.848.285               |  |
| Employee costs  | 234.100                 | 227.506                 |  |
| Depreciation  | 194.198                 | 179.869                 |  |
| Amortisation  | 15.280                  | 19.031                  |  |
| Impairment of PPE   | 8.313                   | -                       |  |
| Other expenses  | 753.160                 | 791.894                 |  |
| Total cost of sales, distribution cost and administrative |                         |                         |  |
| expenses  | 6.081.535               | 7.066.586               |  |

Employee costs are set out in the table below:

# **Employee costs**

|                           | For the year ended      |                         |  |
|---------------------------|-------------------------|-------------------------|--|
|                           | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Wages and salaries        | 164.326                 | 157.403                 |  |
| Social security costs     | 39.628                  | 38.100                  |  |
| Pension costs             | 8.075                   | 9.801                   |  |
| Other employment benefits | 22.071                  | 22.202                  |  |
| Total                     | 234.100                 | 227.506                 |  |

Other employment benefits include medical insurance, catering and transportation expenses. They also include expenses paid to employees as part of the voluntary retirement scheme (VRS) which are approximately 0.6 million (2015: 1.4 million). See Note 24.

# 23 Exploration and Development expenses

Geological and geophysical costs are expensed as incurred (2016: €2,2 million and 2015: €0,5 million) and relate mainly to exploration operations in the Gulf of Patraikos Lease-Area, offshore Greece, in a joint operation between HELPE Patraikos (50%, operator) & Edison International SpA (50%). The Lease Agreement for the offshore area of the Gulf of Patraikos has been ratified by the Greek Parliament and has been published in the Greek Government Gazette as Law No. 4299 - Volume A, 221/03-10-14.

Exploration license costs relating to Patraikos area have been capitalized within intangible assets (2016: €0,07 million) and are amortised over the term of the exploration period.

# 24 Other operating income / (expenses) and other gains / (losses)

Other operating income/ (expenses) and other gains / (losses) are analysed as follows:

|   | For the year ended      |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Income from Grants                              | 1.404                   | 2.121                   |  |
| Services to 3rd Parties                         | 5.804                   | 2.369                   |  |
| Rental income                                   | 8.471                   | 11.044                  |  |
| Profit / (loss) from the sale of PPE - net      | 633                     | (614)                   |  |
| Insurance compensation                          | 41.727                  | 1.357                   |  |
| Discounting effect of long-term liabilities     | 8.285                   | -                       |  |
| Voluntary retirement scheme cost                | (551)                   | (1.448)                 |  |
| Provisions for customs related disputes         | (7.173)                 | -                       |  |
| Other operating income / (expenses)             | (5.707)                 | 340                     |  |
| Total other operating income / (expenses)       | 52.893                  | 15.169                  |  |
| Impairment of investments                       | (14.759)                | (7.000)                 |  |
| Other operating (losses) / gains                | (8.084)                 | 1.258                   |  |
| Total other operating income / (expenses) - net | 30.050                  | 9.427                   |  |

Rental income relates to long term rental of petrol stations, let to dealers. Insurance compensation relates to the settlement of an insurance claim relating to the business interruption of the Elefsina refinery flexicocker unit in 2012. Other operating income / (expenses) include income or expenses which do not relate to the trading activities of the Group.

Impairment of investments includes the impairment in Elpedison B.V (Note 8) and the impairment of available-for-sale financial assets.

Other operating (losses) / gains mainly comprise results from open market purchases relating to Eurobonds (Note 16).

# 25 Finance (Expenses) / Income - Net

|                                      | For the year ended |                         |  |  |
|--------------------------------------|--------------------|-------------------------|--|--|
|                                      | 31 December 2016   | <b>31 December 2015</b> |  |  |
| Interest income                      | 5.129              | 8.797                   |  |  |
| Interest expense and similar charges | (205.909)          | (209.842)               |  |  |
| Finance costs -net                   | (200.780)          | (201.045)               |  |  |

In addition to the finance cost shown above , as explained in Note 6, an amount of  $\in$ 1,9 million of finance costs (2015:  $\in$ 2,4 million) has been capitalised.

# 26 Currency exchange gains / (losses)

Foreign currency exchange gains of €21 million (31 December 2015: €27 million loss) relate to (a) realized gains on settlement of USD denominated loans, due to the weakening of the USD against the Euro upon repayment of the \$400 million Eurobond and (b) unrealized gains arising from the valuation of bank accounts denominated in USD.

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# 27 Income tax expense

|                               | For the year ended      |                         |  |  |
|-------------------------------|-------------------------|-------------------------|--|--|
|                               | <b>31 December 2016</b> | <b>31 December 2015</b> |  |  |
| Current tax                   | (14.787)                | (9.705)                 |  |  |
| Deferred tax (Note 17)        | (122.149)               | 15.768                  |  |  |
| Income Tax (expense) / credit | (136.936)               | 6.063                   |  |  |

The corporate income tax rate of legal entities in Greece is 29% for 2016 (2015: 29%).

Effective for fiscal years ending 31 December 2011 onward, Greek companies meeting certain criteria have to be audited on an annual basis by their statutory auditor in respect of compliance with tax law. This audit leads to the issuance of a Tax Certificate which under certain conditions, substitutes the full tax audit by the tax authorities, however the tax authorities reserve the right of future tax audit. All Group companies based in Greece have been audited by their respective statutory auditor and have received a Tax Compliance report with no findings, for fiscal years up to 2015 (inclusive).

### Unaudited income tax years

The unaudited income tax years of the parent company and its most significant subsidiaries are set out below. As a result their income tax obligations are not considered final. As mentioned above from 2011 onwards, Group companies based in Greece have been audited by their respective statutory auditor and have obtained unqualified Tax Compliance Certificates up to the fiscal year ended 31 December 2015, therefore these fiscal years are considered audited.

| Company Name            | Financial years |
|-------------------------|-----------------|
| Company Name            | ended           |
| HELLENIC PETROLEUM S.A. | 2010            |
| EKO S.A                 | 2008-2010       |
| HELLENIC FUELS S.A.     | 2010            |

Issuance of tax certificates for the fiscal year 2016 is expected within the 2<sup>nd</sup> quarter of 2017.

Management believes that no additional material liability will arise as a result of unaudited tax years over and above the tax liabilities and provisions recognised in the consolidated financial statements for the year ended 31 December 2016.

### Other Taxes

Provisional VAT audits have been completed for:

- Hellenic Petroleum S.A. for the period up to and including December 2014,
- EKO S.A. up to and including October 2013.

Relevant audits, for subsequent periods and for other Group companies are in progress.

The tax (charge) / credit relating to components of other comprehensive income, is as follows:

|  | For the year ended 31 December 2016 |                     |           | 31 December 2015 |                     |           |
|--|-------------------------------------|---------------------|-----------|------------------|---------------------|-----------|
|  | Before tax                          | (charge)/<br>credit | After tax | Before tax       | (charge)/<br>credit | After tax |
| Share of other comprehensive income of associates          | (869)                               | -                   | (869)     | -                | -                   | -         |
| Available-for-sale financial assets                        | 147                                 | -                   | 147       | (272)            | 17                  | (255)     |
| Cash flow hedges   | 50.006                              | (14.502)            | 35.504    | 25.273           | (5.527)             | 19.746    |
| Currency translation differences                           | (1.076)                             | -                   | (1.076)   | (603)            | -                   | (603)     |
| Actuarial gains/ (losses) on defined benefit pension plans | (10.172)                            | 2.396               | (7.776)   | 1.818            | (203)               | 1.615     |
| Other comprehensive income                                 | 38.036                              | (12.106)            | 25.930    | 26.216           | (5.713)             | 20.503    |

Numerical reconciliation of Group Income tax expense to prima facie tax payable:

|   | For the year ended      |                         |
|---|-------------------------|-------------------------|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |
| Profit/(Loss) before tax  | 465.671                 | 38.964                  |
| Tax (expense) / credit at Greek corporation tax rate of 29% (2015 - |                         |                         |
| 29%)  | (135.044)               | (11.300)                |
| Difference in overseas tax rates                                    | 3.878                   | 7.162                   |
| Tax exempt results of shipping companies                            | 3.016                   | 3.062                   |
| Tax on income not subject to corporate tax                          | 5.065                   | 8.482                   |
| Tax on expenses not deductible for tax purposes                     | (12.590)                | (7.070)                 |
| Utilization of previously unrecognized tax losses                   | 594                     | 1.937                   |
| Tax losses for which no deferred income tax was recognised          | (1.430)                 | (5.204)                 |
| Adjustments to Deferred tax due to changes in tax rate              | 3                       | 13.946                  |
| Adjustments for current tax of prior periods                        | 255                     | (6.182)                 |
| Other   | (683)                   | 1.230                   |
| Tax (Charge) / Credit   | (136.936)               | 6.063                   |

# 28 Earnings per share

Basic and diluted earnings per ordinary share are equal, as the effect of dilution is not material. Basic earnings per share are calculated by dividing the net profit attributable to equity holders of the company by the weighted average number of ordinary shares in issue during the period.

|   | For the year ended      |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Earnings per share attributable to the Company Shareholders |                         |                         |  |
| (expressed in Euro per share):                              | 1,08                    | 0,15                    |  |
| Net income attributable to ordinary shares                  |                         |                         |  |
| (Euro in thousands)   | 329.760                 | 46.684                  |  |
|   |                         |                         |  |
| Average number of ordinary shares outstanding               | 305.635.185             | 305.635.185             |  |

# 29 Dividends per share

The BOD will propose to the upcoming AGM the distribution of a dividend out of prior-year reserves of 0.20 per share. The Board did not approve a change in dividend policy overall and will re-evaluate the payment of an additional dividend, special dividend or interim dividend during 2017.

#### 30 **Cash generated from operations**

|   |      | For the year ended      |                         |
|---|------|-------------------------|-------------------------|
|   | Note | <b>31 December 2016</b> | <b>31 December 2015</b> |
| Profit before tax   |      | 465.671                 | 38.963                  |
| Adjustments for:  |      |                         |                         |
| Depreciation and amortisation of property, plant &        |      |                         |                         |
| equipment and intangible assets                           | 6,7  | 209.478                 | 198.900                 |
| Impairment of fixed assets                                | 6    | 8.313                   | -                       |
| Amortisation of grants                                    | 20   | (1.404)                 | (2.121)                 |
| Finance costs - net                                       | 25   | 200.780                 | 201.045                 |
| Share of operating profit of associates                   | 8    | (19.407)                | (21.518)                |
| (Gain)/Loss from disposal of available for sale financial |      |                         |                         |
| assets  |      | =                       | 6                       |
| Provisions for expenses & valuation charges               |      | 77.011                  | 69.851                  |
| Foreign exchange (gains) / losses                         | 26   | (20.773)                | 26.753                  |
| Discounting effect on long term payables                  | 24   | (8.285)                 | -                       |
| Loss / (gain) on sale of property, plant and equipment    | _    | (633)                   | 614                     |
|   | _    | 910.751                 | 512.493                 |
| Changes in working capital                                |      |                         |                         |
| Decrease / (increase) in inventories                      |      | (281.476)               | (50.492)                |
| (Increase) / decrease in trade and other receivables      |      | (155.812)               | (73.892)                |
| Increase / (decrease) in payables                         | _    | (790.829)               | 106.249                 |
|   | _    | (1.228.117)             | (18.135)                |
| Net cash generated from operating activities              | _    | (317.366)               | 494.358                 |

#### 31 **Contingencies and litigation**

The Group has contingent liabilities in respect of bank and other guarantees and other matters arising in the ordinary course of business. They are as follows:

# (a) Business issues

#### Unresolved legal claims (i)

The Group is involved in a number of legal proceedings and has various unresolved claims pending arising in the ordinary course of business. Based on currently available information and the opinion of legal counsel, management believes the final outcome will not have a significant effect on the Group's operating results or financial position, over and above provisions already reflected in the consolidated financial statements.

#### (ii) Guarantees

The parent Company has provided letters of comfort and guarantees in favour of banks as security for loans granted by them to subsidiaries and associates of the Group, the outstanding amount of which as at 31 December 2016 was the equivalent of €1.210 million (31 December 2015: €1.427 million). Out of these, €1.110 million (31 December 2015: €1.322 million) are included in consolidated borrowings of the Group and are presented as such in the consolidated financial statements.

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# (iii) International operations

The Group's international operations face a number of legal issues related to changes in local permits and tax regulations, however it is considered that they do not present any material impact on the consolidated financial statements. Such cases include a dispute in connection with the local tank depots of Jugopetrol AD in Montenegro, as well as the re-opening of the Commission for the Protection of Competition in Cyprus' investigation against the Petroleum companies operating there (wholesale), for the period from 1 October 2004 to 22 December 2006, according to which a fine of €14 million against the Company had been imposed in 2011. Management believes that no additional material liabilities will arise as a result of these cases over and above those recognised in the consolidated financial statements.

### (a) Taxation and customs

# (i) Open tax years – Litigation tax cases

Income tax audits for the Group's most important Greek legal entities have been completed up to and including the financial year ended 31 December 2009, with the exception of EKO where income tax audits have been concluded up to and including the financial year ended 31 December 2007, while ongoing audits are in place for financial years from 2008 up to and including the year ended 31 December 2010 for EKO, as well as for financial years from 2010 up to and including the years ended 31 December 2012, for HELPE. Furthermore, for these legal entities, provisional tax audits mainly relating to VAT refunds have been concluded up to more recent dates for the same entities. In cases where the audits have been finalized and any amounts charged are disputable, the Group has timely practiced all possible legal remedies. Management believes that no additional material liability will arise either as a result of open tax years or from the outcome of current litigation cases over and above the tax liabilities and provisions recognised in the consolidated financial statements.

It is noted that for financial years ending 31 December 2011 up to 31 December 2015, Greek legal entities were subject to annual tax audits from their statutory auditors. All the relevant Group companies were audited for the financial years ended 31 December 2011- 2015 obtaining unqualified tax audit certificates. According to recent legislation, the tax audit and the issuance of tax certificates is also valid from 2016 onwards but on an optional basis.

#### (ii) Assessments of customs and fines

In 2008, Customs authorities assessed additional customs duties and penalties amounting to approximately €40 million for alleged "stock shortages" during the years 2001-2005. The Company has duly filed contestations before the Administrative Court of First Instance, and Management believes that this case will have a positive outcome when the court hearings take place.

Notwithstanding the filing of the above contestations, the Customs office withheld an amount of €54 million (full payment plus surcharges) of established VAT refunds (Note 11), an action against which the Company filed two Contestations before the Administrative Courts of Athens and Piraeus. The Administrative Court of Athens ruled that the withholding effected by the Tax Office was done against the law.

The Company considers that the above amounts will be recovered.

# 32 Commitments

### (a) Capital commitments

Significant contractual commitments of the Group amount to €23 million as at 31 December 2016 (31 December 2015: €35 million), which mainly relate to improvements in refining assets.

### (b) Operating lease commitments

The Group leases offices and petrol stations (buildings and plant) under non-cancellable operating lease agreements.

The future aggregate minimum lease payments under these non-cancellable operating leases are as follows:

|   | For the year ended |                         |  |
|---|--------------------|-------------------------|--|
|   | 31 December 2016   | <b>31 December 2015</b> |  |
| No later than 1 year                        | 33.971             | 31.502                  |  |
| Later than 1 year and no later than 5 years | 112.872            | 119.551                 |  |
| Later than 5 years                          | 113.331            | 102.883                 |  |
| Total                                       | 260.174            | 253.936                 |  |

#### (c) Letters of Credit

The Group may be requested to provide bank letters of credit to suppliers in order to obtain better commercial and credit terms. To the extent that such items are already recorded as liabilities in the financial statements there is no additional commitment to be disclosed. In cases where the underlying transaction occurs after the year end, the Group is not liable to settle the letter of credit and hence no such liability exists as at the year end.

# 33 Related-party transactions

Included in the statement of comprehensive income are proceeds, costs and expenses, which arise from transactions between the Group and related parties. Such transactions are mainly comprised of sales and purchases of goods and services in the ordinary course of business and are conducted under normal trading and commercial terms on an arm's length basis:

Transactions have been carried out with the following related parties:

- a) Associates and joint ventures of the Group which are consolidated under the equity method:
  - Athens Airport Fuel Pipeline Company S.A. (EAKAA)
  - Public Gas Corporation of Greece S.A. (DEPA)
  - Elpedison B.V.
  - Spata Aviation Fuel Company S.A. (SAFCO)
  - HELPE Thraki S.A.
  - D.M.E.P. HOLDCO

(All amounts in Euro thousands unless otherwise stated)

|  | For the year ended |                         |  |
|--|--------------------|-------------------------|--|
|  |                    | <b>31 December 2015</b> |  |
| Sales of goods and services to related parties       |                    |                         |  |
| Associates   | 760.269            | 827.339                 |  |
| Joint ventures                                       | 171                | 499                     |  |
| Total  | 760.440            | 827.838                 |  |
| Purchases of goods and services from related parties |                    |                         |  |
| Associates   | 780.259            | 855.792                 |  |
| Joint ventures                                       | 3.533              | 1.184                   |  |
| Total  | 783.792            | 856.975                 |  |
|  |                    |                         |  |
| Balances due to related parties                      |                    |                         |  |
| Associates   | 34.846             | 73.348                  |  |
| Joint ventures                                       | 639                | 294                     |  |
| Total  | 35.485             | 73.642                  |  |
|  |                    |                         |  |
| Balances due from related parties                    | 22.520             | 12.052                  |  |
| Associates Joint ventures                            | 23.720             | 42.062                  |  |
| Joint ventures                                       | 9                  | 101                     |  |
| Total  | 23.729             | 42.163                  |  |

The parent Company has provided letters of comfort and guarantees in favour of banks as security for loans granted by them to Elpedison B.V., the outstanding amount of which as at 31 December 2016 was €100 million (31 December 2015: €105 million).

- Government related entities which are under common control with the Group due to the shareholding and control rights of the Hellenic State and with which the Group has material transactions or balances:
  - Public Power Corporation Hellas S.A.
  - Hellenic Armed Forces
  - Road Transport S.A.
  - Trainose S.A.

During the year ended 31 December 2016, transactions and balances with the above government related entities are as follows:

- Sales of goods and services amounted to €141 million (31 December 2015: €281 million);
- Purchases of goods and services amounted to €51 million (31 December 2015: €49 million);
- Receivable balances of €18 million (31 December 2015: €31 million);
- Payable balances of €2 million (31 December 2015: €10 million).

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c) Key management includes directors (Executive and Non-Executive Members of the board of Hellenic Petroleum S.A.) and General Managers. The compensation paid or payable to the aforementioned key management is as follows:

|                                  | For the year 31 December     |                      | For the year ended 31 December 2015 |                      |  |
|----------------------------------|------------------------------|----------------------|-------------------------------------|----------------------|--|
|                                  | Short term employee benefits | Termination benefits | Short term employee benefits        | Termination benefits |  |
| BOD Executive Members            | 1.355                        | -                    | 1.370                               | 608                  |  |
| <b>BOD Non Executive Members</b> | 508                          | 2                    | 633                                 | 445                  |  |
| General Managers                 | 1.740                        | 523                  | 1.629                               | 757                  |  |
| Total                            | 3.603                        | 525                  | 3.632                               | 1.810                |  |

The Board of Directors is comprised of four executive directors and nine non-executive directors.

# 34 Principal subsidiaries, associates and joint ventures included in the consolidated financial statements

|  |                                |              | EFFECTIVE     |               |
|--|--------------------------------|--------------|---------------|---------------|
|  |                                | COUNTRY OF   | PARTICIPATION | METHOD OF     |
| COMPANY NAME                               | ACTIVITY                       | REGISTRATION | PERCENTAGE    | CONSOLIDATION |
| HELLENIC FUELS AND LUBRICANTS INDUSTRIAL   | Marketing                      | GREECE       | 100,00%       | FULL          |
| EKOTA KO S.A.                              | Marketing                      | GREECE       | 49,00%        | FULL          |
| EKO KALYPSO M.E.P.E.                       | Marketing                      | GREECE       | 100,00%       | FULL          |
| EKO ATHINA MARITIME COMPANY                | Vessel owning / Marketing      | GREECE       | 100,00%       | FULL          |
| EKO ARTEMIS MARITIME COMPANY               | Vessel owning / Marketing      | GREECE       | 100,00%       | FULL          |
| EKO DIMITRA MARITIME COMPANY               | Vessel owning / Marketing      | GREECE       | 100,00%       | FULL          |
| EKO IRA MARITIME COMPANY                   | Vessel owning / Marketing      | GREECE       | 100,00%       | FULL          |
| EKO AFRODITI MARITIME COMPANY              | Vessel owning / Marketing      | GREECE       | 100,00%       | FULL          |
| EKO BULGARIA EAD                           | Marketing                      | BULGARIA     | 100,00%       | FULL          |
| EKO SERBIA AD                              | Marketing                      | SERBIA       | 100,00%       | FULL          |
| HELLENIC PETROLEUM INTERNATIONAL S.A.      | Holding                        | AUSTRIA      | 100,00%       | FULL          |
| HELPE CYPRUS LTD                           | Marketing                      | U.K          | 100,00%       | FULL          |
| RAMOIL S.A.                                | Marketing                      | CYPRUS       | 100,00%       | FULL          |
| HELLENIC PETROLEUM BULGARIA (HOLDINGS) LTD | Holding                        | CYPRUS       | 100,00%       | FULL          |
| HELLENIC PETROLEUM SERBIA (HOLDINGS) LTD   | Holding                        | CYPRUS       | 100,00%       | FULL          |
| JUGOPETROL AD                              | Marketing                      | MONTENEGRO   | 54,35%        | FULL          |
| GLOBAL ALBANIA S.A                         | Marketing                      | ALBANIA      | 99,96%        | FULL          |
| ELPET BALKANIKI S.A.                       | Holding                        | GREECE       | 63,00%        | FULL          |
| VARDAX S.A                                 | Pipeline                       | GREECE       | 50,40%        | FULL          |
| OKTA CRUDE OIL REFINERY A.D                | Refining                       | FYROM        | 51,35%        | FULL          |
| ASPROFOS S.A                               | Engineering                    | GREECE       | 100,00%       | FULL          |
| DIAXON S.A.                                | Petrochemicals                 | GREECE       | 100,00%       | FULL          |
| POSEIDON MARITIME COMPANY                  | Vessel owning / Petrochemicals | GREECE       | 100,00%       | FULL          |
| APOLLON MARITIME COMPANY                   | Vessel owning / Refining       | GREECE       | 100,00%       | FULL          |
| HELLENIC PETROLEUM FINANCE PLC             | Treasury services              | U.K          | 100,00%       | FULL          |
| HELLENIC PETROLEUM CONSULTING              | Consulting services            | GREECE       | 100,00%       | FULL          |
| HELLENIC PETROLEUM R.E.S S.A.              | Energy                         | GREECE       | 100,00%       | FULL          |
| HELPE-LARCO ENERGIAKI SERVION S.A.         | Energy                         | GREECE       | 51,00%        | FULL          |
| HELPE-LARCO ENERGIAKI KOKKINOU S.A.        | Energy                         | GREECE       | 51,00%        | FULL          |
| ENERGIAKI PYLOY METHONIS S.A.              | Energy                         | GREECE       | 100,00%       | FULL          |
| HELPE PATRAIKOS S.A.                       | E&P of hydrocarbons            | GREECE       | 100,00%       | FULL          |
| HELPE UPSTREAM S.A                         | E&P of hydrocarbons            | GREECE       | 100,00%       | FULL          |
| SUPERLUBE LTD                              | Lubricants                     | CYPRUS       | 100,00%       | FULL          |
| ELPEDISON B.V.                             | Power Generation               | NETHERLANDS  | 50,00%        | EQUITY        |
| SAFCO S.A.                                 | Airplane Fuelling              | GREECE       | 33,33%        | EQUITY        |
| DEPA S.A.                                  | Natural Gas                    | GREECE       | 35,00%        | EQUITY        |
| E.A.K.A.A S.A.                             | Pipeline                       | GREECE       | 50,00%        | EQUITY        |
| HELPE THRAKI S.A                           | Pipeline                       | GREECE       | 25,00%        | EQUITY        |
| DMEP HOLDCO LTD                            | Trade of crude/products        | U.K          | 48,00%        | EQUITY        |

- Subsidiaries with non- controlling interests are not material for the Group.
- On 31 August 2016 the Group companies Hellenic Fuels S.A. and EKO S.A. merged with the absorption of EKO S.A. by Hellenic Fuels S.A. Thereafter Hellenic Fuels S.A. was renamed to Hellenic Fuels and Lubricants Industrial and Commercial S.A.
- On 31 October 2016 the Group companies EKO Bulgaria EAD and HELPE Bulgaria Properties LTD merged with the absorption of HELPE Bulgaria Properties LTD by EKO Bulgaria EAD.
- On 15 December 2016 HELPE Cyprus Ltd, acquired the remaining 35% minority shareholding of Superlube Ltd which is now a wholly owned subsidiary.



# **1.2 Parent Company Financial Statements**

# **HELLENIC PETROLEUM S.A.**

# Financial Statements in accordance with IFRS for the year ended 31 December 2016



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## Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2016

## (All amounts in Euro thousands unless otherwise stated)

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Financial Statements in accordance with IFRS for the year ended 31 December 2016

(All amounts in Euro thousands unless otherwise stated)

## **Company Information**

**Directors** Efstathios Tsotsoros – Chairman of the Board

Grigorios Stergioulis - Chief Executive Officer

Andreas Shiamishis – Member Ioannis Psichogios – Member

Theodoros-Achilleas Vardas - Member

Georgios Grigoriou – Member

Stratis Zafiris - Member

Dimitrios Kontofakas – Member Vasileios Kounelis – Member Panagiotis Ofthalmides – Member Theodoros Pantalakis – Member Spiridon Pantelias – Member

Constantinos Papagiannopoulos – Member

Other Board Members

during the year

Georgios Stampoulis (Until 7/10/2016)

Georgios Maloglou (Until 27/4/2016)

Auditors: PricewaterhouseCoopers S.A.

268 Kifissias Ave. 152 32 Halandri

Greece



## Independent auditor's report

To the Shareholders of Hellenic Petroleum S.A.

## **Report on the Audit of the Financial Statements**

We have audited the accompanying financial statements of Hellenic Petroleum S.A. which comprise the statement of financial position as at 31 December 2016 and the statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing which have been transposed into Greek Law (GG/B'/2848/23.10.2012). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

PricewaterhouseCoopers S.A., 268 Kifissias Ave., 152 32 Halandri, Athens, Greece T: +30 210 6874700, F: +30 210 6874444, www.pwc.gr



## **Opinion**

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Hellenic Petroleum S.A. as at 31 December 2016, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union.

## **Report on Other Legal and Regulatory Requirements**

Taking into consideration that management is responsible for the preparation of the Board of Directors' Report and Corporate Governance Statement that is included therein according to the provisions of paragraph 5 article 2 of Law 4336/2015 (part B), we note the following:

- a) In the Board of Directors' Report is included the Corporate Governance Statement that contains the information that is required by article 43bb of Codified Law 2190/1920.
- b) In our opinion, the Board of Directors' report has been prepared in accordance with the legal requirements of articles 43a and 107A and paragraph 1 (c and d) of article 43bb of the Codified Law 2190/1920 and the content of the Board of Directors' report is consistent with the accompanying financial statements for the year ended 31 December 2016.
- c) Based on the knowledge we obtained from our audit of Hellenic Petroleum S.A. and its environment, we have not identified any material misstatement to the Board of Directors report.

pwc

Athens, 23 February 2017

Certified Auditor Accountant

PricewaterhouseCoopers S.A. Certified Auditors - Accountants 268, Kifissias Avenue 152 32 Halandri SOEL Reg. No. 113

Konstantinos Michalatos SOEL Reg. No. 17701

## **Statement of Financial Position**

|  |      | As at            |                  |
|--|------|------------------|------------------|
|  | Note | 31 December 2016 | 31 December 2015 |
| ASSETS   |      |                  |                  |
| Non-current assets   |      |                  |                  |
| Property, plant and equipment                              | 6    | 2.718.798        | 2.774.026        |
| Intangible assets  | 7    | 6.490            | 8.371            |
| Investments in subsidiaries, associates and joint ventures | 8    | 655.265          | 656.326          |
| Deferred income tax assets                                 | 17   | 38.839           | 177.639          |
| Available-for-sale financial assets                        |      | 1.017            | 50               |
| Loans, advances and long-term assets                       | 9 _  | 35.109           | 16.654           |
|  | _    | 3.455.518        | 3.633.066        |
| Current assets   |      |                  |                  |
| Inventories  | 10   | 839.306          | 580.747          |
| Trade and other receivables                                | 11   | 1.036.420        | 1.001.818        |
| Derivative financial instruments                           | 21   | 15.192           | -                |
| Cash, cash equivalents and restricted cash                 | 12   | 888.783          | 1.839.156        |
|  | _    | 2.779.701        | 3.421.721        |
| Total assets   |      | 6.235.219        | 7.054.787        |
| EQUITY   |      |                  |                  |
| Share capital  | 13   | 1.020.081        | 1.020.081        |
| Reserves   | 14   | 469.754          | 438.818          |
| Retained Earnings  |      | 100.315          | (234.008)        |
| Total equity   | _    | 1.590.150        | 1.224.891        |
| LIABILITIES  |      |                  |                  |
| Non-current liabilities                                    |      |                  |                  |
| Borrowings   | 16   | 1.460.281        | 1.536.414        |
| Retirement benefit obligations                             | 18   | 88.521           | 77.500           |
| Provisions for other liabilities and charges               | 19   | 6.829            | 3.000            |
| Trade and other payables                                   | 20   | 246.405          | 12.400           |
|  |      | 1.802.036        | 1.629.314        |
| Current liabilities  |      |                  |                  |
| Trade and other payables                                   | 15   | 1.691.973        | 2.744.965        |
| Derivative financial instruments                           | 21   | -                | 34.814           |
| Borrowings   | 16   | 1.150.418        | 1.419.687        |
| Dividends payable  | _    | 642              | 1.116            |
|  | _    | 2.843.033        | 4.200.582        |
| Total liabilities  | _    | 4.645.069        | 5.829.896        |
| Total equity and liabilities                               |      | 6.235.219        | 7.054.787        |

The Notes on pages 11 to 60 are an integral part of these financial statements.

E. Tsotsoros

These financial statements were approved by the Board of Directors on 23 February 2017.

G. Stergioulis S. Papadimitriou Chief Executive Officer Chief Financial Officer Accounting Director Chairman of the Board **Board Member** 

A. Shiamishis

# **Statement of Comprehensive Income**

|  | Note  | For the yea 31 December 2016 | ar ended<br>31 December 2015 |
|--|-------|------------------------------|------------------------------|
| Sales  |       | 5.992.446                    | 6.584.471                    |
| Cost of sales  |       | (5.291.281)                  | (6.202.430)                  |
| Gross profit   | _     | 701.165                      | 382.041                      |
| Selling and distribution expenses  |       | (68.559)                     | (123.818)                    |
| Administrative expenses  |       | (81.516)                     | (74.609)                     |
| Exploration and development expenses   | 23    | (283)                        | (890)                        |
| Other operating income/(expenses) - net  | 24    | 31.081                       | (185)                        |
| Dividend income  |       | 38.348                       | 32.659                       |
| Operating profit   | -     | 620.236                      | 215.198                      |
| Finance income   | 25    | 13.541                       | 20.663                       |
| Finance expense  | 25 _  | (189.015)                    | (187.235)                    |
| Finance (expenses)/income - net  |       | (175.474)                    | (166.572)                    |
| Currency exchange gains / (losses)   | 26    | 21.462                       | (25.901)                     |
| Profit before income tax   | _     | 466.224                      | 22.725                       |
| Income tax   | 27    | (131.901)                    | 4.816                        |
| Profit for the year  |       | 334.323                      | 27.541                       |
| Other comprehensive income:  |       |                              |                              |
| Items that will not be reclassified to profit or loss:   |       |                              |                              |
| Actuarial (losses)/gains on defined benefit pension plans  | 14 _  | (4.568)<br>( <b>4.568</b> )  | 917<br><b>917</b>            |
| Items that may be reclassified subsequently to profit or loss:   |       | (4.300)                      | 717                          |
|  |       |                              |                              |
| Changes in the fair value on available-for-sale financial assets   | 14,24 | (6.414)                      | -                            |
| Transfer of available-for-sale reserve to operating profit   | 14    | 6.414                        | -                            |
| Fair value gains / (losses) on cash flow hedges<br>Derecognition of gains/(losses) on hedges through comprehensive | 14    | 15.862                       | (4.802)                      |
| income   | 14 _  | 19.642                       | 24.548                       |
| Other Comprehensive income for the year, net of tax  | _     | 30.936                       | 20.663                       |
| Total comprehensive income for the period  | _     | 365.259                      | 48.204                       |
| Basic and diluted earnings per share (expressed in Euro per share)   | 28    | 1,09                         | 0,09                         |

The Notes on pages 11 to 60 are an integral part of these financial statements.

# **Statement of Changes in Equity**

|   | Note     | Share<br>Capital | Reserves           | Retained<br>Earnings | Total<br>Equity      |
|---|----------|------------------|--------------------|----------------------|----------------------|
| Balance at 1 January 2015   |          | 1.020.081        | 429.994            | (273.388)            | 1.176.687            |
| Actuarial gains/(losses) on defined benefit pension plans   |          | -                | 917                | -                    | 917                  |
| Fair value gains / (losses) on cash flow hedges Derecognition of gains/(losses) on hedges through comprehensive | 14       | -                | (4.802)            | -                    | (4.802)              |
| income  | 14 _     | -                | 24.548             | -                    | 24.548               |
| Other comprehensive income<br>Profit / (Loss) for the year  |          | -                | 20.663             | -<br>27.541          | <b>20.663</b> 27.541 |
| Total comprehensive income for the year   |          | -                | 20.663             | 27.541               | 48.204               |
| Share based payments<br>Transfers to / from reserves  | 13<br>14 | -                | (2.893)<br>(8.946) | 2.893<br>8.946       | -<br>-               |
| Balance at 31 December 2015   | _        | 1.020.081        | 438.818            | (234.008)            | 1.224.891            |
| Actuarial gains/(losses) on defined benefit pension plans   | 14       | -                | (4.568)            | -                    | (4.568)              |
| Changes in the fair value on available-for-sale financial assets  | 14       |                  | (6.414)            |                      | (6.414)              |
| Transfer of available-for-sale reserve to operating profit  | 14,24    |                  | 6.414              |                      | 6.414                |
| Fair value gains / (losses) on cash flow hedges Derecognition of gains/(losses) on hedges through comprehensive | 14       | -                | 15.862             | -                    | 15.862               |
| income  | 14       | -                | 19.642             | -                    | 19.642               |
| Other comprehensive income  |          | -                | 30.936             | -                    | 30.936               |
| Profit / (Loss) for the year  | _        | -                | -                  | 334.323              | 334.323              |
| Total comprehensive income for the year   | _        | -                | 30.936             | 334.323              | 365.259              |
| Balance at 31 December 2016   | _        | 1.020.081        | 469.754            | 100.315              | 1.590.150            |

The Notes on pages 11 to 60 are an integral part of these financial statements.

## **Statement of Cash flows**

|   |      | For the year ended |                  |  |  |
|---|------|--------------------|------------------|--|--|
|   | Note | 31 December 2016   | 31 December 2015 |  |  |
| Cash flows from operating activities  |      |                    |                  |  |  |
| Cash (used in) / generated from operations                                  | 30   | (395.355)          | 436.769          |  |  |
| Income tax paid   | _    | (1.279)            | (16.993)         |  |  |
| Net cash (used in) / generated from operating activities                    | _    | (396.634)          | 419.776          |  |  |
| Cash flows from investing activities  |      |                    |                  |  |  |
| Purchase of property, plant and equipment & intangible assets               |      | (91.161)           | (134.691)        |  |  |
| Proceeds from disposal of property, plant and equipment & intangible assets |      | 82                 | 812              |  |  |
| Grants received   |      | -                  | 1.182            |  |  |
| Dividends received  |      | 38.348             | 32.659           |  |  |
| Interest received   | 25   | 13.541             | 20.663           |  |  |
| Participation in share capital increase of subsidiaries & associates        | _    | (9.711)            | (3.500)          |  |  |
| Net cash used in investing activities                                       | _    | (48.901)           | (82.875)         |  |  |
| Cash flows from financing activities  |      |                    |                  |  |  |
| Interest paid   |      | (180.425)          | (186.577)        |  |  |
| Dividends paid  |      | (474)              | (64.011)         |  |  |
| Movement in restricted cash   |      | (1.969)            | 44.444           |  |  |
| Repayments of borrowings  |      | (839.789)          | (326.743)        |  |  |
| Proceeds from borrowings  |      | 505.968            | 475.892          |  |  |
| Net cash used in financing activities                                       | _    | (516.689)          | (56.995)         |  |  |
| Net (decrease) / increase in cash and cash equivalents                      | _    | (962.224)          | 279.906          |  |  |
| Cash and cash equivalents at the beginning of the year                      | 12   | 1.683.600          | 1.393.262        |  |  |
| Exchange gains / (losses) on cash and cash equivalents                      |      | 9.882              | 10.432           |  |  |
| Net (decrease) / increase in cash and cash equivalents                      | _    | (962.224)          | 279.906          |  |  |
| Cash and cash equivalents at the end of the year                            | 12   | 731.258            | 1.683.600        |  |  |

The Notes on pages 11 to 60 are an integral part of these financial statements.

## Notes to the financial statements

#### 1 General information

Hellenic Petroleum S.A. (the "Company") operates mainly in the oil industry with its principal activities being those of refining of crude oil and sale of oil products and the production and trading of petrochemical products. The Company is also engaged in exploration and production of hydrocarbons.

The Company is incorporated in Greece and the address of its registered office is 8<sup>A</sup> Chimarras Str. Maroussi, Greece. The shares of the Company are listed on the Athens Stock Exchange and the London Stock Exchange through GDRs.

The financial statements of Hellenic Petroleum S.A. for year ended 31 December 2016 were approved for issue by the Board of Directors on 23 February 2017. The shareholders of the Company have the power to amend the financial statements after their issuance.

#### 2 Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented unless otherwise stated.

#### 2.1 **Basis of preparation**

The financial statements of Hellenic Petroleum S.A. for the year ended 31 December 2016 have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board ("IASB"), as adopted by the European Union ("EU") and present the financial position, results of operations and cash flows on a going concern basis. In this respect Management has concluded that (a) the going concern basis of preparation of the accounts is appropriate, and (b) all assets and liabilities are appropriately presented in accordance with the Company's accounting policies.

The financial statements have been prepared on a historical cost basis, except for the following:

- Available-for-sale financial assets, financial assets and financial liabilities (including derivative instruments) - measured at fair value.
- Defined benefit pension plans plan assets measured at fair value.

The preparation of financial statements, in accordance with IFRS, requires the use of critical accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4. These estimates are based on management's best knowledge of current events and actions; actual results ultimately may differ from those estimates.

#### 2.1.1 New standards, amendments to standards and interpretations

#### (a) New and amended standards adopted by the Company.

The Company has applied the following standards and amendments for the first time for the annual reporting period commencing 1 January 2016, none of which had a significant impact on the financial statements:

IAS 19R (Amendment) "Employee Benefits". These narrow scope amendments apply to contributions from employees or third parties to defined benefit plans and simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary.

- IFRS 11 (Amendment) "Joint Arrangements". This amendment requires an investor to apply the principles of business combination accounting when it acquires an interest in a joint operation that constitutes a 'business'.
- IAS 16 and IAS 38 (Amendments) "Clarification of Acceptable Methods of Depreciation and Amortization". This amendment clarifies that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate and it also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset.
- IAS 27 (Amendment) "Separate financial statements". This amendment allows entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements and clarifies the definition of separate financial statements.
- IAS 1 (Amendment)" Disclosure Initiative". These amendments clarify guidance in IAS 1 on materiality and aggregation, the presentation of subtotals, the structure of financial statements and the disclosure of accounting policies.
- IFRS 10, IFRS 12 and IAS 28 (Amendments) "Investment Entities: Applying the Consolidation Exception". These amendments clarify the application of the consolidation exception for investment entities and their subsidiaries.
- Annual Improvements to IFRSs 2012:

The amendments set out below describe the key changes to six IFRSs following the publication of the results of the IASB's 2010-12 cycle of the annual improvements project.

- IFRS 2 "Share-based payment". The amendment clarifies the definition of a 'vesting condition' and separately defines 'performance condition' and 'service condition'.
- IFRS 3 "Business combinations". The amendment clarifies that an obligation to pay contingent consideration which meets the definition of a financial instrument is classified as a financial liability or as equity, on the basis of the definitions in IAS 32 "Financial instruments: Presentation". It also clarifies that all non-equity contingent consideration, both financial and nonfinancial, is measured at fair value through profit or loss.
- IFRS 8 "Operating segments". The amendment requires disclosure of the judgments made by management in aggregating operating segments.
- IFRS 13 "Fair value measurement". The amendment clarifies that the standard does not remove the ability to measure short-term receivables and payables at invoice amounts in cases where the impact of not discounting is immaterial.
- IAS 16 "Property, plant and equipment" and IAS 38 "Intangible assets". Both standards are amended to clarify how the gross carrying amount and the accumulated depreciation are treated where an entity uses the revaluation model.
- IAS 24 "Related party disclosures". The standard is amended to include, as a related party, an entity that provides key management personnel services to the reporting entity or to the parent of the reporting entity.
- Annual Improvements to IFRSs 2014:

The amendments set out below describe the key changes to four IFRSs.

Financial Statements in accordance with IFRS for the year ended 31 December 2016 (All amounts in Euro thousands unless otherwise stated)

- IFRS 5 "Non-current assets held for sale and discontinued operations". The amendment clarifies that, when an asset (or disposal group) is reclassified from 'held for sale' to 'held for distribution', or vice versa, this does not constitute a change to a plan of sale or distribution, and does not have to be accounted for as such.
- IFRS 7 "Financial instruments: Disclosures". The amendment adds specific guidance to help management determine whether the terms of an arrangement to service a financial asset which has been transferred constitute continuing involvement and clarifies that the additional disclosure required by the amendments to IFRS 7, "Disclosure - Offsetting financial assets and financial liabilities" is not specifically required for all interim periods, unless required by IAS 34.
- IAS 19 "Employee benefits". The amendment clarifies that, when determining the discount rate for post-employment benefit obligations, it is the currency that the liabilities are denominated in that is important, and not the country where they arise.
- IAS 34 "Interim financial reporting". The amendment clarifies what is meant by the reference in the standard to 'information disclosed elsewhere in the interim financial report'.

The adoption of these amendments does not have any significant impact for the Company.

## (b) New standards and interpretations not yet adopted.

Certain new standards, amendments to standards and interpretations have been issued that are not mandatory for periods beginning during the current financial year. The Company's evaluation of the effect of these new standards, amendments to standards and interpretations is set out below.

• IFRS 9 "Financial Instruments" and subsequent amendments to IFRS 9 and IFRS 7 (effective for annual periods beginning on or after 1 January 2018). IFRS 9 replaces the guidance in IAS 39 which deals with the classification and measurement of financial assets and financial liabilities and it also includes an expected credit losses model that replaces the incurred loss impairment model used today. IFRS 9 establishes a more principles-based approach to hedge accounting and addresses inconsistencies and weaknesses in the current model of IAS 39.

While the Company has yet to undertake a detailed assessment of the classification and measurement of financial assets, it would appear that financial assets currently held would likely continue to be measured on the same basis under IFRS 9, and accordingly, the Company does not expect the new guidance to have a significant impact on the classification and measurement of its financial assets.

There will be no impact on the Company's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Company does not have any such liabilities.

The new hedge accounting rules will align the accounting for hedging instruments more closely with the Company's risk management practices. While the Company is yet to undertake a detailed assessment, it would appear that the Company's current hedge relationships would qualify as continuing hedges upon the adoption of IFRS 9. Accordingly, the Company does not expect a significant impact on the accounting for its hedging relationships.

The new impairment model requires the recognition of impairment provisions based on expected credit losses (ECL) rather than only incurred credit losses as is the case under IAS 39. While the Company has not yet undertaken a detailed assessment of how its impairment provisions would be affected by the new model, it may result in an earlier recognition of credit losses.

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Company's disclosures about its financial instruments particularly in the year of the adoption of the new standard.

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• IFRS 15 "Revenue from Contracts with Customers" (effective for annual periods beginning on or after 1 January 2018). IFRS 15 has been issued in May 2014. The objective of the standard is to provide a single, comprehensive revenue recognition model for all contracts with customers to improve comparability within industries, across industries, and across capital markets. It contains principles that an entity will apply to determine the measurement of revenue and timing of when it is recognized. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services.

Management has made a preliminary assessment of the impact on potential areas that may be affected by the application of this standard. The Company considers that the application of the new rules will not affect its financial statements.

IFRS 16 "Leases" (effective for annual periods beginning on or after 1 January 2019). IFRS 16 has been issued in January 2016 and supersedes IAS 17. The objective of the standard is to ensure the lessees and lessors provide relevant information in a manner that faithfully represents those transactions. IFRS 16 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. The standard has not yet been endorsed by the EU.

The standard will affect primarily the accounting for the Company's operating leases. As at the reporting date, the Company has non-cancellable operating lease commitments of €19 million (Note 32). However, the Company has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Company's profit and classification of cash flows. The Company will make more detailed assessments of the impact over the next twelve months.

Some of the commitments may be covered by the exception for short-term and low-value leases and some commitments may relate to arrangements that will not qualify as leases under IFRS 16.

- IAS 12 (Amendments) "Recognition of Deferred Tax Assets for Unrealised Losses" (effective for annual periods beginning on or after 1 January 2017). These amendments clarify the accounting for deferred tax assets for unrealised losses on debt instruments measured at fair value. The amendments have not yet been endorsed by the EU.
- IAS 7 (Amendments) "Disclosure initiative" (effective for annual periods beginning on or after 1 January 2017). These amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments have not yet been endorsed by the EU.
- IFRS 2 (Amendments) "Classification and measurement of Shared-based Payment transactions" (effective for annual periods beginning on or after 1 January 2018). The amendment clarifies the measurement basis for cash-settled, share-based payments and the accounting for modifications that change an award from cash-settled to equity-settled. It also introduces an exception to the principles in IFRS 2 that will require an award to be treated as if it was wholly equity-settled, where an employer is obliged to withhold an amount for the employee's tax obligation associated with a share-based payment and pay that amount to the tax authority. The amendments have not yet been endorsed by the EU.
- IFRS 4 (Amendments) "Applying IFRS 9 Financial instruments with IFRS 4 Insurance contracts" (effective for annual periods beginning on or after 1 January 2018). The amendments introduce two approaches. The amended standard will: a) give all companies that issue insurance contracts the option to recognize in other comprehensive income, rather than profit or loss, the volatility that could arise when IFRS 9 is applied before the new insurance contracts standard is issued; and b) give companies whose activities are predominantly connected with insurance an optional temporary exemption from applying IFRS 9 until 2021. The entities that defer the application of IFRS 9 will continue to apply the

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existing financial instruments standard—IAS 39. The amendments have not yet been endorsed by the

- IAS 40 (Amendments) "Transfers of Investment Property" (effective for annual periods beginning on or after 1 January 2018). The amendments clarified that to transfer to, or from, investment properties there must be a change in use. To conclude if a property has changed use there should be an assessment of whether the property meets the definition and the change must be supported by evidence. The amendments have not yet been endorsed by the EU.
- IFRIC 22 "Foreign currency transactions and advance consideration" (effective for annual periods beginning on or after 1 January 2018. The interpretation provides guidance on how to determine the date of the transaction when applying the standard on foreign currency transactions, IAS 21. The Interpretation applies where an entity either pays or receives consideration in advance for foreign currency-denominated contracts. The interpretation has not yet been endorsed by the EU.
- Annual Improvements to IFRSs 2014 (2014 2016 Cycle) (effective for annual periods beginning on or after 1 January 2017)

The amendments set out below describe the key changes to two IFRSs. The amendments have not yet been endorsed by the EU.

- IFRS 12 "Disclosures of Interests in Other Entities". The amendment clarified that the disclosures requirement of IFRS 12 are applicable to interest in entities classified as held for sale except for summarised financial information.
- IAS 28 "Investments in associates and Joint ventures". The amendments clarified that when venture capital organisations, mutual funds, unit trusts and similar entities use the election to measure their investments in associates or joint ventures at fair value through profit or loss (FVTPL), this election should be made separately for each associate or joint venture at initial recognition.

#### 2.2 Investments in affiliated companies

Investments in affiliated companies are presented at the cost of the interest acquired in the subsidiaries, associates, and joint ventures less any provisions for impairment.

#### 2.3 **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The executive committee which is comprised of the Chairman of the Board of Directors, the Chief Executive Officer and the General Managers of the Company, is the chief operating decision-maker, who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

#### 2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in Euro, which is the Company's functional and presentation currency. Given that the Company's primary activities are in oil refining and trading, in line with industry practices, most crude oil and oil product trading transactions are based on the international reference prices of crude oil and oil products in US Dollars. The Company translates this value to Euro at the time of any transaction.

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#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year-end exchange rates are recognized in the statement of comprehensive income. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses are presented in the same line as the transaction they relate to, in the statement of comprehensive income, except those that relate to borrowings and cash, which are presented in a separate line ("Currency exchange gains/ (losses)").

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognized in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets, such as equities classified as available for sale, are included in other comprehensive income.

## 2.5 Property, plant and equipment

Property, plant and equipment comprise mainly land, buildings (plant and offices), oil refineries and equipment. Property, plant and equipment are shown at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. Repairs and maintenance are charged to the income statement as incurred. Refinery turnaround costs that take place periodically are capitalized and charged against income on a straight line basis until the next scheduled turnaround, to the extent that such costs improve either the useful economic life of the equipment or its production capacity.

Assets under construction are assets (mainly related to the refinery units) that are in the process of construction or development, and are carried at cost. Cost includes cost of construction, professional fees and other direct costs. Assets under construction are not depreciated, as the corresponding assets are not yet available for use.

Land is also not depreciated. Depreciation on assets is calculated using the straight-line method to allocate the cost of each asset to its residual value over its estimated useful economic life, as shown on the table below for the main classes of assets:

| - Buildings  | 13 – 40 years |
|--|---------------|
| – Plant & Machinery  |               |
| <ul> <li>Specialised industrial installations and Machinery</li> </ul> | 10 – 35 years |
| <ul><li>Pipelines</li></ul>  | 30 - 40 years |
| <ul> <li>Other equipment</li> </ul>                                    | 5 – 10 years  |
| – Motor vehicles   | 5 – 10 years  |
| - Furniture and fixtures   |               |
| <ul> <li>Computer hardware</li> </ul>                                  | 3-5 years     |
| <ul> <li>Other furniture and fixtures</li> </ul>                       | 4 – 10 years  |

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Included in specialised industrial installations are refinery units, petrochemical plants and tank facilities. Based on technical studies performed, the expected useful life of the new refinery units (Elefsina refinery) has been estimated to be up to 35 years. The remaining useful economic life of other refining units has been reviewed and adjusted from 1 July 2013 and in general does not exceed 25 years.

The assets' residual values and estimated useful economic lives are reviewed and adjusted if appropriate, at the end of each reporting period.

If the asset's carrying amount is greater than its estimated recoverable amount then it is written down immediately to its recoverable amount (Note 2.9).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount. These are included in the statement of comprehensive income within 'Other operating income / (expenses) and other gains / (losses)'.

## 2.6 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are added to the cost of the asset during the period of time that is required to complete and prepare the asset for its intended use.

Borrowing costs are capitalized to the extent that funds are borrowed specifically for the purpose of obtaining a qualifying asset. To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. All other borrowing costs are expensed as incurred.

## 2.7 Intangible assets

## (a) Licences and rights

Licences and rights have a definite useful life and are carried at cost less accumulated amortization. Amortization is being calculated using the straight-line method to allocate their cost over their estimated useful lives.

Licences and rights also include Upstream Exploration rights which are amortized over the period of the exploration as per the terms of the relevant licences.

#### (b) Computer software

These include primarily the costs of implementing the (ERP) computer software program. Acquired computer software licences are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized using the straight line method over their estimated useful lives (3 to 5 years).

## 2.8 Exploration for and Evaluation of Mineral Resources

#### (a) Exploration and evaluation assets

During the exploration period and before a commercial viable discovery, oil and natural gas exploration and evaluation expenditures are expensed. Geological and geophysical costs as well as costs directly associated with an exploration are expensed as incurred. Exploration property leasehold acquisition costs are capitalized within intangible assets and amortized over the period of the licence or in relation to the progress of the activities if there is a substantial difference.

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## (b) Development of tangible and intangible assets

Expenditure on the construction, installation or completion of infrastructure facilities such as platforms, pipelines and the drilling of commercially proven development wells is capitalized within tangible and intangible assets according to their nature. When development is completed on a specific field, it is transferred to production assets. No depreciation and / or amortization is charged during development.

## (c) Oil and gas production assets

Oil and gas production assets are aggregated exploration and evaluation tangible assets, and development expenditures associated with the production of proved reserves.

## (d) Depreciation/amortization

Oil and gas properties/intangible assets are depreciated/amortized using the unit-of-production method. Unit-ofproduction rates are based on proved developed reserves, which are oil, gas and other mineral reserves estimated to be recovered from existing facilities using current operating methods. Oil and gas volumes are considered produced once they have been measured through meters at custody transfer or sales transaction points at the outlet valve on the field storage tank.

#### (e) Impairment – exploration and evaluation assets

The exploration property leasehold acquisition costs are tested for impairment whenever facts and circumstances indicate impairment. For the purposes of assessing impairment, the exploration property leasehold acquisition costs subject to testing are grouped with existing cash-generating units (CGUs) of production fields that are located in the same geographical region corresponding to each licence.

## (f) Impairment – proved oil and gas properties and intangible assets

Proven oil and gas properties and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

#### 2.9 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortization and, are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Assets that are subject to amortization or depreciation are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use (discounted cash flows an asset is expected to generate based upon management's expectations of future economic and operating conditions). For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cashgenerating units). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

#### 2.10 **Financial assets**

#### 2.10.1 Classification

The Company classifies its financial assets in the following categories: at fair value through profit or loss, held to maturity, loans and receivables and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and, in the case of assets classified as held-to-maturity, re-evaluates this designation at every reporting date.

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## (a) Financial assets at fair value through profit or loss

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management. Derivatives are also categorised as 'held for trading' unless they are designated as hedges. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within 12 months of the end of the reporting period, otherwise they are classified as non-current.

#### (b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and with no intention of trading. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

## (c) Available-for-sale financial assets

Investments are designated as available-for-sale financial assets if they do not have fixed maturities and fixed or determinable payments, and management intends to hold them for the medium to long-term. Financial assets that are not classified in any of the other categories are also included in the available-for-sale category. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the end of the reporting period.

#### 2.10.2 Reclassification

The Company may choose to reclassify a non-derivative trading financial asset out of the held for trading category if the financial asset is no longer held for the purpose of selling it in the near term. Financial assets other than loans and receivables are permitted to be reclassified out of the held for trading category only in rare circumstances arising from a single event that is unusual and highly unlikely to recur in the near term. In addition, the group may choose to reclassify financial assets that would meet the definition of loans and receivables out of the held for trading or available-for-sale categories if the Company has the intention and ability to hold these financial assets for the foreseeable future or until maturity at the date of reclassification.

Reclassifications are made at fair value as of the reclassification date. Fair value becomes the new cost or amortized cost as applicable, and no reversals of fair value gains or losses recorded before reclassification date are subsequently made. Effective interest rates for financial assets reclassified to loans and receivables and heldto-maturity categories are determined at the reclassification date.

#### 2.10.3 Recognition and measurement

Financial assets carried at fair value through profit and loss are initially recognized at fair value and transaction costs are expensed in the statement of comprehensive income.

Purchases and sales of financial assets are recognized on the trade-date – the date on which the Company commits to purchase or sell the asset. Financial assets are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

Loans and receivables and held-to-maturity investments are carried at amortized cost using the effective interest method. Realised and unrealised gains and losses arising from changes in the fair value of the 'Financial assets at fair value through profit or loss' category are included in the statement of comprehensive income in the period in which they have arisen. Changes in the fair value of monetary and non-monetary financial assets classified as available for sale are recognized in other comprehensive income. When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in the income statement as "gains or losses from investment securities".

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The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Company establishes fair value by using valuation techniques. These include the use of recent arm's-length transactions, reference to other instruments that are substantially the same and discounted cash flow analysis refined to reflect the issuer's specific circumstances.

#### 2.10.4 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet, when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future event and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

#### 2.10.5 Impairment of financial assets

(a) Assets carried at amortized cost

The Company assesses at each end of the reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. Impairment testing for receivables is described in note 2.14.

(b) Assets classified as available for sale

In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is considered in determining whether the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss – is removed from equity and recognized in the statement of comprehensive income. Impairment losses recognized in the statement of comprehensive income on equity instruments are not reversed through the statement of comprehensive income.

#### 2.11 Derivative financial instruments and hedging activities

As part of its risk management policy, the Company utilizes currency and commodity derivatives to mitigate the impact of volatility in commodity prices and foreign exchange rates. Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in fair values of the derivative financial instruments are recognized at each reporting date either in the statement of comprehensive income or in equity, depending on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Company designates certain derivatives as either:

- (a) Hedges of the fair value of recognized assets or liabilities or a firm commitment (fair value hedge);
- (b) Hedges of a particular risk associated with a recognized asset or liability or a highly probable forecast transaction (cash flow hedge).

The Company documents, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Company also documents its assessment, both at hedge inception and on an ongoing basis, of whether derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The instruments used for this risk management include commodity exchange traded contracts (ICE futures), full refinery margin forwards, product price forward contracts or options.

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## Cash flow hedges

The effective portion of changes in the fair value of these derivatives is recognized in other comprehensive income. The gain or loss relating to the ineffective portion is recognized immediately in the statement of comprehensive income within "Other operating income/ (expenses) and other gains/ (losses)". Amounts accumulated in equity are recycled in the statement of comprehensive income in the periods when the hedged item affects profit or loss (i.e. when the forecast transaction being hedged takes place) within cost of sales.

When a hedging instrument expires or is sold, or a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in the statement of comprehensive income. When a forecast transaction is no longer expected to occur, the derivative is de-designated and the cumulative gain or loss that was reported in equity is immediately transferred to the statement of comprehensive income within "Other operating income/(expenses) and other gains/(losses)".

## Derivatives held for trading

The derivatives that do not qualify for hedge accounting are classified as held-for-trading and accounted for at fair value through profit or loss. Changes in the fair value of the derivative instruments that do not qualify for hedge accounting are recognized immediately in the statement of comprehensive income.

#### 2.12 **Government grants**

Government grants are recognized at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants related to Property, Plant and Equipment received by the Company are initially recorded as deferred government grants and included in "Other long term liabilities". Subsequently, they are credited to the statement of comprehensive income over the useful lives of the related assets in direct relationship to the depreciation charged on such assets.

#### 2.13 **Inventories**

Inventories comprise crude oil and other raw materials, refined and semi-finished products, petrochemicals, merchandise, consumables and other spare parts.

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the monthly weighted average cost method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. It does not include borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Spare parts consumed within a year are carried as inventory and recognized in profit or loss when consumed.

#### 2.14 Trade receivables

Trade receivables, which generally have 20-90 day terms, are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is clear evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Trade receivables include bills of exchange and promissory notes from customers.

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments are considered indicators that the receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of the provision is recognized in the statement of comprehensive income and is included in "Selling and distribution expenses".

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If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the reversal of the previously recognized impairment loss is recognized in the income statement.

#### 2.15 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments such as marketable securities and time deposits with original maturities of three months or less. Restricted cash include bank deposits placed as security for loan agreements.

#### 2.16 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds, net of tax.

#### 2.17 **Borrowings**

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the statement of comprehensive income over the period of the borrowings using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the drawdown occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any noncash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period. At the end of the reporting period payable amounts of bank overdrafts are included within borrowings in current liabilities on the statement of financial position. In the statement of cash flows, bank overdrafts are shown within financing activities.

In cases where an existing borrowing of the Group is renegotiated, this might result in modification or an exchange of borrowings with the lenders that could be carried out in a number of ways. Whether a modification or exchange of borrowings represents a settlement of the original debt, or merely a renegotiation of that debt, determines the accounting treatment that should be applied by the borrower. When the terms of the existing borrowings are substantially different from the terms of the modified or exchanged borrowings, such a modification or exchange is treated as an extinguishment of the original borrowing and any difference arising is recognized in profit and loss.

The Group considers the terms to be substantially different if either the discounted present value of the future cash flows under the new terms, including any costs or fees incurred, using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original borrowing or there is a substantial change in the terms from a qualitative perspective. Qualitative factors may include:

- the currency in which the borrowing is denominated;
- the interest rate (that is fixed versus floating rate);
- changes in covenants.

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#### 2.18 Current and deferred income tax

The tax expense or credit for the period comprises current and deferred tax. Tax is recognized in the statement of comprehensive income, except to the extent that it relates to items recognized directly in equity. In this case, the tax is also recognized in equity.

The income tax or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period that generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction does not affect either accounting or taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities, where there is an intention to settle the balances on a net basis.

#### 2.19 **Employee benefits**

(a) Pension obligations

The Company has both defined benefit and defined contribution plans.

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans, the Company pays contributions to publicly administered Social Security funds on a mandatory basis. The Company has no further payment obligations once the contributions have been paid. The contributions are recognized as employee benefit expenses when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

The liability recognized in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period, less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which Financial Statements in accordance with IFRS for the year ended 31 December 2016 (All amounts in Euro thousands unless otherwise stated)

the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, except where included in the cost of an asset, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes curtailments and settlements. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Past-service costs are recognized immediately in the income statement.

## (b) Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The company recognizes termination benefits at the earlier of the following dates: (a) when the company can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

#### (c) Share-based compensation

The company operates a shares option plan. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, at the date of granting. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each reporting period end, the entity revises its estimates of the number of options that are expected to vest. It recognizes the impact of the revision of original estimates, if any, in the statement of comprehensive income, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

#### 2.20 Trade and other payables

Trade and other payables are recognized initially at fair value and are subsequently measured at amortized cost, using the effective interest method. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

## 2.21 Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognized when: the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value reflects current market assessments of the time value of money and the increases specific to the liability.

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The obligation of the Company to meet its CO2 emission targets is treated as follows: European ETS register allocates emission rights to refineries annually. Allowances received are recognized at cost. A provision is recognized for the obligation to pay for the emission quantities that exceed the pre-allocated allowances. The provision recognized is measured at the amount that it is expected to cost the entity to settle the obligation. This will be the market price at the balance sheet date of the allowances required to cover the emissions made to date.

## 2.22 Environmental liabilities

Environmental expenditure that relates to current or future revenues is expensed or capitalized as appropriate. Expenditure that relates to an existing condition caused by past operations and that does not contribute to current or future earnings is expensed.

The Company has an environmental policy which complies with existing legislation and any obligations resulting from its environmental and operational licences. In order to comply with all rules and regulations, the Company has set up a monitoring mechanism in accordance with the requirements of the relevant authorities. Furthermore, investment plans are adjusted to reflect any known future environmental requirements. The above mentioned expenses are estimated based on the relevant environmental studies.

Liabilities for environmental remediation costs are recognized when environmental assessments or clean-ups are probable and the associated costs can be reasonably estimated. Generally, the timing of these provisions coincides with the commitment to a formal plan of action or, if earlier, on divestment or on closure of inactive sites. The amount recognized is the best estimate of the expenditure required. If the effect of the time value of money is material, the amount recognized is the present value of the estimated future expenditure.

## 2.23 Revenue recognition

Revenue comprises the fair value of the sale of goods and services, net of value-added tax and any excise duties, rebates and discounts. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is recognized as follows:

(a) Sales of goods – wholesale

Revenue on sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, the Company has delivered the products to the customer, the customer has accepted the products and collectability of the related receivables is reasonably assured.

(b) Sales of services

For sales of services, revenue is recognized in the accounting period in which the services are rendered, by reference to stage of completion of the specific transaction and assessed on the basis of the actual service provided as a proportion of the total services to be provided.

(c) Interest income

Interest income is recognized using the effective interest method. When a receivable is impaired, the company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income.

(d) Dividend income

Dividend income is recognized when the right to receive payment is established.

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#### 2.24 Leases

Leases of property, plant and equipment, where the Company has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalized at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant periodic rate of interest on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in "Borrowings". The interest element of the finance cost is charged to the statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the asset's useful life and the lease term.

The Company does not presently have any leases that are classified as finance leases.

Leases where the lessor retains substantially a significant portion of the risks and rewards of ownership are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

#### 2.25 **Dividend distribution**

Dividend distribution to the Company's shareholders is recognized as a liability in the Company's financial statements in the period in which the dividends are approved, by the Company's Shareholders' General Meeting.

#### 2.26 Changes in accounting policies

The Company adopted the amendments included in paragraph 2.1.1 for the first time for the annual reporting period commencing 1 January 2016. The adoption of these standards did not have significant impact on the Company's policies or disclosures.

#### 2.27 Comparative figures

Where necessary, comparative figures have been reclassified to conform to changes in presentation in the current vear.

#### 3 Financial risk management

#### 3.1 Financial risk factors

The Company's activities are primarily centred on Downstream Refining (incl. Petrochemicals) & Marketing of petroleum products; with secondary activities relating to exploration of hydrocarbons. As such, the Company is exposed to a variety of financial and commodity markets risks including foreign exchange and commodity price risk, credit risk, liquidity risk, cash flow risk and interest-rate risk. In line with international best practices and within the context of local markets and legislative framework, the Company's overall risk management policies aim at reducing possible exposure to market volatility and / or mitigating its adverse effects on the financial position of the Company to the extent possible. In general, the key factors that impact the Company's operations are summarised as follows:

Greek Macros: Following eight years of economic depression and instability up to 2016, during which real GDP fell by -26%, the economic and business environment in Greece remains challenging. GDP reverted to 2014 levels, increasing by 0,4% during the year, thereby counterbalancing the decline of the previous year that had been impacted by conditions of uncertainty that surrounded the Greek economy which had interrupted the signs of recovery that had commenced during 2014. Private consumption rose as a result of an improvement in the labour market with motor fuels demand following a similar trend to GDP increasing by +1,6% during the year.

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However, total domestic fuels consumption decreased by -1,1% in 2016 mainly as a result of the decrease in heating gasoil which is attributed to mild weather conditions during the first quarter of the year and to higher oil product prices at the end of 2016.

The approval of the \&6 billion bailout programme in August 2015 and the recapitalisation of the 4 systemic banks during December 2015 were key steps towards the stabilisation of the macroeconomic and financial environment in Greece. The improvement in the labour market has supported household consumption however the unemployment rate remains high despite a moderate decline since 2013. Tax and benefit reforms have materially improved the Greek state budget position, but public debt remains high. Despite signs of a turnaround and the slower pace of fiscal consolidation agreed in the context of the ESM programme, the macroeconomic and financial situation is still fragile. Confidence is low and banks are burdened with non-performing loans. As stipulated in the August 2015 bailout programme, in order to achieve the fiscal targets agreed, the fiscal position requires additional measures to deliver medium-term sustainability, amounting to around 1% of GDP for 2017 and 2018. Following completion of the programme, the primary surplus targets are expected to be sustained and closely monitored. Addressing these measures will be necessary for a stronger recovery and a faster reduction in unemployment.

The bailout program was approved to be dispensed in allotments/tranches following the adoption of a series of agreed upon changes and austerity measures. In order for Greece to secure the next tranche, the second review of the bailout program has to be successfully completed.

While the bailout program has reduced the risk of economic instability in Greece, concerns around its implementation remain, a factor reflected in debt capital and equity markets risk assessment and pricing. The implementation of the program and its effects on the economy are beyond the Company's control.

Management continually assesses the situation and its possible future impact to ensure that all necessary actions and measures are taken in order to minimize the impact on the Company's operations.

*Currency:* The Company's business is naturally hedged against functional currency risk. All petroleum industry transactions are referenced to international benchmark quotes for crude oil and oil products in USD. All international purchases and sales of crude oil and products are conducted in USD and all sales into local markets are either in USD prices or converted to local currency for accounting and settlement reasons using the USD reference on the date of the transaction.

*Prices*: Commodity price risk management is supervised by a Risk Management Committee which includes Finance and Trading departments' Senior Management. Non-commodity price risk management is carried out by the Finance Department under policies approved by the Board of Directors. The Finance Department identifies and evaluates financial risks in close co-operation with the Company's operating units.

Securing continuous crude oil supplies: Developments in the global and regional crude oil markets in the last 2 years have reduced the cost of raw material for the Company and increased optionality. International crude oil reference prices dropped by more than 50% compared to June 2014 peak. These developments led to lower cost of crude, for both sweet and especially sour grades, which represent the key source of feedstock for complex refiners like Hellenic Petroleum, improving the competitive position of Med refiners vs. their global peers. The Company was able to take advantage of this development and diversify its crude basket compared to previous years.

Financing of operations: Given financial market developments since 2011, the key priorities of the Company have been the management of the 'Assets and Liabilities' maturity profile, funding in accordance with its strategic investment plan and liquidity risk for operations. As a result of these key priority initiatives and in line with its medium term financing plan, Hellenic Petroleum has maintained a mix of long term, medium term and short term credit facilities by taking into consideration bank and debt capital markets' credit capacity as well as cash flow planning and commercial requirements. Approximately 60% of total debt is financed by medium to long term committed credit lines while the remaining debt is being financed by short term working capital credit facilities.

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During 2015 the Company concluded a €200 million three year facility to act as backstop facility for general corporate needs with one of its core relationship banks. In April 2016 the company repaid a US\$ 364 million loan. In addition in May 2016 the Company concluded a €400 million backstop facility which has two Tranches, a committed Tranche of €240 million and an uncommitted Tranche of €160 million. The facility has a tenor of 18 months with a six-month extension option. The balance of the committed Tranche as at 31 December 2016 was €72 million. In June 2016 the Company extended the maturity date of its €400 million syndicated credit facility to October 2017 with two six-month extension options. Additional information is disclosed in paragraph c) Liquidity risk below and Note 16.

Capital management: The second key priority of the Company has been the management of its Assets. Overall the Company has around €3,3 billion of capital employed which is driven from working capital, investment in fixed assets and its investment in DEPA Group. Current assets are mainly funded with current liabilities (incl. short term bank debt) which are used to finance working capital (inventories and receivables). As a result of the Company's investment plan, during the period 2007-2012, net debt level has increased to approximately 50% of total capital employed with the remaining being financed through shareholders equity. The Company has started reducing its net debt levels through utilization of the incremental operating cashflows, post completion and operation of the new Elefsina refinery. This is expected to lead to lower Debt to Equity ratio, better matched Asset and Liability maturity profiles as well as lower financing costs.

- (a) Market risk
- (i) Foreign exchange risk

As explained in note 2.4, the functional and presentation currency of the Company is the Euro. However, in line with industry practice in all international crude oil and oil trading transactions, underlying commodity prices are based on international reference prices quoted in US dollars.

Foreign currency exchange risk arises on three types of exposure:

- Financial position translation risk: Most of the inventory held by the Company is reported in Euro while its underlying value is determined in USD. Thus, a possible devaluation of the USD against the Euro leads to a reduction in the realisable value of inventory included in the statement of financial position. In order to manage this risk, a significant part of the Company's payables (sourcing of crude oil and petroleum products) as well as borrowings is denominated in USD resulting to an offsetting impact to the one described above. It should be noted however, that while in the case of USD devaluation the impact on the statement of financial position is mitigated, in cases of USD appreciation the mark-to-market valuation of USD-denominated debt liabilities leads to a reported foreign exchange loss with no compensating benefit as stocks continue to be included in the statement of financial position at cost. It is estimated, that at 31 December 2016 if the Euro had weakened against the US dollar by 5% with all other variables held constant, pre-tax results would have been approximately €22 million lower, as a result of foreign exchange losses on translation of US dollar denominated receivables and payables.
- Gross Margin transactions and translation risk: The fact that most of the transactions in crude oil and oil products are based on international Platt's USD prices leads to exposure in terms of the Gross Margin translated in Euro. Market volatility has impacted adversely on the cost of mitigating this exposure; as a result the Company did not actively hedge material amounts of the Gross margin exposure. This exposure is linearly related to the Gross margin of the Company in that the appreciation/depreciation of Euro vs. USD leads to a respective translation loss/ (gain) on the period results.
- Local subsidiaries exposure: Where the Company operates in non-Euro markets there is an additional exposure in terms of cross currency translation between USD (price base), Euro reporting currency and local currency. Where possible the Company seeks to manage this exposure by transferring the exposure for pooling at Group levels. Although material for local subsidiaries' operations, the overall exposure is not considered material for the Company.

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## (ii) Commodity price risk

The Company's primary activity as a refiner involves exposure to commodity prices. Changes in current or forward absolute price levels vs acquisition costs affect the value of inventory while exposure to refining margins (combination of crude oil and product prices) affect the future cash flows of the business.

In the case of price risk, the level of exposure is determined by the amount of priced inventory carried at the end of the reporting period. In periods of sharp price decline, as Company policy is to report its inventory at the lower of historical cost and net realisable value, results are affected by the reduction in the carrying value of the inventory. The extent of the exposure relates directly to the level of stocks and rate of price decrease. This exposure is partly hedged with paper derivatives to the extent that the cost of such instruments is considered attractive, from a risk-return point of view and subject to the structure of the market (contango vs. backwardation) as well as credit capacity for long dated transactions.

Refining margin exposure relates to the absolute level of margin generated by the operation of the refineries. This is determined by Platt's prices and varies on a daily basis; as an indication of the impact to the Company financial results, a change in the refinery margins has a proportionate impact on the Company's profitability. Where possible, the Company aims to hedge the part of its production which will be sold in the future and hence will be exposed to forward pricing, thus generating higher price risk upon completion of the sale. This, however, is not possible to do in all market conditions, such as a backwardated market structure, where future prices are below their spot levels, or when there is no credit capacity for derivatives transactions.

#### iii) Cash flow and fair value interest rate risk

The Company's operating income and cash flows are not materially affected by changes in market interest rates, given the low level of prevailing reference rates. Borrowings issued at variable rates expose the Company to cash flow interest rate risk, while borrowings issued at fixed rates expose the Company to fair value interest rate risk. The Company's borrowings are at variable rates of interest. Depending on the levels of net debt at any given period of time, any change in the base interest rates (EURIBOR or LIBOR), has a proportionate impact on the Company results. At 31 December 2016, if interest rates on Euro denominated borrowings had been 0,5% higher with all other variables held constant, pre-tax profit for the year would have been €14 million lower.

## (b) Credit risk

### i) Risk Management

Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to wholesale customers, including outstanding receivables and committed transactions. If wholesale customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The utilization of credit limits is regularly monitored.

## ii) Credit quality

The credit quality of cash, cash equivalents and restricted cash is assessed by reference to external credit ratings obtained from Moody's / Fitch in the table below:

| Bank rating (in €million) | <b>31 December 2016</b> | 31 December 2015 |  |
|---------------------------|-------------------------|------------------|--|
| A1                        | 0                       | 0                |  |
| A2                        | 0                       | -                |  |
| Baa2                      | 408                     | 664              |  |
| BBB-                      | 0                       | -                |  |
| Caa3                      | 481                     | 1.174            |  |
| No rating                 | 0                       | 0                |  |
| Total                     | 889                     | 1.839            |  |

Due to market conditions, the approval of credit risk is subject to a more strict process involving all levels of senior management. A Group credit committee monitors material credit exposures on a Group wide basis. See Note 11 for further disclosure on credit risk.

## (c) Liquidity risk

Prudent liquidity risk management entails maintaining sufficient cash reserves and financial headroom, through committed credit facilities. Due to the dynamic nature of the underlying businesses, the Company aims to maintain flexibility in its funding operations through the use of cash and committed credit facilities.

Where deemed beneficial to the Company, and in order to achieve better commercial terms (e.g. better pricing, higher credit limits, longer payment terms), the Company provides for the issuance of short term letters of credit or guarantee for the payment of liabilities arising from trade creditors. These instruments are issued using the Company's existing credit lines with local and international banks, and are subject to the approved terms and conditions of each bank, regarding the amount, currency, maximum tenor, collateral etc. To the extent the liabilities covered materialise before the balance sheet date, they are included in the balance sheet under trade creditors. Further details of the relevant loans are provided in Note 16.

The Company's plans with respect to facilities expiring within the next 12 months are presented below

| 1H17 | 2Н17                | 2017                            | Schedule for repayment                        | Schedule for refinancing   |
|------|---------------------|---------------------------------|---|--|
| _    | 284                 | 284                             | _   | 284  |
| _    | 72                  | 72                              | -   | 72   |
| 22   | 22                  | 44                              | 44  | -  |
| 170  | -                   | 170                             | 170   | -  |
| 192  | 378                 | 570                             | 214   | 356  |
|      | -<br>-<br>22<br>170 | - 284<br>- 72<br>22 22<br>170 - | - 284 284<br>- 72 72<br>22 22 44<br>170 - 170 | 1H17         2H17         2017         repayment           -         284         284         -           -         72         72         -           22         22         44         44           170         -         170         170 |

During 2016 the Company generated positive operating cash flows (EBITDA adjusted for inventory impact and one-offs less capital expenditure and interest payments) of €50 million. This has helped the Company to increase its cash reserves available for the repayment of loans maturing during the next 12 months.

The table below analyses the Company's financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual cash flows.

| 31 December 2016                 | Less than 1<br>year | Between 1 and 2 years | Between 2 and 5 years | Over 5 years |
|----------------------------------|---------------------|-----------------------|-----------------------|--------------|
| Borrowings                       | 1.187.756           | 651.529               | 913.546               | 23.239       |
| Derivative financial instruments | -                   | -                     | -                     | -            |
| Trade and other payables         | 1.668.664           | -                     | -                     | -            |
| 31 December 2015                 |                     |                       |                       |              |
| Borrowings                       | 1.531.800           | 515.029               | 1.068.758             | 71.963       |
| Derivative financial instruments | 34.814              | 515.027               | 1.000.736             |              |
| Trade and other payables         | 2.720.243           | -                     | -                     | -            |

The amounts included as loans in the table above do not correspond to the balance sheet amounts as they are the contractual undiscounted cash flows which include capital and interest.

Trade and other payables do not correspond to the balance sheet amounts as they include only financial liabilities.

#### 3.2 Capital risk management

The Company's objective with respect to capital structure, which includes both equity and debt funding, is to safeguard its ability to continue as a going concern and to have in place an optimal capital structure from a cost perspective.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with the industry convention, the Company monitors capital structure and indebtedness levels on the basis of the gearing ratio. The ratio is calculated as net debt divided by total capital employed. Net debt is calculated as total borrowings (including "current and non-current borrowings" as shown in the statement of financial position) less "Cash & cash equivalents" and "Available for Sale financial assets". Total capital employed is calculated as "Total Equity" as shown in the statement of financial position plus net debt.

The gearing ratios at 31 December 2016 and 2015 were as follows:

|  | As at                   |                         |  |  |
|--|-------------------------|-------------------------|--|--|
|  | <b>31 December 2016</b> | <b>31 December 2015</b> |  |  |
| Total Borrowings (Note 16)                                 | 2.610.699               | 2.956.101               |  |  |
| Less: Cash, Cash Equivalents and restricted cash (Note 12) | (888.783)               | (1.839.156)             |  |  |
| Less: Available for sale financial assets                  | (1.017)                 | (50)                    |  |  |
| Net debt   | 1.720.899               | 1.116.895               |  |  |
| Total Equity   | 1.590.150               | 1.224.891               |  |  |
| Total Capital Employed                                     | 3.311.049               | 2.341.786               |  |  |
| Gearing ratio  | 52%                     | 48%                     |  |  |

#### 3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels are defined as follows:

Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).

- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Company's assets and liabilities that are measured at fair value at 31 December 2016:

| Assets  | Level 1 | Level 2 | Level 3 | Total<br>balance |
|---|---------|---------|---------|------------------|
| Derivatives used for hedging<br>Available for sale financial assets | 1.017   | 15.192  | -       | 15.192<br>1.017  |
|   | 1.017   | 15.192  | -       | 16.209           |
| Liabilities   |         |         |         |                  |
| Derivatives used for hedging  |         | -       | -       |                  |
|   |         | -       | -       |                  |

The following table presents the Company's assets and liabilities that are measured at fair value at 31 December 2015:

| Assets                              | Level 1 | Level 2 | Level 3 | Total<br>balance |
|-------------------------------------|---------|---------|---------|------------------|
| Available for sale financial assets | 50      | -       | -       | 50               |
|                                     | 50      | -       | -       | 50               |
| Liabilities                         |         |         |         |                  |
| Derivatives used for hedging        |         | 34.814  | -       | 34.814           |
|                                     | _       | 34.814  | -       | 34.814           |

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

• Quoted market prices or dealer quotes for similar instruments.

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 The fair value of commodity swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.

For the years ended 31 December 2016 and 31 December 2015, there were no transfers between levels.

The fair value of the following financial assets and liabilities approximate their carrying amount:

- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables
- Borrowings

## 4 Critical accounting estimates and judgements

Estimates and judgements are continuously evaluated and are based on historical experience as adjusted for current market conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(i) Critical accounting estimates and assumptions

#### (a) Income taxes

Estimates are required in determining the provision for income taxes that the Company is subjected to, which requires significant judgement. There are some transactions and calculations for which the ultimate tax determination is uncertain. The Company recognizes liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

#### (b) Recoverability of deferred tax assets

Deferred tax assets include certain amounts which relate to carried forward tax losses. In most cases, such tax losses are available for set off for a limited period of time since they are incurred. The Company makes assumptions on whether these deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets.

#### (c) Provision for environmental restoration

The Company operates in the oil industry with its principal activities being that of exploration and production of hydrocarbons, refining of crude oil and sale of oil products, and the production and trading of petrochemical products. Environmental damage caused by such substances may require the Company to incur restoration costs to comply with the regulations in the various jurisdictions in which the Company operates, and to settle any legal or constructive obligation. Analysis and estimates are performed by the Company together with its technical and legal advisers, in order to determine the probability, timing and amount involved with probable required outflow of resources. Estimated restoration costs, for which disbursements are determined to be probable, are recognized as a provision in the Company's financial statements. When the final determination of such obligation amounts differs from the recognized provisions, the Company's statement of comprehensive income is impacted.

#### (d) Estimates in value-in-use calculation

The Company tests annually whether investments have suffered any impairment in accordance with its accounting policies (Note 2.10). Additionally, if certain indications emerge, the Company may test also non-financial assets (Note 2.9) and investments (Note 2.10.5) for possible impairment. These tests involve the

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determination of the cash generating units underlying the relevant balance sheet carrying amounts. This requires

The recoverable amount of a cash generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management. Cash flows beyond the period over which projections are available are extrapolated using estimated growth rates. These growth rates are consistent with forecasts included in country or industry reports specific to the country and industry in which each CGU operates.

#### (e) Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives and certain available-for-sale investments) is determined by using valuation techniques. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

#### (f) Pension benefits

judgement.

The present value of the pension obligations for the Company's defined benefit plans depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations. The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Company considers the interest rates of high-quality corporate bonds that are denominated in the currency and jurisdiction in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in Note 18.

#### (g) Provisions for legal claims

The Company has a number of legal claims pending against it. Management uses its judgement to assess the likely outcome of these claims and if it is more likely than not that the Company will lose a claim, then a provision is made. Provisions for legal claims, if required, are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Critical judgements in applying the Company's accounting policies (ii)

#### (h) Impairment of available-for-sale investments

The Company follows the guidance of IAS 39 to determine when an available-for-sale equity investment is impaired. This determination requires significant judgement. In making this judgement, the Company evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost; the financial health and the short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

#### 5 **Segment information**

All critical operating decisions are made by the Executive Committee, which reviews the Company's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports. The committee considers the business from a number of measures which may vary depending on the nature and evolution of a business segment by taking into account the risk profile, cash flow, product and market considerations. Information provided to the committee is measured in a manner consistent with that of the financial statements.

Information on the revenue and profit regarding the Company's operating segments is presented below:

|   |          |                             |                          | Exploration |        |  |
|---|----------|-----------------------------|--------------------------|-------------|--------|--|
|   |          |                             | Petro-                   | &           |        |  |
| Year ended 31 December 2016   | Note     | Refining                    | chemicals                | Production  | Other  | Total  |
| Sales   |          | 5.740.059                   | 252.387                  | -           | -      | 5.992.446  |
| Operating profit / (loss)   |          | 513.433                     | 83.185                   | (2.867)     | 26.484 | 620.235  |
| Finance costs - net   | 25       |                             |                          |             |        | (175.474)  |
| Currency exchange gains / (losses)  |          |                             |                          |             |        | 21.462   |
| Profit / (Loss) before income tax   |          |                             |                          |             |        | 466.223  |
| Income tax (expense)/credit   | 27       |                             |                          |             | _      | (131.901)  |
| Profit / (Loss) for the year  |          |                             |                          |             | _      | 334.322  |
|   |          |                             |                          | Exploration | _      |  |
|   |          |                             | Petro-                   | &           |        |  |
| Year ended 31 December 2015   |          | Refining                    | chemicals                | Production  | Other  | Total  |
|   |          |                             |                          | 1104401011  | Other  |  |
| Sales   |          | 6.321.068                   | 263.403                  | -           | -      | 6.584.471  |
| Sales Operating profit / (loss)   |          | 6.321.068<br><b>119.686</b> | 263.403<br><b>74.771</b> | (3.738)     | 24.479 |  |
|   | 25       |                             |                          | -           | -      | 6.584.471  |
| Operating profit / (loss) Finance costs - net                                     | 25       |                             |                          | -           | -      | 6.584.471<br><b>215.198</b>                          |
| Operating profit / (loss)  Finance costs - net Currency exchange gains / (losses) | 25       |                             |                          | -           | -      | 6.584.471<br><b>215.198</b><br>(166.572)             |
| Operating profit / (loss) Finance costs - net                                     | 25<br>27 |                             |                          | -           | -      | 6.584.471<br><b>215.198</b><br>(166.572)<br>(25.901) |

The segment assets and liabilities at 31 December 2016 and 2015 are as follows:

|                             |           | D. (                | Exploration     |         |           |
|-----------------------------|-----------|---------------------|-----------------|---------|-----------|
| Year ended 31 December 2016 | Refining  | Petro-<br>chemicals | &<br>Production | Other   | Total     |
|                             |           |                     | 5 500           | 455.205 | ( 225 210 |
| Total Assets                | 5.195.527 | 378.808             | 5.577           | 655.307 | 6.235.219 |
| Total Liabilities           | 3.746.062 | 161.077             | 13.350          | 724.581 | 4.645.070 |
|                             |           |                     | Exploration     |         |           |
|                             |           | Petro-              | &               |         |           |
| Year ended 31 December 2015 | Refining  | chemicals           | Production      | Other   | Total     |
| Total Assets                | 6.176.037 | 216.791             | 5.591           | 656.368 | 7.054.787 |
| Total Liabilities           | 5.036.345 | 56.811              | 11.328          | 725.412 | 5.829.896 |

An analysis of the Company's net sales by type of market (domestic, aviation & bunkering and exports) is presented below:

|                      | For the year     | For the year ended      |  |  |
|----------------------|------------------|-------------------------|--|--|
|                      | 31 December 2016 | <b>31 December 2015</b> |  |  |
| Domestic             | 2.077.617        | 2.634.046               |  |  |
| Aviation & Bunkering | 696.232          | 842.553                 |  |  |
| Exports              | 3.218.597        | 3.107.872               |  |  |
| Total net sales      | 5.992.446        | 6.584.471               |  |  |

#### 6 Property, plant and equipment

|                                    |         |           | Plant &   | Motor    | Furniture    | Assets<br>Under Cons- |           |
|------------------------------------|---------|-----------|-----------|----------|--------------|-----------------------|-----------|
|                                    | Land    | Buildings | Machinery | vehicles | and fixtures | truction              | Total     |
| Cost                               |         |           |           |          |              |                       |           |
| As at 1 January 2015               | 115.396 | 517.883   | 3.579.933 | 14.307   | 82.136       | 96.445                | 4.406.100 |
| Additions                          | -       | 2         | 1.226     | 30       | 1.967        | 131.109               | 134.334   |
| Capitalised projects               | -       | 9.862     | 156.766   | 6        | 565          | (167.199)             | -         |
| Disposals                          | -       | -         | (466)     | (60)     | (19)         | (2.491)               | (3.036)   |
| Transfers & other movements        | -       | -         | 10.939    | -        | -            | (5.051)               | 5.888     |
| As at 31 December 2015             | 115.396 | 527.747   | 3.748.398 | 14.283   | 84.649       | 52.813                | 4.543.286 |
| Accumulated Depreciation           |         |           |           |          |              |                       |           |
| As at 1 January 2015               | _       | 165.097   | 1.392.447 | 9.809    | 70.873       | _                     | 1.638.226 |
| Charge for the year                | _       | 17.853    | 109.925   | 399      | 3.315        | _                     | 131.492   |
| Disposals                          | _       | _         | (381)     | (60)     | (17)         | _                     | (458)     |
| As at 31 December 2015             | -       | 182.950   | 1.501.991 | 10.148   | 74.171       | _                     | 1.769.260 |
| Net Book Value at 31 December 2015 | 115.396 | 344.797   | 2.246.407 | 4.135    | 10.478       | 52.813                | 2.774.026 |
| _                                  |         |           |           |          |              |                       |           |
| Cost                               |         |           |           |          |              |                       |           |
| As at 1 January 2016               | 115.396 | 527.747   | 3.748.398 | 14.283   | 84.649       | 52.813                | 4.543.286 |
| Additions                          | -       | 9         | 825       | 813      | 1.709        | 86.367                | 89.723    |
| Capitalised projects               | -       | 3.094     | 52.569    | -        | 16           | (55.679)              | _         |
| Disposals                          | _       | -         | (2.912)   | (42)     | (427)        | (94)                  | (3.475)   |
| Transfers & other movements        | _       | -         | 3.552     | -        | _            | (2.748)               | 804       |
| As at 31 December 2016             | 115.396 | 530.850   | 3.802.432 | 15.054   | 85.947       | 80.659                | 4.630.338 |
| Accumulated Depreciation           |         |           |           |          |              |                       |           |
| As at 1 January 2016               | _       | 182,950   | 1.501.991 | 10.148   | 74.171       | _                     | 1.769.260 |
| Charge for the year                | _       | 17.490    | 125.342   | 362      | 2.435        | _                     | 145.629   |
| Disposals                          | _       |           | (2.882)   | (40)     | (427)        | _                     | (3.349)   |
| Transfers & other movements        | _       | _         | (2.002)   | (10)     | (127)        | _                     | (3.317)   |
| As at 31 December 2016             | -       | 200.440   | 1.624.451 | 10.470   | 76.179       | -                     | 1.911.540 |
| Net Book Value at 31 December 2016 | 115.396 | 330.410   | 2.177.981 | 4.584    | 9.768        | 80.659                | 2.718.798 |

- (1) The Company has not pledged any property, plant and equipment as security for borrowings.
- (2) During 2016 an amount of €1,9 million (2015: €2,4 million) in respect of interest has been capitalized within Assets under construction relating to the refining segment, at an average borrowing rate of 5,85% (2015: 5,06%).
- (3) 'Transfers and other movements' in assets under construction include the transfer of completed IT projects to intangible assets.

- (4) Depreciation expense of €145,6 million (2015: €131,5 million) and amortization expense of €5,8 million (2015: 6,2 million) is allocated in the following lines of the statement of comprehensive income:
  - Cost of Sales €138,2 million (2015: €122,5 million),
  - Selling and distribution expenses €5,8 million (2015: €6,9 million),
  - Administration expenses €7,3 million (2015: €8,0 million), and
  - Exploration and development expenses €0,1 million (2015: €0,3 million)

#### 7 Intangible assets

|   | Computer<br>software | Licences &<br>Rights | Total   |
|---|----------------------|----------------------|---------|
|   |                      | 8                    |         |
| Cost                                      | 0.00                 |                      | 10-5-5  |
| As at 1 January 2015                      | 83.006               | 24.667               | 107.673 |
| Additions                                 | 357                  | -                    | 357     |
| Disposals                                 | -                    | (368)                | (368)   |
| Transfers, acquisitions & other movements | 3.082                | <del>-</del>         | 3.082   |
| As at 31 December 2015                    | 86.445               | 24.299               | 110.744 |
| Accumulated Amortisation                  |                      |                      |         |
| As at 1 January 2015                      | 74.286               | 21.910               | 96.196  |
| Charge for the year                       | 4.985                | 1.219                | 6.204   |
| Transfers, acquisitions & other movements |                      | (27)                 | (27)    |
| As at 31 December 2015                    | 79.271               | 23.102               | 102.373 |
| Net Book Value 31 December 2015           | 7.174                | 1.197                | 8.371   |
| Cost                                      |                      |                      |         |
| As at 1 January 2016                      | 86.445               | 24.299               | 110.744 |
| Additions                                 | 1.438                | -                    | 1.438   |
| Disposals                                 | (47)                 | -                    | (47)    |
| Transfers, acquisitions & other movements | 2.504                | -                    | 2.504   |
| As at 31 December 2016                    | 90.340               | 24.299               | 114.639 |
| Accumulated Amortisation                  |                      |                      |         |
| As at 1 January 2016                      | 79.271               | 23.102               | 102,373 |
| Charge for the year                       | 4.638                | 1.185                | 5.823   |
| Disposals                                 | (47)                 | 1.105                | (47)    |
| As at 31 December 2016                    | 83.862               | 24.287               | 108.149 |
|   |                      |                      |         |
| Net Book Value 31 December 2016           | 6.478                | 12                   | 6.490   |

'Transfers and other movements' in computer software mainly relate to completed IT software projects capitalized during the year and thus transferred from assets under construction (Note 6). These projects are monitored within assets-under-construction as implementation of the relevant software takes place over a period of time. They are transferred to Intangible Assets when the implementation of the software has been completed and tested as being ready for use.

#### 8 Investment in subsidiaries, associates and joint ventures

|  | As at                   |                  |  |
|--|-------------------------|------------------|--|
|  | <b>31 December 2016</b> | 31 December 2015 |  |
| Beginning of the year                                  | 656.326                 | 659.826          |  |
| (Decrease) / Increase in share capital of subsidiaries | 9.811                   | 3.500            |  |
| Impairment of investment in associates                 | (10.872)                | (7.000)          |  |
| End of the year  | 655.265                 | 656.326          |  |

| Name  | Participating interest | Country of Incorporation |
|---|------------------------|--------------------------|
| Asprofos SA                                       | 100,0%                 | Greece                   |
| Diaxon ABEE                                       | 100,0%                 | Greece                   |
| EKO ABEE  | 35,6%                  | Greece                   |
| ELPET Balkaniki S.A.                              | 63,0%                  | Greece                   |
| HELPE Apollon Shipping Co                         | 100,0%                 | Greece                   |
| HELPE International AG                            | 100,0%                 | Austria                  |
| HELPE Poseidon Shipping Co                        | 100,0%                 | Greece                   |
| HELPE Finance Plc                                 | 100,0%                 | United Kingdom           |
| Helpe Renewable Energy Sources S.A.               | 100,0%                 | Greece                   |
| HELPE Upstream S.A.                               | 100,0%                 | Greece                   |
| HELPE Patraikos S.A.                              | 33,3%                  | Greece                   |
| Global Albania SA                                 | 99,9%                  | Albania                  |
| Public Gas Corporation of Greece S.A. (DEPA)      | 35,0%                  | Greece                   |
| ARTENIUS S.A.                                     | 35,0%                  | Greece                   |
| Athens Airport Fuel Pipeline Company S.A. (EAKAA) | 50,0%                  | Greece                   |
| ELPEDISON B.V.                                    | 5,0%                   | Netherlands              |
| Thraki SA   | 25,0%                  | Greece                   |
| STPC  | 16,7%                  | Greece                   |
| NAPC  | 16,7%                  | Greece                   |
| Greek Association of Independent Energy Producers | 16,7%                  | Greece                   |

- a) Increase in share capital of subsidiaries in 2015 mainly related to the two newly established 100% subsidiaries, HELPE Upstream S.A. and HELPE Patraikos S.A. In 2016 increase in share capital of subsidiaries mainly relates to HELPE Patraikos S.A. and Asprofos S.A..
- b) On 31 August 2016 the merger of two Group companies ("EKO Industrial and Commercial Company of Petroleum Products", or EKO and "Hellenic Fuels SA", or Hellenic Fuels) was completed, whereby Hellenic Fuels absorbed the net assets of EKO. Thereafter Hellenic Fuels was renamed to "Hellenic Fuels and Lubricants Industrial and Commercial S.A." ("EKO ABEE"). Following the merger Hellenic Petroleum SA now holds 35,6% of the share capital of EKO ABEE, with the rest being held by Hellenic Petroleum International AG, a subsidiary.
- c) The Company owns a 5% shareholding in Elpedison B.V., a joint venture entity with EDISON International. As at 31 December 2016 Elpedison B.V. management carried out an impairment test according to the requirements of IAS 36, based on the post-tax cash flows produced by the company. The recent and anticipated future developments in the market and regulatory environment (change in remuneration mechanisms and/or delay of their enforcement, intensification of competition) in which the company operates, were considered as indicators of impairment, as they could impact the future cash flows of its assets.

The valuation analysis considered Elpedison S.A.'s two gas fired power plants and the supply business unit as a single cash generation unit (CGU). The analysis was carried out by identifying the recoverable value

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(All amounts in Euro thousands unless otherwise stated)

("value in use") of the CGU. The estimation of the value in use was performed through the application of the Discounted Cash Flow Valuation Method. The discount rate applied was estimated as the post-tax Weighted Average Cost of Capital (WACC) of the company.

The year 2016 was highly volatile with significant developments taking place in the power industry (e.g. delay/change of temporary Annual Flexibility remuneration mechanism). This led to the re-evaluation of Elpedison's impairment indicators by management, resulting in the recognition of an additional impairment provision of €10,9 million (in 2015 a provision of €7 million was raised) in the carrying value of Elpedison B.V. in the statement of financial position as at 31 December 2016 and a respective impairment loss in the statement of comprehensive income, which is included in other income and expenses (Note 24).

It should be noted that the assumptions and scenarios used could further change in the future, particularly in an environment characterized by high volatility. Relevant changes in the assumptions used e.g. in the future Annual Flexibility remuneration and in discount rates, could have an impact on the value in use of the assets.

#### d) Sale of DESFA

On 16 February 2012, Hellenic Petroleum S.A. and the HRADF (jointly the "Sellers") agreed to launch a joint sale process of their shareholding in DEPA Group aiming to dispose 100% of the supply, trading and distribution activities, as well as 66% of their shareholding in the high pressure transmission network (DESFA S.A., a 100% subsidiary of DEPA S.A.).

The sale process resulted in the submission of a binding offer of €400 million by SOCAR (Azerbaijan's Oil and Gas National Company) for the purchase of the 66% of DESFA. The amount corresponding to the Company's 35% effective shareholding was €212 million.

On 21 December 2013, the Share Purchase Agreement (SPA) for the above sale was signed by HRADF, Hellenic Petroleum S.A. and SOCAR, while the completion of the transaction was agreed to be subject to the clearance of EU's responsible competition authorities.

On 30 November 2016, the deadline for the fulfilment of all prerequisites for the finalisation of the transaction expired without the desired outcome. The selling parties (HRADF & Hellenic Petroleum S.A.) are now considering their alternative options for the disposal of their shareholding in DESFA.

The cost of investment of the DEPA group in the Company's financial statements is €37 million. DEPA Group, as it currently stands, continues to be accounted for and included in these financial statements as an associate.

- The Company participates, directly or indirectly through its subsidiaries, in the following jointly controlled operations with other third parties relating to exploration and production of hydrocarbons in Greece and abroad:
  - Edison International SpA HELPE Patraikos (Greece, Patraikos Gulf). Following the relevant Ministerial Consent, Petroceltic Resources Plc, which participated in the joint operation during 2015, transferred its rights to both Edison International SpA and HELPE Patraikos, with effect from 20 January 2016.
  - Calfrac well services (Greece, Sea of Thrace concession)

#### 9 Loans, Advances & Long-term assets

|                        | As at            |                         |  |
|------------------------|------------------|-------------------------|--|
|                        | 31 December 2016 | <b>31 December 2015</b> |  |
| Loans and advances     | 32.905           | 13.900                  |  |
| Other long term assets | 2.204            | 2.754                   |  |
| Total                  | 35.109           | 16.654                  |  |

Loans and advances as at 31 December 2015 relate to a three-year bond loan of €13,9 million extended in March 2015 to ELPET Balkaniki, 63% subsidiary of Hellenic Petroleum S.A. In June 2016 the loan increased by €1,0 (All amounts in Euro thousands unless otherwise stated)

million. The loan matures in March 2018 (see also Note 33). They also include trade receivables due in more than one year as a result of settlement arrangements. These are discounted at a rate of 7,30% (2015: 7,30%) over their respective lives.

#### 10 **Inventories**

|   | As at                   |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Crude oil   | 371.829                 | 180.149                 |  |
| Refined products and semi-finished products       | 410.560                 | 330.240                 |  |
| Petrochemicals                                    | 20.387                  | 22.286                  |  |
| Consumable materials and other                    | 75.254                  | 72.444                  |  |
| - Less: Provision for Consumables and spare parts | (38.724)                | (24.372)                |  |
| Total   | 839.306                 | 580.747                 |  |

Under IEA and EU regulations Greece is obliged to hold crude oil and refined product stocks in order to fulfil the EU requirement for compulsory Stock obligations (90 days stock directive), as legislated by Greek Law 3054/2002. This responsibility is passed on to all companies, including Hellenic Petroleum S.A., which import and sell in the domestic market who have the responsibility to maintain and finance the appropriate stock levels. Such stocks are part of the operating stocks and are valued on the same basis.

The cost of inventories recognized as an expense and included in "Cost of sales" for 2016 is equal to €1,8 billion (2015: €5,6 billion). The Company has reported a loss of €0,2 million as at 31 December 2016 arising from inventory valuation which is reflected in a write-down of the year-end values (2015: €23 million). This was recognised as an expense in the year ended 31 December 2016 and included in 'Cost of Sales' in the statement of comprehensive income. Overall for 2016, management has estimated that the impact on the results of the Company from the fluctuations of crude oil and product prices during the year was positive and equal to approx. €100 million (2015: negative impact of €300 million).

#### 11 Trade and other receivables

|   | As at            |                         |  |
|---|------------------|-------------------------|--|
|   | 31 December 2016 | <b>31 December 2015</b> |  |
| Trade receivables                               | 444.395          | 387.856                 |  |
| - Less: Provision for impairment of receivables | (118.186)        | (109.391)               |  |
| Trade receivables net                           | 326.209          | 278.465                 |  |
| Other receivables                               | 679.848          | 728.945                 |  |
| - Less: Provision for impairment of receivables | (17.481)         | (13.299)                |  |
| Other receivables net                           | 662.367          | 715.646                 |  |
| Deferred charges and prepayments                | 47.844           | 7.707                   |  |
| Total   | 1.036.420        | 1.001.818               |  |

As part of its working capital management, the Company utilizes factoring facilities to accelerate the collection of cash from its customers in Greece. Non-recourse factoring, is excluded from balances shown above, since all risks and rewards of the relevant invoices have been transferred to the factoring institution.

'Other receivables' include balances in respect of VAT, income tax prepayment, advances to suppliers and advances to personnel. Other receivables also include the following:

- a) Advances of €327 million extended to Hellenic Petroleum International A.G. (a Group company) for the transfer of 100% of the share capital of Hellenic Fuels S.A. (currently a direct subsidiary of Hellenic Petroleum International A.G.) at book value (31 December 2015: €327 million). The conclusion of the transfer is subject to final contract signing.
- b) VAT approved refunds amounting to €34m (31 December 2015: €34 million), withheld by the customs office in respect of a dispute relating to stock shortages (see Note 31). Against this action the Company has filed a specific legal objection and claim against this action and expects to fully recover this balance following the conclusion of the relevant legal proceedings.
- A one-year bond loan of €138 million extended to EKO ABEE, a Group company (see also Note 33).

The fair values of trade and other receivables approximate their carrying amount.

The table below analyses overdue receivables:

|   | As at                   |                  |  |
|---|-------------------------|------------------|--|
|   | <b>31 December 2016</b> | 31 December 2015 |  |
| Total trade receivables                           | 444.395                 | 387.856          |  |
| Amounts included above, which are past due:       |                         |                  |  |
| Past due, not impaired receivables balance        | 70.594                  | 125.021          |  |
| Past due, doubtful & impaired receivables balance | 118.186                 | 109.391          |  |
|   | 188.780                 | 234.412          |  |

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above. Provisions are made for receivables that are doubtful of collection and have been assessed that they will result in a loss, net of any respective securities or collaterals obtained. Collaterals include primarily first or second class prenotices over properties of the debtor, personal and bank guarantees.

As of 31 December 2016 and 2015, the overdue days of trade receivables that were past due but not impaired are as follows:

|               | As at                   |                         |  |
|---------------|-------------------------|-------------------------|--|
|               | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Up to 30 days | 51.927                  | 60.305                  |  |
| 30 - 90 days  | 2.148                   | 6.906                   |  |
| 90 -120 days  | 1.170                   | 3.558                   |  |
| Over 120 days | 15.349                  | 54.252                  |  |
| Total         | 70.594                  | 125.021                 |  |

As of 31 December 2016 and 2015, the overdue days of trade receivables that were past due and impaired are as follows:

|               | As at                   |                  |  |
|---------------|-------------------------|------------------|--|
|               | <b>31 December 2016</b> | 31 December 2015 |  |
| Up to 30 days | -                       | -                |  |
| 30 - 90 days  | -                       | -                |  |
| Over 90 days  | 118.186                 | 109.391          |  |
| Total         | 118.186                 | 109.391          |  |

(All amounts in Euro thousands unless otherwise stated)

The movement in the provision for impairment of trade receivables is set out below:

|   | As at                   |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Balance at 1 January                          | 109.391                 | 95.902                  |  |
| Charged / (credited) to the income statement: |                         |                         |  |
| - Additional provisions                       | 8.795                   | 13.489                  |  |
| Balance at 31 December                        | 118.186                 | 109.391                 |  |

The movement in the provision for impairment has been included in selling and distribution expenses in the statement of comprehensive income.

The movement in the provision for impairment of other receivables is set out below:

|   | As at                   | t                |
|---|-------------------------|------------------|
|   | <b>31 December 2016</b> | 31 December 2015 |
| Balance at 1 January                          | 13.299                  | 10.871           |
| Charged / (credited) to the income statement: |                         |                  |
| - Additional provisions                       | 4.182                   | 2.428            |
| Balance at 31 December                        | 17.481                  | 13.299           |

## 12 Cash, cash equivalents and restricted cash

|  | As at                   |                         |  |
|--|-------------------------|-------------------------|--|
|  | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Cash at Bank and in Hand                         | 731.258                 | 983.600                 |  |
| Short term bank deposits                         |                         | 700.000                 |  |
| Cash and cash equivalents                        | 731.258                 | 1.683.600               |  |
| Restricted Cash                                  | 157.525                 | 155.556                 |  |
| Total cash, cash equivalents and restricted cash | 888.783                 | 1.839.156               |  |

Restricted cash mainly relates to a deposit amounting to €144 million, placed as security for a loan agreement of an equal amount with Piraeus Bank, in relation to the Company's Facility Agreement B with the European Investment Bank.

The outstanding balance under the EIB Facility Agreement B as at 31 December 2016 was €122 million, in accordance with the amortization schedule, whilst the outstanding balance of the Piraeus loan as at 31 December 2016 was €144 million. This is expected to be reduced to €122 million in the following months. The guarantee matured on 15 June 2016 and was renewed for an additional year. The effect of the loan and the deposit is a grossing up of the Statement of Financial Position, with no effect to the Net Debt and Net Equity position.

The balance of US Dollars included in Cash at bank as at 31 December 2016 was US\$503 million (Euro equivalent €477 million). The respective amount for the year ended 31 December 2015 was US\$ 813 million (Euro equivalent €747 million).

The weighted average effective interest rate as at the reporting date on cash and cash equivalents was:

|      | As:                     | As at            |  |  |
|------|-------------------------|------------------|--|--|
|      | <b>31 December 2016</b> | 31 December 2015 |  |  |
| Euro | 0,07%                   | 0,24%            |  |  |
| USD  | 0,10%                   | 0,80%            |  |  |

(All amounts in Euro thousands unless otherwise stated)

#### 13 Share capital

|                                    | Number of<br>Shares     |                  |                  |           |
|------------------------------------|-------------------------|------------------|------------------|-----------|
|                                    | (authorised and issued) | Share<br>Capital | Share<br>premium | Total     |
| As at 1 January & 31 December 2015 | 305.635.185             | 666.285          | 353.796          | 1.020.081 |
| As at 31 December 2016             | 305.635.185             | 666.285          | 353.796          | 1.020.081 |

All ordinary shares were authorised, issued and fully paid. The nominal value of each ordinary share is €2.18 (31 December 2015: €2.18).

#### Share options

During the Annual General Meeting (AGM) of Hellenic Petroleum S.A. held on 25 May 2005, a share option scheme was approved, with the intention to link the number of share options granted to management with the results and performance of the Company. Subsequent AGMs have approved and granted the share options. The vesting period is 1 November to 5 December of the years 2014 – 2018.

Share options outstanding at the year-end have the following expiry date and exercise prices:

| Grant<br>Date | Vesting<br>Date | Expiry<br>Date | Exercise<br>Price | No. of share op         | otions as at            |
|---------------|-----------------|----------------|-------------------|-------------------------|-------------------------|
|               |                 | 5 December     | € per share       | <b>31 December 2016</b> | <b>31 December 2015</b> |
| 2012          | 2014-18         | 2018           | 4,52              | 1.479.933               | 1.479.933               |
|               |                 |                | Total             | 1.479.933               | 1.479.933               |

No stock options have been exercised during 2016 or during the previous year, due to the negative relationship between the exercise price and the share market price during the respective vesting periods.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

|                | As at          |           |                         |             |  |
|----------------|----------------|-----------|-------------------------|-------------|--|
|                | 31 Decem       | ber 2016  | <b>31 December 2015</b> |             |  |
|                | Average        |           | Average                 |             |  |
|                | Exercise Price |           | Exercise Price          |             |  |
|                | in €per share  | Options   | in €per share           | Options     |  |
| At 1 January   | 4,52           | 1.479.933 | 6,14                    | 3.095.987   |  |
| Lapsed         |                | -         | 7,62                    | (1.616.054) |  |
| At 31 December | 4,52           | 1.479.933 | 4,52                    | 1.479.933   |  |

The value of lapsed stock options that were transferred to retained earnings in 2015 was €2,9 million.

#### 14 Reserves

|   |    | Statutory reserve | Special reserves | Tax<br>reserves | Hedging<br>reserve | Share-based<br>payment<br>reserve | Actuarial<br>gains/<br>(losses) | Other reserves | Total   |
|---|----|-------------------|------------------|-----------------|--------------------|-----------------------------------|---------------------------------|----------------|---------|
| Balance at 1 January 2015   |    | 118.668           | 86.495           | 271.944         | (44.464)           | 3.639                             | (6.288)                         | -              | 429.994 |
| Cash flow hedges:   | 21 |                   |                  |                 |                    |                                   |                                 |                |         |
| - Fair value gains/(losses) on cash flow hedges<br>- De-recognition of gains/(losses) on hedges                 |    | -                 | -                | -               | (4.802)            | -                                 | -                               | -              | (4.802) |
| through comprehensive income<br>Actuarial gains/(losses) on defined benefit                                     |    | -                 | -                | -               | 24.548             | -                                 | -                               | -              | 24.548  |
| pension plans   |    | -                 | -                | -               | -                  | _                                 | 917                             | _              | 917     |
| Share-based payments  | 13 | -                 | -                | -               | -                  | (2.893)                           | -                               | -              | (2.893) |
| Transfers to/ from retained earnings  |    | -                 | -                | (8.798)         | -                  | -                                 | (148)                           | -              | (8.946) |
| Balance at 31 December 2015   | _  | 118.668           | 86.495           | 263.146         | (24.718)           | 746                               | (5.519)                         | -              | 438.818 |
| Cash flow hedges:   | 21 |                   |                  |                 |                    |                                   |                                 |                |         |
| - Fair value gains/(losses) on cash flow hedges<br>- De-recognition of gains/(losses) on hedges                 |    | -                 | -                | -               | 15.862             | -                                 | -                               | -              | 15.862  |
| through comprehensive income  |    | -                 | -                | -               | 19.642             | -                                 | -                               | -              | 19.642  |
| Actuarial gains/(losses) on defined benefit<br>pension plans<br>Changes in the fair value on available-for-sale |    | -                 | -                | -               | -                  | -                                 | (4.568)                         | -              | (4.568) |
| financial assets Transfer of available-for-sale reserve to  |    | -                 | -                | -               | -                  | -                                 | -                               | (6.414)        | (6.414) |
| operating profit  | _  | -                 | -                | -               | -                  | -                                 | -                               | 6.414          | 6.414   |
| Balance at 31 December 2016   |    | 118.668           | 86.495           | 263.146         | 10.786             | 746                               | (10.087)                        | -              | 469.754 |

#### Statutory reserves

Under Greek law, corporations are required to transfer a minimum of 5% of their annual net profit as reflected in their statutory books to a statutory reserve until such reserve equals one third of outstanding share capital. This reserve cannot be distributed during the existence of the corporation, but can be used to offset accumulated losses.

#### Special reserves

Special reserves primarily relate to reserves arising from tax revaluations in accordance with the relevant legislation in prior years. Where considered appropriate deferred tax provisions are booked in respect of these reserves.

#### Tax free reserves

#### These include:

- (i) Tax deferred reserves retained earnings that have not been taxed with the prevailing corporate income tax rate as allowed by Greek law under various statutes. Certain of these retained earnings will become liable to tax at the rate prevailing at the time of distribution to shareholders or conversion to share capital.
- (ii) Partially taxed reserves retained earnings, that have been taxed at a rate less than the corporate tax rate as allowed by Greek law. Certain of these retained earnings will be subject to the remaining tax up to the corporate tax rate prevailing at the time of distribution to shareholders or conversion to share capital.

#### Hedging reserve

The hedging reserve is used to record gains or losses on derivatives that are designated and qualify as cash flow hedges and that are recognized in other comprehensive income, as described in Note 21. Amounts are reclassified to profit or loss when the associated hedged transaction affects profit or loss.

#### Actuarial gains / (losses)

These include actuarial gains / (losses) on defined benefit plans resulting from experience adjustments (the effects of differences between the previous actuarial assumptions and what has actually occurred); and the effects of changes in actuarial assumptions.

(All amounts in Euro thousands unless otherwise stated)

#### Other reserves

These include an AFS reserve reflecting changes in the fair value of investments that are classified as availablefor-sale financial assets. Amounts are reclassified to profit or loss when the associated assets are sold or impaired.

#### 15 Trade and other payables

|                  | As at            | t                       |
|------------------|------------------|-------------------------|
|                  | 31 December 2016 | <b>31 December 2015</b> |
| Trade payables   | 1.579.039        | 2.633.351               |
| Accrued Expenses | 81.590           | 73.432                  |
| Other payables   | 31.344           | 38.182                  |
| Total            | 1.691.973        | 2.744.965               |

Trade payables comprise amounts payable or accrued in respect of supplies of crude oil, products, commodity derivative contracts and services.

Trade payables, as at 31 December 2016 and 31 December 2015, include amounts in respect of crude oil imports from Iran which were received between December 2011 and March 2012 as part of a long term contract with NIOC. Despite repeated attempts to settle the payment for these cargoes through the international banking system between January and June 2012, it was not possible to do so. This was due to the fact that payments to Iranian banks and state entities were not accepted for processing by the International banking system as a result of explicit or implicit US and International sanctions. After 30 June 2012, Hellenic Petroleum was prohibited to effect payments to NIOC by virtue of EU sanctions (Council Regulation (EU) No. 267/2012 of 23 March 2012). The Company duly notified its supplier of this restriction on payments and the inability to accept further crude oil cargoes under the contract, as a result of the aforementioned international sanctions.

On 18 October 2015, by Decision (CFSP) 2015/1863, the Council of the European Union (EU) decided to terminate implementation of most of Union restrictions against Iran, taking into account UNSCR 2231 (2015) and Annex B to UNSCR 2231 (2015), simultaneously with the IAEA-verified implementation by Iran of agreed nuclear-related measures. On 16 January 2016 ("Implementation Day"), by Decision (CFSP) 2016/37, the Council decided that Decision (CFSP) 2015/1863 shall apply from that date. On the same date U.S and other International Restrictive Measures were also partially lifted. In light of the above developments, Hellenic Petroleum and NIOC executed Heads of Terms to a cooperation agreement on 22 January 2016 for the recommencement of their commercial relationship for the supply of crude and for the settlement of the due trade payables. Implementation of the agreement will be in full compliance with prevailing EU and international framework as well as surviving restrictions. In accordance with the aforementioned Heads of Terms, the relevant amount which falls due after twelve months has been transferred from trade payables to trade and other payables in non-current liabilities as at 31 December 2016 (Note 20).

Where deemed beneficial to the Company, in order to achieve better terms (such as better pricing, higher credit limits, longer payment terms), the Company provides short term letters of credit or guarantee for the payment of liabilities arising from trade creditors, making use of its existing credit lines with its banks. To the extent these liabilities materialise before the balance sheet date, they are included in the balance under trade creditors.

Other payables include amounts in respect of payroll and other staff related costs, social security obligations and sundry taxes.

Accrued expenses and deferred income include the estimated cost of the CO2 emission rights required under the corresponding environmental legislation amounting to €2 million as at 31 December 2016 (2015: €16 million).

#### 16 **Borrowings**

|  | As at                   |                  |  |
|--|-------------------------|------------------|--|
|  | <b>31 December 2016</b> | 31 December 2015 |  |
| Non-current borrowings                       |                         |                  |  |
| Bank borrowings                              | 233.000                 | 277.444          |  |
| Bond loan                                    | 1.227.281               | 1.258.970        |  |
| Non-current borrowings                       | 1.460.281               | 1.536.414        |  |
| Current borrowings                           |                         |                  |  |
| Short term bank borrowings                   | 1.105.974               | 1.375.243        |  |
| Current portion of long-term bank borrowings | 44.444                  | 44.444           |  |
| Total current borrowings                     | 1.150.418               | 1.419.687        |  |
| Total borrowings                             | 2.610.699               | 2.956.101        |  |

The maturity of non-current borrowings is as follows:

|                       | As at                   |                         |
|-----------------------|-------------------------|-------------------------|
|                       | <b>31 December 2016</b> | <b>31 December 2015</b> |
| Between 1 and 2 years | 587.175                 | 445.444                 |
| Between 2 and 5 years | 817.884                 | 991.303                 |
| Over 5 years          | 55.222                  | 99.667                  |
|                       | 1.460.281               | 1.536.414               |

The weighted average effective interest margins are as follows:

|                             | As at    |                         |                         |  |  |  |
|-----------------------------|----------|-------------------------|-------------------------|--|--|--|
| Bank Borrowings             | Currency | <b>31 December 2016</b> | <b>31 December 2015</b> |  |  |  |
| Short-term                  |          |                         |                         |  |  |  |
| - Floating Euribor + margin | Euro     | 5,79%                   | 5,28%                   |  |  |  |
| - Floating Libor + margin   | USD      | 5,82%                   | 5,54%                   |  |  |  |
| Long-term                   |          |                         |                         |  |  |  |
| $\varepsilon$               | Г        | <b>7</b> 400/           | T (00)                  |  |  |  |
| - Floating Euribor + margin | Euro     | 5,49%                   | 5,60%                   |  |  |  |
| - Floating Libor + margin   | USD      | -                       | -                       |  |  |  |

The carrying amounts of borrowings are denominated in the following currencies:

|                  | As at                   |                         |  |
|------------------|-------------------------|-------------------------|--|
|                  | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Euro             | 2.610.699               | 2.591.813               |  |
| US dollar        | -                       | 364.288                 |  |
| Total borrowings | 2.610.699               | 2.956.101               |  |

No loans were in default as at 31 December 2016 (none as at 31 December 2015).

Hellenic Petroleum and its subsidiaries (the "Group") has centralised treasury operations which coordinate and control the funding and cash management activities of all group companies. Within this framework, Hellenic Petroleum Finance plc ("HPF") was established in November 2005 in the U.K. as a wholly-owned subsidiary of Hellenic Petroleum S.A. to act as the central treasury vehicle of the Hellenic Petroleum Group.

Gross borrowings of the Company by maturity as at 31 December 2016 and 2015 are summarised on the table below:

|  |          | As at                   |                         |  |
|--|----------|-------------------------|-------------------------|--|
|  |          | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
|  | Maturity | (€ million)             | (€ million)             |  |
| Syndicated Bond loan €350 million          | Jul 2018 | 344                     | 341                     |  |
| Bond loan €400 million                     | Oct 2017 | 284                     | 225                     |  |
| Bond loan €200 million                     | Jan 2018 | 199                     | 199                     |  |
| Bond loan SBF €400 million                 | Nov 2017 | 72                      | -                       |  |
| European Investment Bank ("EIB") Term loan | Jun 2022 | 244                     | 289                     |  |
| HPF Loan €488m                             | May 2017 | 170                     | 401                     |  |
| HPF Loan US\$ 397,6m                       | May 2016 | -                       | 364                     |  |
| HPF Loan €17,6m                            | Jul 2019 | 318                     | 318                     |  |
| HPF Loan €367m                             | Oct 2021 | 367                     | -                       |  |
| Bilateral lines                            | Various  | 613                     | 819                     |  |
| Total                                      |          | 2.611                   | 2.956                   |  |

Refer to 'Liquidity Risk Management' (Note 3.1) for an analysis of the Company's plans regarding the facilities falling due in 2016.

#### Term loans

The Company concluded a €350 million syndicated bond loan credit facility guaranteed by HPF maturing in July 2018.

#### Bond Loan €400 million

In September 2015 Hellenic Petroleum S.A. extended the maturity date of a €400 million syndicated bond loan agreement from December 2015 to June 2016 and subsequently to October 2017 with two six-month extension options. The outstanding balance of the loan as at 31 December 2016 was €284 million.

#### Bond Loan €200 million

In line with its risk management strategy to increase the percentage of committed term credit facilities, Hellenic Petroleum S.A. concluded a €200 million committed credit facility in January 2015, with a tenor of 3 years, with National Bank of Greece.

## Bond loans stand-by facility €400 million

In May 2016 Hellenic Petroleum S.A. concluded a €400 million bond-loan stand-by facility with a tenor of 18 months and an extension option for a further 6 months. The bond loan facility has two Tranches, a committed Tranche of €240 million and an uncommitted Tranche of €160 million. The balance of the committed Tranche as at 31 December 2016 was €72 million.

#### EIB Term loans

On 26 May 2010, Hellenic Petroleum S.A. signed two loan agreements (Facilities A and B) with the European Investment Bank for a total amount of €400 million (€200 million each). The purpose of the loans was to finance part of the investment programme relating to the upgrade of the Elefsina Refinery. Both loans had a maturity of twelve years with amortization beginning in December 2013 and similar terms and conditions. Facility B is credit enhanced by a commercial bank guarantee (see Note 12). This is normal practice for EIB lending particularly during the construction phase of large projects. Total repayments on both loans up to 31 December 2016 amounted to €156 million (€14 million paid during 2016).

#### Hellenic Petroleum S.A.

Financial Statements in accordance with IFRS for the year ended 31 December 2016 (All amounts in Euro thousands unless otherwise stated)

#### HPF Loan €488m (Eurobond €500m)

In May 2013, HPF issued a €500 million four-year Eurobond, with an 8% annual coupon, maturing in May 2017. The notes were guaranteed by Hellenic Petroleum S.A. Subsequently the Company concluded a €488 million loan agreement with HPF, which was partially prepaid, in October 2016 as detailed below.

#### HPF Loan \$397,6m (Eurobond \$400m)

In May 2014, HPF issued a two-year \$400 million Eurobond with a 4,625% annual coupon, maturing in May 2016. Subsequently the Company concluded a \$397,6 million loan agreement with HPF and the proceeds were used for general corporate purposes. In April 2016 the Company fully repaid the loan. The exchange gain realised upon repayment was €12 million and is included in currency exchange gains/(losses) (Note 26).

#### HPF Loan €317,6m (Eurobond €325m)

In July 2014, HPF issued a €325 million five-year Eurobond, with a 5,25% annual coupon, maturing in July 2019. The Notes are guaranteed by Hellenic Petroleum S.A., are redeemable at the option of the Issuer in July 2017 and are listed on the Luxembourg Stock Exchange. Subsequently the Company concluded a €317,6 million loan agreement with HPF and the proceeds were used for general corporate purposes.

#### HPF Loan €367m (Eurobond €375m)

In October 2016 HPF issued a €375 million five-year 4.875% Eurobond guaranteed by Hellenic Petroleum S.A., with the issue price being 99.453 per cent of the principal amount. The notes mature in October 2021. The proceeds of the new issue were used to repay existing financial indebtedness, including the partial prepayment of the €300 million Eurobond maturing in May 2017, through a tender offer process which was completed in October 2016, during which notes of nominal value of €25 million were accepted. Subsequently the Company concluded a €367 million loan agreement with HPF and the proceeds were used to prepay existing indebtedness of including part of the €488 million maturing in May 2017 and for general corporate purposes.

#### Bilateral lines

The Company has credit facilities with various banks in place, for general corporate purposes. These mainly relate to short-term loans which have been put in place and renewed as necessary over the past few years.

Certain debt agreements that the Company enters into, include financial covenants, the most significant of which are the maintenance of certain ratios at Group level as follows: "Net Debt/EBITDA", "EBITDA/Net Interest" and "Net Debt/Net Worth". Management monitors the performance of the Group to ensure compliance with the above covenants.

#### 17 **Deferred income tax**

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The gross movement on the deferred income tax asset / (liability) is as follows:

|                                      | As a             | As at                   |  |  |
|--------------------------------------|------------------|-------------------------|--|--|
|                                      | 31 December 2016 | <b>31 December 2015</b> |  |  |
| Beginning of the year                | 177.639          | 174.573                 |  |  |
| Income statement recovery / (charge) | (126.164)        | 8.600                   |  |  |
| Charged / (released) to equity       | (12.636)         | (5.534)                 |  |  |
| End of year                          | 38.839           | 177.639                 |  |  |

Deferred tax relates to the following types of net temporary differences:

|   | As at            |                         |  |
|---|------------------|-------------------------|--|
|   | 31 December 2016 | <b>31 December 2015</b> |  |
| Intangible and tangible fixed assets                    | (181.995)        | (163.912)               |  |
| Inventory valuation                                     | 11.230           | 7.068                   |  |
| Environmental provision                                 | 3.548            | 4.575                   |  |
| Unrealised exchange gains                               | (5.371)          | 20.066                  |  |
| Employee benefits provision                             | 27.337           | 24.624                  |  |
| Provision for bad debts                                 | 11.362           | 8.898                   |  |
| Derivative financial instruments at fair value          | (4.406)          | 12.732                  |  |
| Provision for write-down in investments of associates   | 10.988           | 5.216                   |  |
| Net operating losses carried forward                    | 121.563          | 216.181                 |  |
| Net interest cost carried forward (thin capitalisation) | 41.966           | 41.966                  |  |
| Other temporary differences                             | 2.617            | 225                     |  |
| Net deferred income tax asset/(liability)               | 38.839           | 177.639                 |  |

Deferred tax assets relating to tax loss carry-forwards are recognized if it is probable that they can be offset against future taxable profits. As at 31 December 2016 the Company recognized deferred tax assets on tax loss carry-forwards totalling amounting to €122 million (2015: €16 million), since, on the basis of the approved business plan, Management considers it probable that these can be offset against future taxable profits.

In 2014, thin capitalization rules as per art. 49 of law 4172/2013 were applied for the first time, whereby the net interest expense is deductible up to a certain percentage of tax EBITDA (60% for 2014, 50% for 2015 and 40% for 2016 and onwards). This resulted in a deferred tax asset of €42 million as at 31 December 2016 (2015: €42 million), which can be offset against future taxable profits without any time constraints.

#### 18 Retirement benefit obligations

The table below outlines where the Company's retirement benefit amounts and activity are included in the financial statements.

|  | As at                   |                         |  |
|--|-------------------------|-------------------------|--|
|  | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Statement of Financial Position obligations for:     |                         |                         |  |
| Pension benefits                                     | 88.521                  | 77.500                  |  |
| Total as per Statement of Financial Position         | 88.521                  | 77.500                  |  |
|  | For the year            | r ended                 |  |
|  | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Statement of Comprehensive Income charge for:        |                         |                         |  |
| Pension benefits                                     | 7.060                   | 6.588                   |  |
| Total as per Statement of Comprehensive Income       | 7.060                   | 6.588                   |  |
|  | For the year            | r ended                 |  |
|  | 31 December 2016        | <b>31 December 2015</b> |  |
| Remeasurements for:                                  |                         |                         |  |
| Pension benefits                                     | 6.432                   | (926)                   |  |
| Total as per Statement of Other Comprehensive Income | 6.432                   | (926)                   |  |

The amounts recognized in the statement of financial position are as follows:

|  | As at            |                         |  |  |
|--|------------------|-------------------------|--|--|
|  | 31 December 2016 | <b>31 December 2015</b> |  |  |
| Present value of funded obligations              | 5.896            | 5.195                   |  |  |
| Fair value of plan assets                        | (1.296)          | (209)                   |  |  |
| Deficit of funded plans                          | 4.600            | 4.986                   |  |  |
| Present value of unfunded obligations            | 83.921           | 72.514                  |  |  |
| Liability in the Statement of Financial Position | 88.521           | 77.500                  |  |  |

The plans are final salary pension plans. The level of benefits provided depend on members' length of service and remuneration.

The movement in the defined benefit obligation is as follows:

|   | Present Value of Obligation | Fair Value of<br>Plan Assets | Total   |
|---|-----------------------------|------------------------------|---------|
| As at 1 January 2015  | 74.698                      | (203)                        | 74.495  |
| Current service cost  | 4.010                       | -                            | 4.010   |
| Interest expense/(income)                                       | 2.370                       | (16)                         | 2.354   |
| Past service costs and (gains)/losses on settlements            | 224                         | -                            | 224     |
| Statement of comprehensive income charge                        | 6.604                       | (16)                         | 6.588   |
| Remeasurements:   |                             |                              |         |
| - Return on plan assets, excluding amounts included in Interest |                             |                              |         |
| expense/(income)  | -                           | 13                           | 13      |
| - (Gain)/loss from change in financial assumptions              | (1.988)                     | -                            | (1.988) |
| - Experience (gains)/losses                                     | 1.049                       | -                            | 1.049   |
|   | (939)                       | 13                           | (926)   |
| Benefits paid directly by the Company/Contributions paid by the |                             |                              |         |
| Company   | (2.395)                     | (262)                        | (2.657) |
| Benefit payments from the plan                                  | (259)                       | 259                          |         |
| As at 31 December 2015  | 77.709                      | (209)                        | 77.500  |
| Current service cost  | 4.031                       | -                            | 4.031   |
| Interest expense/(income)                                       | 2.642                       | (11)                         | 2.631   |
| Past service costs and (gains)/losses on settlements            | 398                         | -                            | 398     |
| Statement of comprehensive income charge                        | 7.071                       | (11)                         | 7.060   |
| Remeasurements:   |                             |                              |         |
| - Return on plan assets, excluding amounts included in Interest |                             |                              |         |
| expense/(income)  | -                           | (262)                        | (262)   |
| - (Gain)/loss from change in financial assumptions              | 11.706                      | -                            | 11.706  |
| - Experience (gains)/losses                                     | (5.012)                     | -                            | (5.012) |
|   | 6.694                       | (262)                        | 6.432   |
| Benefits paid directly by the Company/Contributions paid by the |                             |                              |         |
| Company   | (1.532)                     | (939)                        | (2.471) |
| Benefit payments from the plan                                  | (125)                       | 125                          |         |
| As at 31 December 2016  | 89.817                      | (1.296)                      | 88.521  |

(All amounts in Euro thousands unless otherwise stated)

The expected maturity analysis of undiscounted pension benefits is as follows:

| Balance at 31 December 2016 |       |       | Between 2-<br>5 years |         | Total   |
|-----------------------------|-------|-------|-----------------------|---------|---------|
| Pension Benefits            | 2.583 | 1.564 | 12.314                | 203.255 | 219.716 |

Plan assets are comprised as follows:

|                           | 31 December 2016 |          | 31 December 2015 |     |        |          |       |     |
|---------------------------|------------------|----------|------------------|-----|--------|----------|-------|-----|
|                           | Quoted           | Unquoted | Total            | %   | Quoted | Unquoted | Total | %   |
| Equity Instruments        | 0                | _        | 0                | 0%  | 0      | _        | 0     | 0%  |
| Debt Instruments:         |                  |          |                  |     |        |          |       |     |
| - Government bonds        | 626              | -        | 626              | 48% | 112    | -        | 112   | 54% |
| - Corporate bonds         | 386              | -        | 386              | 30% | 55     | -        | 55    | 26% |
| Investment funds          | 283              | -        | 283              | 22% | 42     | -        | 42    | 20% |
| Cash and cash equivalents | 1                | -        | 1                | 0%  |        | -        | -     |     |
| Total                     | 1.296            | -        | 1.296            |     | 209    | -        | 209   |     |

The principal actuarial assumptions used were as follows:

|                         | As at            |                  |  |
|-------------------------|------------------|------------------|--|
|                         | 31 December 2016 | 31 December 2015 |  |
| Discount Rate           | 2,50%            | 3,50%            |  |
| Future Salary Increases | 0,50%            | 0,50%            |  |
| Inflation               | 0,50%            | 0,50%            |  |

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

#### **Impact on Defined Benefit Obligation**

|                         | · .   | _      | Decrease in assumption |
|-------------------------|-------|--------|------------------------|
| Discount Rate           | 0,50% | -5,00% | 5,95%                  |
| Future Salary Increases | 0,50% | 5.00%  | _                      |

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognized within the statement of financial position.

Expected contributions to defined benefit plans for the following year amount to €0,6 million. The weighted average duration of the defined benefit obligation is 17 years.

## 19 Provisions for other liabilities and charges

|   | Provisions for        |
|---|-----------------------|
|   | other liabilities and |
|   | charges               |
| At 1 January 2015                             | 3.000                 |
| At 31 December 2015                           | 3.000                 |
| Charged / (credited) to the income statement: |                       |
| - Additional provisions                       | 3.829                 |
| At 31 December 2016                           | 6.829                 |

The amounts regard provisions for pending legal claims.

## 20 Trade and other payables, non-current

|                          | As at            |                         |  |
|--------------------------|------------------|-------------------------|--|
|                          | 31 December 2016 | <b>31 December 2015</b> |  |
| Government grants        | 9.379            | 10.651                  |  |
| Trade and other payables | 237.026          | 1.749                   |  |
| Total                    | 246.405          | 12.400                  |  |

#### Government grants

Advances by the Government relate to grants for the purchase of property, plant and equipment. Amortization for 2015 amounted to  $\{0,3,4,5\}$  million (2015:  $\{0,4,5,4\}$  million).

#### Trade and other payables

Trade and other payables include the long-term portion of NIOC payables (Note 15), as well as sundry operating items and risks arising from the Company's ordinary activities.

#### 21 Derivative financial instruments

|                           |          | 31 Decem | ber 2016 |                          |          | 31 Decem | ber 2015 |                          |
|---------------------------|----------|----------|----------|--------------------------|----------|----------|----------|--------------------------|
| Commodity Derivative type | Notional | l Amount | Assets   | Liabilities              | Notional | Amount   | Assets   | Liabilities              |
|                           | MT'000   | Bbls'000 | €        | €                        | MT'000   | Bbls'000 | €        | €                        |
| Commodity Swaps           | _        | 2.588    | 15.192   | -                        | _        | 2.948    | -        | 34.814                   |
|                           | -        | 2.588    | 15.192   | -                        | -        | 2.948    | -        | 34.814                   |
| Total                     |          |          | 15.192   | -                        |          |          | -        | 34.814                   |
|                           |          |          | 31 Decei | mber 2016<br>Liabilities |          |          | 31 Dece  | mber 2015<br>Liabilities |
| Non-current portion       |          |          |          |                          |          |          |          |                          |
| Commodity swaps           |          | -        | -        | -                        |          | -        | -        | -                        |
| Current portion           |          |          | -        | -                        |          |          | -        | -                        |
| Commodity swaps           |          | _        | 15.192   | -                        |          | -        | -        | 34.814                   |
|                           |          |          | 15.192   | -                        |          |          | -        | 34.814                   |
| Total                     |          | -<br>-   | 15.192   | -                        |          | -        | -        | 34.814                   |

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedging criteria, they are classified as 'held for trading' for accounting purposes.

The full fair value of a hedging derivative is classified as a non-current asset or liability if the remaining maturity of the hedged item is more than 12 months and, as a current asset or liability, if the maturity of the hedged item is less than 12 months

#### Derivatives designated as cash flow hedges

During the year ended 31 December 2016 amounts transferred to the statement of comprehensive income, relating to contracts that were settled during the year, amounted to €19.642 loss, net of tax (2015: €24.548 loss, net of tax).

The remaining cash flow hedges are highly effective and the movement in their fair value, amounting to a gain of €15.862 net of tax as at 31 December 2016 (2015: €4.802 loss, net of tax), is included in the hedging reserve (see Note 14).

The maximum exposure to credit risk at the reporting date is the fair value of the derivative assets in the statement of financial position.

#### 22 Expenses by nature

|   | For the year ended      |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Raw materials and consumables used                        | 4.841.683               | 5.781.845               |  |
| Employee costs  | 175.312                 | 169.221                 |  |
| Depreciation  | 145.629                 | 131.492                 |  |
| Amortization  | 5.823                   | 6.204                   |  |
| Other expenses  | 272.909                 | 312.095                 |  |
| Total cost of sales, distribution cost and administrative |                         |                         |  |
| expenses  | 5.441.356               | 6.400.857               |  |

Employee costs are set out in the table below:

|                           | For the year ended |                         |  |
|---------------------------|--------------------|-------------------------|--|
|                           | 31 December 2016   | <b>31 December 2015</b> |  |
| Wages and salaries        | 122.471            | 116.415                 |  |
| Social security costs     | 30.380             | 28.957                  |  |
| Pension costs             | 6.429              | 6.927                   |  |
| Other employment benefits | 16.032             | 16.922                  |  |
| Total                     | 175.312            | 169.221                 |  |

Other employment benefits include medical insurance, catering and transportation expenses.

#### 23 **Exploration and development expenses**

Geological and geophysical costs are expensed as incurred and relate to the Company's exploration activities.

## 24 Other operating income / (expenses) and other operating gains / (losses)

Other operating income/(expenses) and other gains / (losses) are analysed as follows:

|   | For the year ended      |                         |  |
|---|-------------------------|-------------------------|--|
|   | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Income from grants' amortisation                | 1.272                   | 1.621                   |  |
| Services to third parties                       | 3.442                   | 2.244                   |  |
| Rental income                                   | 1.329                   | 1.327                   |  |
| Discounting of long-term (assets) / liabilities | 5.475                   | 130                     |  |
| Accrued income from insurance compensation      | 41.000                  | -                       |  |
| Other income / (expense)                        | (1.532)                 | 1.493                   |  |
| Other operating income / (expenses) - net       | 50.986                  | 6.815                   |  |
| Impairment of investments                       | (19.905)                | (7.000)                 |  |
| Total other operating income / (expenses) - net | 31.081                  | (185)                   |  |

Insurance compensation relates to the settlement of an insurance claim relating to the business interruption of the Elefsina refinery flexicocker unit in 2012. Other operating income / (expenses) – net, include income or expenses which do not relate to the trading activities of the Company (e.g. rental income and sales of personnel services to subsidiaries). Impairment of investments includes the impairment in Elpedison B.V. (Note 8) and the impairment of available-for-sale financial assets.

## 25 Finance (Expenses)/ Income-Net

|                                      | As at                   | •                       |
|--------------------------------------|-------------------------|-------------------------|
|                                      | <b>31 December 2016</b> | <b>31 December 2015</b> |
| Interest income                      | 13.541                  | 20.663                  |
| Interest expense and similar charges | (189.015)               | (187.235)               |
| Finance costs - net                  | (175.474)               | (166.572)               |

In addition to the finance cost shown above, as explained in Note 6, an amount of  $\bigcirc$ 1,9 million of finance costs (2015:  $\bigcirc$ 2,4 million) has been capitalized.

## 26 Currency exchange gains / (losses)

Foreign currency exchange gains of 21 million (2015: 26 million loss) relate to (a) realized gains on settlement of US\$ denominated loans due to the weakening of the USD against the Euro upon repayment of the US\$397,6 loan and (b) unrealized gains arising from the valuation of bank accounts denominated in USD.

## 27 Income tax expense

|                        | For the year ended      |                         |  |
|------------------------|-------------------------|-------------------------|--|
|                        | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Current tax            | (5.737)                 | (3.784)                 |  |
| Deferred tax (Note 17) | (126.164)               | 8.600                   |  |
| Total                  | (131.901)               | 4.816                   |  |

For the year ended

The corporate income tax rate is 29% for 2016 and 2015.

Effective for fiscal years ending 31 December 2011 onwards, Greek companies meeting certain criteria have to be audited on an annual basis by their statutory auditor in respect of compliance with tax law. This audit leads to the issuance of a Tax Certificate which, under certain conditions, substitutes the full tax audit by the tax authorities; however the tax authorities reserve the right of future tax audit. The Company has been audited by the statutory auditor and has received a Tax Compliance report with no findings, for fiscal years up to 2015 (inclusive).

#### Unaudited income tax years

The Company has not undergone a full tax audit for the financial year ended 31 December 2010. As a result income tax obligations are not considered final. As mentioned above from 2011 onwards, the Company has been audited by their statutory auditor and has obtained unqualified Tax Compliance Certificates up to the fiscal year ended 31 December 2015, therefore these fiscal years are considered audited.

Issuance of tax certificates for the fiscal year 2016 is expected within the 2nd quarter of 2017.

Management believes that no additional material liability will arise as a result of unaudited tax years over and above the tax liabilities and provisions recognised in the financial statements for the year ended 31 December 2016.

#### Other Taxes

Provisional VAT audits have been completed up to and including December 2014. Relevant audits for subsequent periods are in progress.

The tax (charge) / credit relating to components of other comprehensive income, is as follows:

|  | 31 December 2016 |          | 31 December 2015 |            |               |           |
|--|------------------|----------|------------------|------------|---------------|-----------|
|  | Tax<br>(charge)/ |          |                  |            | Tax (charge)/ |           |
|  | Before tax       | credit   | After tax        | Before tax | credit        | After tax |
| Cash flow hedges<br>Actuarial gains/ (losses) on defined benefit pension | 50.006           | (14.502) | 35.504           | 25.273     | (5.527)       | 19.746    |
| plans  | (6.433)          | 1.865    | (4.568)          | 925        | (8)           | 917       |
| Other comprehensive income   | 43.573           | (12.637) | 30.936           | 26.198     | (5.535)       | 20.663    |

Numerical reconciliation of income tax expense to prima facie tax payable:

|  | 31 December 2016 | <b>31 December 2015</b> |
|--|------------------|-------------------------|
| Profit / (loss) before Tax                             | 466.224          | 22.725                  |
| Tax calculated at tax rates applicable to profits      | (135.205)        | (6.590)                 |
| Tax on income not subject to tax                       | 11.121           | 9.471                   |
| Tax on expenses not deductible for tax purposes        | (7.949)          | (8.243)                 |
| Adjustments to Deferred tax due to changes in tax rate | -                | 18.664                  |
| Adjustments for current tax of prior periods           | 1.411            | (8.627)                 |
| Other movements  | (1.279)          | 141                     |
| Tax (Charge) / Credit                                  | (131.901)        | 4.816                   |

#### 28 Earnings per share

Basic and diluted earnings per ordinary share are equal, as the effect of dilution is not material. Basic earnings per share are calculated by dividing the net profit attributable to equity holders of the company by the weighted average number of ordinary shares in issue during the year.

|   | As at            |                         |  |
|---|------------------|-------------------------|--|
|   | 31 December 2016 | <b>31 December 2015</b> |  |
| Earnings per share attributable to the Company Shareholders | 4.00             |                         |  |
| (expressed in Euro per share):                              | 1,09             | 0,09                    |  |
| Net income attributable to ordinary shares                  | 224 222          | 27.541                  |  |
| (Euro in thousands)   | 334.323          | 27.541                  |  |
| Average number of ordinary shares outstanding               | 305.635.185      | 305.635.185             |  |

#### 29 Dividends per share

The BOD will propose to the upcoming AGM the distribution of a dividend out of prior year reserves of €0,20 per share. The Board did not approve a change in dividend policy overall and will re-evaluate the payment of an additional dividend, special dividends or interim dividends during 2017

#### **30** Cash generated from operations

|  |      | For the year            | year ended              |  |
|--|------|-------------------------|-------------------------|--|
|  | Note | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Profit before tax  |      | 466.224                 | 22.725                  |  |
| Adjustments for:   |      |                         |                         |  |
| Depreciation and amortisation of property, plant &       |      |                         |                         |  |
| equipment and intangible assets                          | 6,7  | 151.452                 | 137.696                 |  |
| Grants amortisation                                      |      | (1.272)                 | (1.621)                 |  |
| Finance costs - net                                      | 25   | 175.474                 | 166.572                 |  |
| Provisions for expenses and valuation charges            |      | 55.413                  | 52.948                  |  |
| (Gains) / Losses from disposal of PPE                    |      | 71                      | 866                     |  |
| Foreign exchange (gains) / losses                        | 26   | (21.462)                | 25.901                  |  |
| Dividend income  | _    | (38.348)                | (32.659)                |  |
|  | _    | 787.552                 | 372.428                 |  |
| Changes in working capital                               |      |                         |                         |  |
| (Increase) / decrease in inventories                     |      | (272.911)               | (62.309)                |  |
| (Increase) / decrease in trade and other receivables     |      | (83.302)                | 5.088                   |  |
| (Decrease) / Increase in payables                        |      | (826.694)               | 121.562                 |  |
|  | _    | (1.182.907)             | 64.341                  |  |
| Net cash (used in) / generated from operating activities | _    | (395.355)               | 436.769                 |  |

#### 31 **Contingencies and litigation**

The Company has contingent liabilities in respect of bank and other guarantees and other matters arising in the ordinary course of business. They are as follows:

#### **Business Issues**

Unresolved legal claims: The Company is involved in a number of legal proceedings and has various unresolved claims pending arising in the ordinary course of business. Based on currently available information and the opinion of legal counsel, management believes the final outcome will not have a significant effect on the Company's operating results or financial position, over and above provisions already reflected in the financial statements (Note 19).

Financial Statements in accordance with IFRS for the year ended 31 December 2016 (All amounts in Euro thousands unless otherwise stated)

(ii) Guarantees: The Company has provided letters of comfort and guarantees in favour of banks as security for loans granted by them to subsidiaries and associates of the Group, the outstanding amount of which as at 31 December 2016 was the equivalent of €1.210 million (31 December 2015: €1.427 million).

#### **Taxation and customs**

(iii) Open tax years – litigation tax cases: Income tax audits have been completed up to and including the financial year ended 31 December 2009, while ongoing audits are in progress for financial years from 2010 up and including 2012. Furthermore, provisional tax audits, mainly for the return of VAT have been concluded up to December 2014. In cases where the audits have been finalized and any amounts charged are disputable, the Company has timely taken all possible legal action. Management believes that no additional material liability will arise either as a result of open tax years or from the outcome of current litigation cases over and above the tax liabilities and provisions recognised in the financial statements.

It is noted that for financial years ending 31 December 2011 up to 31 December 2015, Greek legal entities are subject to annual tax audits from their statutory auditors. The Company was audited for the financial years ended 31 December 2011 - 2015 obtaining unqualified tax audit certificates. According to the recent legislation, the tax audit and the issuance of tax certificates is also valid from 2016 onwards but on an optional basis.

(iv) Assessments of customs and fines: In 2008, Customs authorities assessed additional customs duties and penalties amounting to approximately €40 million for alleged "stock shortages" during the years 2001-2005. The Company has duly filed contestations before the Administrative Court of First Instance and Management believes that this case will have a positive outcome when the court hearings take place.

Notwithstanding the filing of the above contestations, the Customs office withheld an amount of €54 million (full payment plus surcharges) of established VAT refunds (Note 11), an action against which the Company filed two Contestations before the Administrative Courts of Athens and Piraeus. The Administrative Court of Athens ruled that the withholding effected by the Tax Office was done against the law. The Company considers that the above amounts will be recovered.

#### 32 Commitments

(a) Capital commitments

Significant contractual commitments amount to €2 million as at 31 December 2016 (31 December 2015: €3 million), which mainly relate to improvements in refining assets.

(b) Operating lease commitments

The Company leases offices under non-cancellable operating lease agreements.

The future aggregate minimum lease payments under these non-cancellable operating leases are as follows:

|   | For the year     | For the year ended      |  |
|---|------------------|-------------------------|--|
|   | 31 December 2016 | <b>31 December 2015</b> |  |
| No later than 1 year                        | 4.557            | 3.935                   |  |
| Later than 1 year and no later than 5 years | 14.523           | 19.104                  |  |
| Later than 5 years                          |                  | -                       |  |
| Total                                       | 19.080           | 23.039                  |  |

#### (c) Letters of Credit

The Company may be requested to provide bank letters of credit to suppliers in order to obtain better commercial and credit terms. To the extent that such items are already recorded as liabilities in the financial statements there is no additional commitment to be disclosed. In cases where the underlying transaction occurs after the year end, the Company is not liable to settle the letter of credit and hence no such liability exists as at the year end.

#### 33 Related party transactions

(i) Included in the statement of comprehensive income are proceeds, costs and expenses, which arise from transactions between the Company and related parties. Such transactions are mainly comprised of sales and purchases of goods and services in the ordinary course of business and are conducted under normal trading and commercial terms on an arm's length basis.

|  | For the year ended      |                         |  |
|--|-------------------------|-------------------------|--|
|  | <b>31 December 2016</b> | <b>31 December 2015</b> |  |
| Sales of goods and services to related parties       |                         |                         |  |
| Group entities                                       | 1.954.336               | 2.320.404               |  |
| Associates   | 759.558                 | 825.916                 |  |
| Joint ventures                                       | 170                     | 239                     |  |
| Total  | 2.714.064               | 3.146.559               |  |
|  |                         |                         |  |
| Purchases of goods and services from related parties |                         |                         |  |
| Group entities                                       | 55.792                  | 50.459                  |  |
| Associates   | 778.872                 | 853.691                 |  |
| Joint ventures                                       | 1.966                   | 496                     |  |
| Total  | 836.630                 | 904.646                 |  |

Included in the statement of financial position are balances which derive from sales/purchases of goods and services in the ordinary course of business.

|                                   | As at                   |                         |
|-----------------------------------|-------------------------|-------------------------|
|                                   | <b>31 December 2016</b> | <b>31 December 2015</b> |
| Balances due to related parties   |                         |                         |
| Group entities                    | 42.292                  | 84.086                  |
| Associates                        | 34.750                  | 72.961                  |
| Joint ventures                    | 400                     | 266                     |
| Total                             | 77.442                  | 157.313                 |
| Balances due from related parties |                         |                         |
| Group entities                    | 462.804                 | 433.088                 |
| Associates                        | 20.938                  | 39.252                  |
| Joint ventures                    | 3                       | 74                      |
| Total                             | 483.745                 | 472.414                 |

Transactions and balances with related parties are in respect of the following:

- Hellenic Petroleum Group companies. Interests in subsidiaries are set out in Note 8.
- Associates and joint ventures of the Hellenic Petroleum Group: b)
  - Athens Airport Fuel Pipeline Company S.A. (EAKAA)
  - Public Gas Corporation of Greece S.A. (DEPA)
  - Elpedison B.V.
  - Spata Aviation Fuel Company S.A. (SAFCO)
  - HELPE Thraki S.A.
  - D.M.E.P. Holdco

- c) Parties which are under common control with the Company due to the shareholding and control rights of the Hellenic State:
  - Public Power Corporation Hellas S.A.
  - Hellenic Armed Forces

During the year ended 31 December 2016, transactions and balances with the above government related entities are as follows:

- Sales of goods and services amounted to €9 million (2015: €127 million);
- Purchases of goods and services amounted to €50 million (2015: €49 million);
- Receivable balances of €8 million (2015: €13 million); and
- Payable balances of €2 million (2015: €10 million).
- Key management includes directors (Executive and Non-Executive Members of the board of Hellenic (ii) Petroleum S.A.) and General Managers. The compensation paid or payable to the aforementioned key management is as follows.

|                                  | For the year ended 31 December 2016 |                      | For the year ended 31 December 2015 |                         |
|----------------------------------|-------------------------------------|----------------------|-------------------------------------|-------------------------|
|                                  | Short term<br>employee<br>benefits  | Termination benefits | Short term<br>employee<br>benefits  | Termination<br>benefits |
| BOD Executive Members            | 1.355                               | -                    | 1.353                               | 608                     |
| <b>BOD Non Executive Members</b> | 492                                 | -                    | 633                                 | 445                     |
| General Managers                 | 1.668                               | 523                  | 1.580                               | 757                     |
| Total                            | 3.515                               | 523                  | 3.566                               | 1.810                   |

The Board of Directors is comprised of four executive directors and nine non-executive directors.

(iii) The Company has extended loans to its subsidiaries (see Notes 9 and 11). The outstanding balance of these loans as at 31 December 2016 was €153 million (2015: €152 million). Interest income for the year was €10 million (2015: €12 million). All loans are at variable interest rates. The average interest rate on inter-company loans due was 6.57% (2015: 7.85%).

The Company has also received loans from its subsidiaries. The outstanding balance of these loans as at 31 December 2016 was €888 million (2015: €1.116 million). All loans are at variable interest rates. The average interest rate on inter-company loans was 8,14% (2015: 6.74%).



# 2. Annual Report of the Board of Directors



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# Annual Report of the Board of Directors of Hellenic Petroleum SA on the Consolidated and Company Financial Statements for the Financial Year from January 1st to December 31st, 2015

#### Introduction

Dear Shareholders,

This Board of Directors' report covers the twelve-month period ending 31.12.2016. The report has been prepared in accordance with the relevant provisions of Codified Law 2190/1920, Law 3556/2007, article 4, and decision 7/448/11.10.2007 of the Hellenic Capital Markets Commission. The Consolidated and Company Financial Statements have been prepared in accordance with the International Financial Reporting Standards (IFRS), as adopted by the European Union.

This report includes a summary of the financial position and results of the Group (Hellenic Petroleum) and the parent company Hellenic Petroleum SA, description of significant events that took place during the current financial year, a description of anticipated significant risks and uncertainties for the following financial year, a disclosure of material transactions that took place between the Company and Group and their related parties as well as a presentation of data and estimates of qualitative nature for the development of operations of the Company and the Group for the following financial year.

## A. The Company and the Group

The Group is comprised of 44 companies, including the Parent Company, which is listed on the Athens and London Stock Exchanges. The list of subsidiaries, the nature of their business, the percentage of ownership and consolidation method for each one of them, are included in an Appendix to this report. The present legal form of the Group is the result of the initial merger that took place in 1998 when the parent company was first listed, as well as subsequent corporate transactions (acquisitions).

The Group has a business structure in place for the management and the monitoring of its activities. Specifically, all Group activities are categorized in the main segments (Strategic Business Units) as below:

- · Refining, Supply and Trading
- · Marketing (Domestic and International)
- Production and Trading of Petrochemicals
- Exploration and Production of Hydrocarbons
- · Electricity Generation and Trading and Natural Gas

The Group is also active in additional segments, which, despite their strategic importance (Engineering Services, Renewable Energy Sources), do not yet form a significant part of the Group's financial position.



## A.1 Hellenic Petroleum SA (Parent Company)

The Parent Company is listed on the Athens Exchange, while its shares are also traded in the form of GDRs (Global Depository Receipts) on the London Stock Exchange. Its shareholder structure on 31.12.2016 was:

Greek State: 35.48%

Paneuropean Oil and Industrial Holdings SA: 45.47%

• Institutional and private investors: 19.05%

## A.2 Main Group Activities

The main activities of the Group cover a wide spectrum of the energy sector, making Hellenic Petroleum one of the most important energy groups in South-Eastern Europe.

Key points per activity are summarised below:

## a) Refining, Supply and Trading

The refining, supply and trading segment is the Group's core business and main source of income and profitability.

#### **Activities in Greece**

Activities in Greece revolve around the operation of the Group's three refineries located in Aspropyrgos, Elefsina and Thessaloniki, which account for approximately 65% of the country's total refining capacity. The three refineries combine a storage capacity of 6.65 million m³ of crude oil and petroleum products.

Each refinery has distinct technical characteristics, as outlined in the table below, which determine their financial performance and profitability.

| Refinery     | Daily Refining<br>Capacity (Kbpd) | Annual<br>Refining<br>Capacity<br>(mil. MT) | Configuration<br>Type | Nelson<br>Complexity<br>Index |
|--------------|-----------------------------------|---|-----------------------|-------------------------------|
| Aspropyrgos  | 148                               | 7.5   | Cracking (FCC)        | 9.7                           |
| Elefsina     | 100                               | 5.0   | Hydrocracking         | 11.3                          |
| Thessaloniki | 93                                | 4.5   | Hydroskimming         | 6.9                           |

In 2016, the refining sector managed to increase its production, exceeding 14.8 million tons, which led exports to a historical high, at 8.6 million tons, leading total sales to 15.4 million tons, with exports representing 56% of total sales, confirming the Group's positioning as one of the most export oriented in the region. All the refineries of the Group managed to increase their production, due to higher mechanical availability compared to 2015. Significant synergies were achieved for one more year, among the three refineries, with a positive impact on profitability.

Aspropyrgos refinery increased production, compared to 2015, resulted in small differences in the production mix. Middle distillate (diesel, jet) yields ended up to 51%, mainly due to the contribution of the Elefsina refinery, where the respective yield exceed 67%. Gasoline production was also higher at



22% propylene yield also increased. In total, the production of high value-adding products surpassed 80%, representing one of the highest in the European refining sector, highlighting the competitiveness of our manufacturing base, after considerable investments over the 5-year period 2007-2012.

Despite the decline of benchmark refining margins, the economic environment for European refineries remained positive in 2016 (satisfactory global margins, strong USD), accounting to a large extent for the strong results of Refining, Supply and Trading sector. The recovery in international crude prices, following an agreement by OPEC and non-OPEC members to control global crude oil supply had a positive effect in stock valuation, resulting in reported results coming up higher than Adjusted.

## **Crude Oil Supply**

Crude oil supplies are controlled centrally and carried through term contracts as well as spot purchases. The oversupply of all types of crudes continued in 2016, was the key feature of the global and Mediterranean crude oil market, having a positive result in pricing, especially of heavier crudes types available in our region, mainly due to the return of Iran in the global markets following the sanctions lifting as well as the high export activity of Iraq. HELLENIC PETROLEUM took advantage of opportunities in the international markets, as well as its improved financial liquidity and entered into direct agreements with suppliers (Iran, Iraq, Saudi Arabia, Egypt). In addition, it adjusted its crude mix, reducing Russian supply to 17% from 34%, but also from Iraq to 24% from 28%, and at the same time increasing purchases from Kazakhstan (25%) and reinstated commercial relationship with Iran, following the sanctions lifting, with Iranian crude amounting to 16% of our supply mix. Finally, supplies from other sources such as Saudi Arabia (5%), Egypt (10%) and Libya (2%) remained stable.

The ability to access and the flexibility of the Group's refineries to process a wide range of crude oil types constitute one of its main competitive advantages, proved to be particularly important, both as a contributor for profitability, as well as the ability of the company to respond to sharp supply shortages of specific types of crude oil, thus ensuring the uninterrupted supply for the markets where the Group operates.

#### Refinery Sales (Wholesale Trading)

HELLENIC PETROLEUM S.A. is engaged in ex-refinery sales of petroleum products to marketing companies in Greece, including its two subsidiaries, EKO and Hellenic Fuels, as well as to other specialty customers, such as the country's armed forces, while 50% of the production is exported. All of the Group's refinery products comply with the European standards (Euro V).

#### **International Activities**

Group's international refining activities refer to the OKTA facility which is located in Skopje and is connected to Thessaloniki refinery through a pipeline for the transportation of high value-added products (e.g. diesel). The location of the OKTA is one of its significant competitive advantages for the domestic distribution of products through marketing companies as well as for exports to neighbouring Balkan markets



## b) Marketing

Marketing business is split into Domestic activities, through Greek subsidiaries EKO and Hellenic Fuels, and International activities.

#### **Domestic Activities**

In 2016, the merger of the Group's marketing companies in Greece was concluded, with HELLENIC FUELS S.A. absorbing EKO S.A. This particular move was considered appropriate and beneficial, as it will lead to the optimisation of the corporate structure, the reduction of operating costs and the improved positioning of our Group in the Greek marker, where it currently has 1,725 stations (929 under the EKO brand and 808 under the BP brand), of which 180 are owned and managed by the Group.

The consolidated entity has a fuel supply network of 15 fuel storage and distribution facilities, 23 aircraft refuelling stations in the major Greek airports, 2 LPG bottling plants and 1 lubricants production and packing site. The market share of EKO and BP brands improved significantly in 2016 in most products. The overall motor fuels market share, taking into account industrial customers, surpassed 30% while EKO brand is still the market leader in aviation and marine fuels.

In 2016 the Group agreed with BP plc. the extension of the exclusive use of the BP brand for ground fuels in Greece until the end of 2020, with the possibility of further extension until the end of 2025. In this context, it has been agreed to enhance the image of the BP service stations network, as well as the know-how for the launch of high technology differentiated fuels in the Greek market.

#### **International Activities**

The Group is also active through subsidiary companies in Cyprus, Bulgaria, Serbia, Montenegro and F.Y.R.O.M. The total international network is comprised of 295 fuel stations, while market shares vary from country to country. Group's subsidiaries in Cyprus and Montenegro resulted from the acquisition of an existing marketing company, maintaining a leading position in the respective markets. In Bulgaria and Serbia, local subsidiaries, which are greenfield developments that recorded rapid growth since 2005, rank among the top five companies in the sector. In F.Y.R.O.M., the network of 27 fuel stations is operating under the local refining subsidiary brand.

## c) Petrochemicals

Petrochemical activities focus mainly on further processing of refinery products, such as propylene, polypropylene, solvents and inorganics, as well as trading in the regional market. Part of the production takes place at Aspropyrgos, where propylene is produced, while the majority of chemical units are located at the Thessaloniki refinery. The production of polypropylene is based on the Basel technology, considered globally as leading in the field.

Based on their contribution to the financial results, propylene and polypropylene supply chain constitute the main activity of petrochemical business. Petrochemical activities are particularly export oriented, as 60-65% of sales are directed to the markets of Turkey, Italy, North Africa and the Iberian Peninsula, where they are being used as raw materials in manufacturing.



## d) Exploration and Production of Hydrocarbons

The Group is also engaged in the section of exploration and production of hydrocarbons. The main activities in Greece are listed below:

- 25% participation to a joint venture with Calfrac Well Services Ltd (75%) for the exploration of the Thrace Sea Concession in the Northern Aegean, covering an area of approximately 1,600 sq. km.
- Participation, as Operator, through the wholly owned subsidiary ELPE PATRAIKOS (50%) in an international consortium with EDISON International SA (50%) in the sea region of Patraikos Gulf, totalling 1.892 sq. km. The Lease Agreement was ratified by the Hellenic Parliament and has taken the form of legal deed (Government's Official Gazette Issue A, 221/03-10-14). In May 2015, HELPE transferred, following the approval of the Contractor and the remaining parties, the exploration and production rights to a 100% subsidiary company. In the fourth quarter 2015, the process of transferring the participation share of Petroceltic Resources Plc (33.3%) begun, so that the final participation shares in the consortium are split evenly between HELPE Patraikos (50%) and EDISON International (50%). The respective consent of the Minister for the Environment and Energy for the transfer of rights was granted on 20 January 2016.
- In February 2016, Hellenic Petroleum, in the context of an international tender, was appointed by the Ministry of Environment and Energy as the preferred bidder for concession of exploration and production rights of hydrocarbons in the onshore lease block areas of Arta-Preveza and NW Peloponnese in West Greece. The Lease Agreements are in ratification process by the Hellenic Parliament (in December 29, 2016 were submitted before the Court of Audits before the hearing at the Parliament).
- Meanwhile, in 2016, Hellenic Ministry of Environment & Energy, completed the evaluation of HELLENIC PETROLEUM's bid for a tender for three offshore block in Western Greece, which was part of an international tender for 20 offshore blocks in Western Greece and South of Crete. Specifically, HELLENIC PETROLEUM submitted a bid together with Total (Operator) and Edison International for Block 2, as well as for Block 1 and 10 with 100% participation. During the last quarter of 2016, the venture between Total 50% (Operator), Edison (25%) and ELPE (25%) was declared as preferred bidder for Block 2. The negotiation of the Lease Agreement is in progress and is expected to be signed the 1st quarter of 2017. At the same time, ELPE was declared as preferred bidder for exploration and production rights in Block 10 in the Kiparissia Gulf. The negotiation of this particular Lease Agreement is in progress as well and is expected to also be signed in the 1st quarter of 2017.

## e) Electric Power and Natural Gas

## **Electric Power**

The Group is active in the sectors of power production, marketing and supply in Greece, by participating in the JV Elpedison B.V, with 50%. The remaining 50% is held by EDISON International. The Elpedison B.V Group participates in the share capital of Elpedison S.A. with 75.78% (Elpedison SA resulted from the absorption of Elpedison Energy SA and Elpedison Power SA). ELLAKTOR (22.74%) and HALCOR (1.48%)also participate in the share capital of ELPEDISON.

ELPEDISON SA is the second largest independent power producer in Greece, with its combined cycle natural gas technology (CCGT) plants accounting for a total installed capacity of 810 MW, through a 390MW plant in Thessaloniki since 2005 and a 420MW in Thisvi since 2010.



In the supply sector, ELPEDISON SA is one of the largest alternative electricity suppliers with sales of 1.000 GWh (2016) to MV and LV, and 2.4% market share (Dec16) recording particularly rapid growth during the year.

#### **Natural Gas**

The Group is active in the natural gas sector through its participation in its associate company DEPA SA (35% Hellenic Petroleum, 65% Greek State). DEPA Group is active in the supply of natural gas in Greece through import pipelines and the Revithoussa LNG terminal as well as in the trading of natural gas to selected end-users (annual consumption >100GWh). DESFA, a wholly-owned subsidiary of DEPA, manages and develops the National System of Transmission for Natural Gas. DEPA also holds a 51% share in local supply companies (EPAs), which distribute Natural Gas to clients with average annual consumption <100GWh through the low pressure gas network. Finally, DEPA also participates in international natural gas transportation projects.

On 16 February 2012, Hellenic Petroleum SA and the Hellenic Republic Asset Development Fund ("HRADF") agreed to launch a joint procedure for the sale of their share in DEPA Group, with a view to sell 100% of the supply, marketing and distribution activities, as well as a 66% share in the high pressure transportation network (DESFA SA - 100% subsidiary of DEPA SA).

The sale process has resulted in a binding offer for the purchase of 66% of DESFA, from SOCAR (National oil and gas company of Azerbaijan), which amounted to €400m, while the consideration corresponding to 35%, which is owned by Hellenic Petroleum SA, amounts to €212m.

On 30 November 2016 the transaction failed to materialize as the deadline, under which all outstanding issues regarding the completion of the transaction should have been addressed, lapsed. The sellers (Hellenic Petroleum & HRADF) examine alternative opportunities to realize their participation in DESFA.

## **B. Major Events of Financial Year 2016**

## **B.1 Business Environment**

## a) Global Economy<sup>1</sup>

2016 was characterized by weak global trade, low investment growth, and increased policy uncertainty, marking a challenging year for the world economy. Global growth in 2016 is estimated at a post-crisis low of 2.3% (compared to 3.1% in 2015) and is projected to rise to 2.7% in 2017. Weak investment is weighing on medium-term prospects across many emerging markets and developing economies (EMDEs). Although fiscal stimulus in major economies, if implemented, may boost global growth above expectations, risks to growth forecasts remain tilted to the downside. Important downside risks stem from heightened policy uncertainty in major economies. Among emerging economies, it's worth mentioning China's economy growth further slow-down in 2016 to 6.7% (vs 6.9% in 2015), with the negative trend continuing in 2017 and 2018. On the contrary, Russian economy is showing signs of recovery from the economic sanctions imposed by the US and EU, as increasing oil prices have a direct positive impact. Russian GDP is set to decline by 0.6% in 2016 (compared to -3.7% in 2015) resuming growth of 1.5% in 2017.

Regarding Euro Area's economy, growth is set to decline in 2016 to 1.6% (compared to 2% in 2015) returning to 2014 levels. Growth projections for 2017 and 2018 have been revised down for the Euro

<sup>&</sup>lt;sup>1</sup> Source: World Bank, World Economic Outlook Update, January 2017



Area and, more so, for the UK. Despite the Brexit vote in June 2016, confidence in the Euro Area has continued to improve. However, investment rates are low, particularly in countries that were most affected by the Euro Area debt crisis. Borrowing costs have eased considerably since the introduction of a negative interest rate policy in June 2014, but concerns about banking sector profitability intensified in 2016. Despite further monetary policy accommodation, headline inflation remains close to zero, and long-term inflation expectations are still below the European Central Bank's policy target.

# b) Financial indicators

In 2016 EUR/USD exchange rate averaged €1=\$1.10 versus 1.11 in 2015, reflecting monetary policy developments of the respective central banks. The ECB QE programme, which commenced in March 2015, targeting an increase in liquidity by €60bn/month until September 2016, kept the supply of the common currency high. Meanwhile, the decision of Fed to increase interest rates by 0.25% for the 2<sup>nd</sup> time in the last decade, the election of President Trump and the expections for further fiscal easing in the USA, as well as the decision of the UK to leave the European Union resulted in the dollar reaching an almost 14-year high in December 2016, to \$1.05 vs €1.

#### **EUR/USD Exchange rate (\$/€)**



# b) Petroleum Industry<sup>2</sup>

**Global crude oil demand** in 2016 is estimated at 1.25mbpd, mainly reflecting the better-than-expected performance in OECD Asia Pacific and Europe. World oil demand is expect to average 94.44mbpd in 2016. In 2017, world oil demand is anticipated to rise by 1.16mbpd y-o-y, to average 95.60mbpd.

Non-OPEC oil supply in 2016 is now expected to show a contraction of 0.71mbpd, mainly driven by production declines in US, China and Latin America. In 2017, non-OPEC oil supply is projected to grow by 0.12mbpd. Downward revisions to Russia, Kazakhstan, China, Congo and Norway, were partially

<sup>&</sup>lt;sup>2</sup> Source: OPEC, "Monthly Oil Market Report", December 2016



offset by an upward adjustment to US supply. OPEC NGL production is forecast to grow by 0.15mbpd in 2017, in line with last year's trend.

The oversupply in global crude oil markets, mainly due to the return of Iranian crude in the markets, following the sanctions lifting, as well as increased availability from Iraq, and lately from Libya, drove crude prices to 12-year lows, despite reduced supply by the US and fuel non-OPEC producers . The Brent price averaged \$46/bbl in 2016, reduced by \$5.4/bbl year on year. However, the historic decision by OPEC and non-OPEC members to reduce their production by 1.8mbpd led to prices ramping up and surpassing \$50/bbl, despite the concern of international markets in assessing compliance of oil producing countries to reduce production. Brent price averaged \$49/bbl in 4Q16.

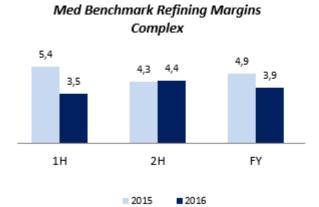
### Crude oil price - Brent (\$/bbl)



#### **Benchmark refining margins**

Refinery margins in Europe weakened due to oversupply for both gasoline and diesel that widened balances globally. During 2016, margins suffered losses as wider crude differentials, only partly offset weaker gasoline and middle distillate cracks. More specifically, according to Platts, Cracking margin averaged at \$3.9/bbl, \$-1.0/bbl lower y-o-y, while Hydroskimming margins fell to \$2.4/bbl, decreasing by \$0.9/bbl y-o-y. Crude differentials Brent vs Urals (Brent-Urals spread) in 2016 widened by \$0.7/bbl, to \$1.6/bbl as Urals faced high levels of competition within the Mediterranean basin, especially following the return of Iranian barrels

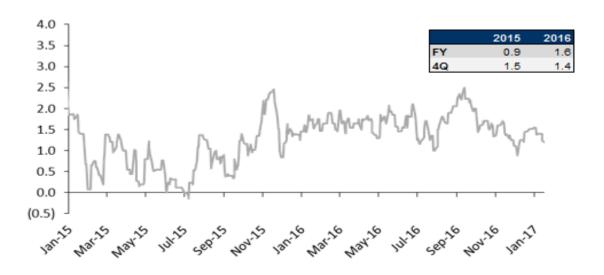




# Med Benchmark Refining Margins Simple



# **Brent Urals spread (\$/bbl)**



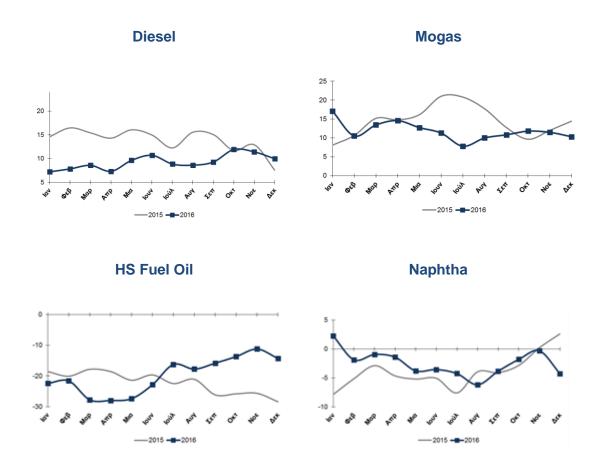
# Global oil product cracks (\$/ bbl)3

Gasoline and middle distillate cracks were weaker in 2016 due to significant oversupply in the markets, mainly due to the production increase by Chinese refineries, which surpassed demand and resulted to a stock built in Europe and the USA. Gasoline demand got positively affected by crude prices and arbitrage opportunities (e.g. Colonial pipeline disruption). However, higher prices in the Mediterranean basin, made Asian cargoes more attractive for Middle Eastern markets. On the other hand, middle distillates were positively impacted by French refinery strikes in May and June, following a mild winter in 2015-16 which reduced the demand for heating diesel. However, demand during the summer season increased, extending into autumn due to major turnarounds in Russian refineries and lower exports from the US which had to deal with incremental demand ahead of hurricane Matthiew as well as the disruption in the Colonial pipeline. On the contrary, fuel oil cracks ended up in historical highs due to reduced availability as a result of considerable investments in Russian upgrading over the recent years,

<sup>&</sup>lt;sup>3</sup> Brent based product cracks



which led to Russian fuel oil being converted to white products. Naphtha cracks reached a 5-year high due to increased demand for gasoline blending and reforming. However, the continuous competition with LPG for petrochemical feedstock limited the upside for naphtha cracks.



# d) Greek Market<sup>4</sup>

The Greek economy returned to modest growth of 0-4% in 2016 (compared to a contraction of 0.2% in 2015). The progress of implementing the bailout agreement had up until now a positive impact on liquidity and trust and can be reflected on the positive outcome of GDP figures for 2016, the positive fiscal developments and the improvements in systemic bank financial results. However, the political uncertainty is continues to affect the economic environment and recovery, since risks around the implementation of the program, in relation to new fiscal measures legislation in the context of periodic reviews, as well as execution of legislated measures especially as far as reforms are concerned, sustain. In addition, those risks and their impact on economic development extend uncertainty around and debt sustainability assessment (DSA), which could support the participation of Greek government bonds to ECB's QE program. This development could gradually lead to the return of Hellenic Republic to global capital markets, regain of trust to the Greek economy and accelerate lifting of capital controls.

The Geek domestic fuel market demand ended up at 7 million tons in 2016, according to preliminary official data, decreasing by 2% compared to 2015, mainly due to a 14% drop in heating oil demand. The demand for motor fuels remained constant, with diesel striking an increase of 5%, balancing gasoline's decrease of 2%.

<sup>&</sup>lt;sup>4</sup> Sources: Hellenic Statistical Authority, Ministry of Reconstruction of Production, Environment & Energy data, Bank of Greece report "Monetary Policy Interim Report", December 2015



# **B.2 Business Developments**

### a) Financial highlights

Tables below present the main financial and operational Group indicators for 2015:

| Operational Data                             | 2016  | 2015  |
|--|-------|-------|
| Refinery sales (in million metric tons)      | 15.62 | 14.26 |
| Marketing sales (in million metric tons)     | 4.67  | 4.67  |
| Refinery production (in million metric tons) | 14.84 | 12.79 |
| Group employees                              | 3,303 | 3,301 |

| Financial Data<br>(in million €)                                       | 2016   | 2015  |
|--|--------|-------|
| Net sales  | 6, 680 | 7,303 |
| Reported EBITDA  | -836   | 444   |
| Inventory effect – Loss (gain)   | -102   | 301   |
| One offs   | -2     | 13    |
| Adjusted <sup>5</sup> EBITDA   | 731    | 758   |
| Reported net income (attributable to the owners of the Parent Company) | 329    | 45    |
| Adjusted net income¹   | 265    | 268   |

The Group retained operating profitability in very satisfactory levels, with Adjusted EBITDA reaching €731m (2015: €758m), despite weaker benchmark refining margins, due to improved operational performance in all Group activities.

Financial results were driven by strong refining availability, as scheduled turnarounds were reduced in 2016, which led to significant increase in production by 16% and increase of exports and total sales. Benchmark refining margins were also important role, albeit lower y-o-y, as they were stronger than their 5-year average. In addition the EUR/USD exchange rate at 1.1 was also positive. Strengthening of the dollar benefits the refining sector, as refining margins, a major factor affecting the profitability, is calculated and denominated in dollars.

The Group, in order to better present underling operating performance, excludes the impact of changes in price of crude oil and oil product inventories on gross margin, in the calculation of Adjusted Results. Inventory effect is calculated on a periodic basis, as the difference of cost of goods sold, using current crude and product prices in euro terms versus historical accounting valuation (as per IFRS).

<sup>&</sup>lt;sup>5</sup> Adjusted for the impact of crude oil prices and other non-operating items



The recovery in crude prices at the end of 2016 had a positive impact onreported results, increasing the pre-tax profit by approximately €102m, despite of the fact they were lower than in the previous year (\$45/bbl vs \$53/bbl).

| Balance Sheet / Cash Flow (in million €)        | 2016  | 2015  |
|---|-------|-------|
| Total Assets                                    | 7,189 | 8,020 |
| Total Equity                                    | 2,142 | 1,790 |
| Capital Employed                                | 3,903 | 2,913 |
| Net Debt  | 1,759 | 1,122 |
| Net Cash Flows                                  | -438  | 324   |
| Capital Investments                             | 126   | 165   |
| % of debt on capital employed - Debt<br>Gearing | 45%   | 39%   |

# b) Share performance

The Athens Stock Exchange was volatile during 2016, mainly affected by international and domestic political and macroeconomic developments. Greek banks shares were particularly volatile, following their recapitalization, with the FTSEB index retreating by 27%, resulting in the FTSE25 index losing 2.7%, while the General Index ended up higher by 3.6%. HELLENIC PETROLEUM share recorded gains of 8.1% versus last year, for a 2<sup>nd</sup> consecutive year, closing at €4.42 on 31.12.2016 despite the unfavourable domestic economic climate.

The BoD proposed a dividend distribution of €0.20/share to the AGM out of prior year reserves, following the positive results of 2016.

# c) Key Developments

The key business developments during the year were:

- Increased production by Group's refineries, capturing the positive global refining environment (refining margins, EUR/USD exchange rate)
- Group's increased exports at 8.6m MT, with international sales accounting for 56% of total.
- Successful implementation of the Group's financial plan, by achieving homogenization of the
  definitions of our commercial bank loan and Eurobonds covenants, as well as the issuing of a
  new 5-year €375m Eurobond, with a 4.875% coupon, combined with a tender offer to May
  2017 noteholders, with € 225m offers accepted, improving significantly the financial risk
  exposure of the balance sheet.

# C. Review per Segment – Performance and Financial Position

The key developments and financial indicators for each of the Group main activities are:



# a) Refining, Supply and Trading

Financial results and operational indicators:

|                               | 2016      | 2015      |
|-------------------------------|-----------|-----------|
| Financial Results (€ million) |           |           |
| Sales                         | 5,774     | 6,644     |
| Adjusted EBITDA               | 536       | 561       |
| Operational Indicators        |           |           |
| Sales Volume (000s of MT)     | 15,618    | 14,258    |
| FCC refining margin           | \$5.0/bbl | \$6.5/bbl |
| Safety Index – AIF            | 3.7       | 4.4       |

# Key points for Refining, Supply and Trading in 2016:

- Further crude oil price drop, averaging \$45/bbl in 2016, due to the continued oversupply. Prices rebounded at the end of 2016, following OPEC's deal to cut production.
- Weaker refining margins, albeit at higher than their 5-year average, despite the increased crude availability, due to oversupply of products, mainly middle distillates.
- Improved performance from all Group's refineries, driving production higher to 14.8m tones, as the increased mechanical availability allowed higher utilisation rates of all Group production facilities.
- Higher production resulted in further increase of Group's exports which amounted to 8.6m tones, 25% higher versus last year, with total sales volume also up by 9%.

# b) Marketing

|                               | 2016  | 2015  |
|-------------------------------|-------|-------|
| Financial Results (€ million) |       |       |
| Sales                         | 2,336 | 2,712 |
| EBITDA                        | 93    | 105   |
| Adjusted EBITDA               | 100   | 107   |
| Operational Indicators        |       |       |
| Sales Volume (k mT) – Total   | 4,668 | 4,672 |
| Sales Volume (k mT) – Greece  | 3,538 | 3,494 |
| Fuel stations – Greece        | 1,739 | 1,709 |
| Fuel stations – International | 274   | 268   |



### **Key points for the Domestic Marketing activities in 2015:**

- Completion of the merger of marketing companies EKO SA and HELLENIC FUELS SA.
- Significant increase in motor fuels sales and further strengthening of differentiated products (100 octane gasoline, premium diesel).
- Increase in market share of domestic fuel market which collectively for the 2 brands exceeds 30%
- Enhancement of profitability in fuel stations sector.
- Further increase of the number of company operated stations, which now sum up to 180 stations, as well as the improvement of the service quality.
- Increase in LPG and lubricant sales volumes
- Significantly higher sales and marker share of aviation and marine fuels, on the back of stronger tourism traffic.

#### Key points for the International Marketing activities in 2016:

- The increased demand, the fuel stations portfolio growth and marketing campaigns, combined with the launch of new products, led to higher sales volumes in most markets where the Group is active. Margins in Bulgaria and Serbia were weaker, due to increased competition. Continuous implementation of vertical integration between the Group's refineries and the marketing subsidiaries, in order to maximize economic benefits through continuous optimization of the supply chain.
- Increased volumes and profitability in Cyprus on the back of increased demand and increased C&I sales
- Sales volume growth in Bulgaria on the back of expansion of retail network, successful
  marketing initiatives and the launch of differentiated products.
- Increased demand and favourable weather conditions during the tourism period, together with an increase in station network, led to higher sales volumes in Montenegro and profitability growth.
- Weak retail margins and lower sales volumes due to increased competition, led to lower profitability in Serbia.



#### c) Petrochemicals

Financial Data and basic operational indicators:

|                               | 2016 | 2015 |
|-------------------------------|------|------|
| Financial Results (€ million) |      |      |
| Sales                         | 252  | 263  |
| Adjusted EBITDA               | 100  | 93   |
| Operational Indicators        |      |      |
| Sales Volume (kMT) – Total    | 256  | 221  |
| Polypropylene margin (\$/ton) | 592  | 743  |

#### **Key points for Petrochemicals in 2015:**

- In 2016 the petrochemical business achieved record high profitability of €100m.
- Despite the deteriorating conditions in international and domestic marketing in 2016, an increase in sales volumes by 16% (from 221k tons in 2015 to 256k tons in 2016) fully offset lower benchmark PP margins and led to the highest profitability on record.
- Weaker of PP benchmark margins by 18% y-o-y.

In this business environment, HELLENIC PETROLEUM managed to fully utilize its production units, achieving a historical high of production in Polypropylene and BOPP film.

#### d) Exploration and Production of Hydrocarbons

In Patraikos Gulf, the minimum work programme for the first three years of exploration includes among others the recording of 3D seismic studies of a total area of 800 sq. km. and 2D of 300 km length. The reprocessing of 2000 sq. km. of seismic data and geological, geophysical and environmental studies were completed in 2015. In 2016, 3D seismic data of a total area of 1,822 sq. km. and 2D seismic data of a total area of 325km were recorded. The programme of seismic data shooting began in 1st of January 2016 and was completed in the beginning of February 2016. The processing and interpretation of seismic data registered is expected to have been completed in 1H17. In addition, the 1st phase of geological as well as other studies to identify oil-possible targets was also expected to be completed by the end of the 1st exploration period. All works were completed in full compliance to safety and environmental standards and respect to local communities as well in partnership with all related stakeholders. The procedure of interpretation and processing of the results is under way.

Regarding the onshore areas of "Arta-Preveza" and "NorthWestern Peloponnese", for which HELLENIC PETROLEUM was declated as preferred bidder by the Ministery of Environemtn & Energy with 100% share, the Lease Agreement has been finalized and is expected to be signed in 1Q17.

Moreover, the Ministry of Environment & Energy, following an international tender for offshore blocks 1,2 and 10 in Western Greece, announced the consortium Total (50%)-Edison (25%)-ELPE (25%) as preferred bidder for block 2 and ELPE(100%) as preferred bidder for block 10. The negotiations of the Lease Agreements is in progress and is expected to be signed in 1Q17HELLENIC PETROLEUM monitors developments in the field of exploration and production in Greece. In this context, the company



continued to study the research outcome of the offshore blocks in Western Greece and Northern Aegean sea, as well as of the Thracian Sea Concession (1,600 sq.km) where it participates with 25% in a Joint Venture with Calfrac Well Services Ltd.

#### e) Electric Power and Natural Gas operations

Activities in the sectors of electric power and natural gas are carried out through the Group's investments in ELPEDISON BV (ELPE S.A. 50%, Edison 50%) and DEPA SA (35% ELPE S.A., 65% Greek State) respectively. The contribution of the Group in the results of the two abovementioned companies, according to their preliminary financial statements amounted in total to €29.5m in 2016, 84% higher compared to 2015.

The result of the ELPEDISON BV improved, with EBITDA more than doubling to €40m, as both units ramped up their production, as the competitiveness of natural gas as production fuel was improved.

DEPA S.A results were improved, with its contribution to Group results coming in at €36m, due to higher sales, despite the negative impact of the provisions in the last quarter of 2015 (dispute with BOTAS and bad debt provisions), as sales were higher by 34% vs 2015, at 3.8 bcm..

# **D. Corporate Governance Statement**

#### General

Corporate Governance refers to a set of principles on the basis of which the proper organization, operation, management and control of a company is evaluated with the aim of maximizing value and safeguarding the legitimate interests of all those related with it.

In Greece, the Corporate Governance framework has been developed mainly through the adaptation of mandatory rules, such as Law 3016/2002. This law imposes the participation of non-executive and independent non-executive members on the Boards of Directors of Greek listed companies, the establishment and operation of internal audit units and the adoption of Internal Procedures Manual. Moreover, a significant number of other legislative acts incorporated in the Greek legal framework the EU directives concerning corporate law, thus creating a new set of rules regarding corporate governance, such as Law 3693/2008, requiring the creation of audit committees and incorporating significant disclosure obligations, concerning the ownership as well as the governance of a company, Law 3884/2010, dealing with the rights of shareholders and additional corporate disclosure obligations in the context of preparation of the General Meeting of shareholders and Law 3873/2010, incorporating in the Greek legal framework the Directive 2006/46/EC of the European Union, concerning the annual and consolidated accounts of companies of a certain legal form. Finally, in Greece, as well as in most countries, the Company Law (codified law 2190/1920, which is modified by numerous guidelines derived from many of the aforementioned EU Directives) includes the basic legal framework of company governance.

# **D.1 Corporate Governance Code**

The Company has voluntarily decided to adopt the **Corporate Governance Code for listed companies of the Hellenic Corporate Governance Council (HCGC)** (or "Code"). The Code can be located on the Hellenic Corporate Governance Council (HCGC), at the following address:

http://www.helex.gr/esed



Apart from HCGC's website, the Code is also available to all the employees through the intranet as well as in hard copy through Group Finance and Human Resources.

# **D.2 Deviations from the Corporate Governance Code**

The Company, on occasion, deviates or does not apply in its entirety certain provisions of the Code (noted in *italics*).

- With regard to the size and composition of the Board of Directors (or "BoD"):
  - Certain rules of appointing and replacing members of the BoD exist, which are explicitly mentioned in the Company's Articles of Association in accordance with Law N.3429/2005. The "Greek State" appoints seven members out of a total of thirteen (13), as long as it holds, directly or indirectly, through the Hellenic Republic Asset Development Fund at least 35% of the shares. The shareholder "Paneuropean Oil and Industrial Holdings SA" and its related companies appoint two members of the BoD, under the precondition that they hold at least 16,654% of the total voting shares of the Company. It is obligatory to have two members of the BoD that are elected representatives of the employees and two more that are representatives of the minority shareholders, elected by the Special General Meeting of minority shareholders (excluding the Greek State and Paneuropean Oil and Industrial Holdings SA and/or companies related to the latter) A.II (2.4)
- With regard to the role and attributes of the Chairman of the BoD:
  - As long as the roles of the Chairman of the BoD and the CEO remain distinct, as it is currently the case, there is no provision for a Vice-Chairman role. A.III (3.1 & 3.3)
- With regard to BoD member election:
  - All rules noted above on appointing and replacing board members apply. The BoD term is set at five years, extended until the end of the period, within which the Annual General Meeting of shareholders must be held. A. V (5.1, 5.2, 5.4, 5.5, 5.6, 5.7, 5.8)
- With regard to the functioning and evaluation of the BoD:
  - Apart from the evaluation of the BoD through the report submitted to the Annual General Meeting
    of shareholders, the BoD monitors and re-examines the implementation of its decisions annually.
    In addition to the above, the introduction of an evaluation system for the BoD and its committees
    is currently being examined. A.VII (7.1 & 7.2)
- With regard to the System of Internal Controls:
  - The Internal Audit Department reports to the Chairman of the BoD and to the Audit Committee of the Company which is appointed by the General Meeting of company's shareholders. The law 3693/2008 and international best practices provide for the main duties of the Audit Committee. The BoD has updated the Rules of Procedure of the Audit Committee with its 1248/13.10.2015 decision. B.I (1.7)
  - According to the relevant provisions of law 3016/2002, as long as the minority shareholders are represented in the Company's BoD, the existence of independent members is not mandatory. In the Company's BoD there are two independent non-executive members. According to the applied Rules of Procedures of the Audit Committee, in the composition of the Audit Committee of the BoD calls for the participation of one independent non-executive member of BoD. B.I (1.4)



- With regard to the level and structure of compensation:
  - The compensation of the Chairman of the BoD, the CEO, and all members of the BoD, for their participation in the meetings of the BoD and its committees, are approved by the General Meeting of Shareholders, following a relevant proposal by the Remuneration and Succession Planning Committee of the BoD. C.I (1.4).
  - The activities of the Remuneration and Succession Planning Committee are not governed by a specific charter, but rather by the operational rules of collective bodies (invitation of Chairman, Daily Agenda, Minutes, etc.). C.I (1.6, 1.7, 1.8, 1.9)
- With Regard to the General Meeting of shareholders:
  - the Company complies with all provisions of law 3884/2010 and thus to relevant provisions of the Code, with the reservation of the points regarding the election of BoD members, mentioned above. D.II (1.1)
  - With regard to the special practice of electronic voting or the voting via mail, its application is not possible at the moment, as the respective ministerial decision is still pending, as stipulated in Law 3884/2010. D.II (1.2)

# **D.3 Corporate Governance Practices Exceeding Legal Requirements**

The Company, within the framework of implementing a satisfactory and well-structured system of corporate governance, has applied specific practices of good corporate governance, some of which exceed relevant legal requirements (Codified Law 2190/1920, law 3016/2002 and law 3693/2008).

Specifically, the Company has adopted the following additional corporate governance practices, all of which are related to the size, composition, responsibilities and overall operation of the BoD:

- Due to the nature and purpose of the Company, the complexity of matters and the necessary legal support of the Group, which includes a number of operations and subsidiaries in Greece and abroad, the BoD numbering thirteen members, which is ten more than the minimum required by law has established committees that comprise of its members, with advisory, supervisory and authorizing responsibilities, aiming to support the BoD. These committees are briefly stated below (they are analysed in detail at the end of this Statement, under the paragraph "Other Committees").
  - I. Crude oil and Petroleum products Supply Committee
  - II. Finance & Financial Planning Committee
  - III. Labour Issues Committee
  - IV. Remuneration and succession planning Committee
- In addition to the above committees of the BoD, executive and non-executive committees have been
  established in the Company, mainly with an advisory role. They comprise of senior executives of the
  Company and their goal is to support the work of Management. The most important such committees
  are:
  - I. Group Executive Committee
  - II. Group Industrial Activities Committee
  - III. Group Marketing Committee
  - IV. Group Energy Activities Committee
  - V. Group Human Resources Committee
  - VI. Group Credit Committee



#### VII. Investment Evaluation / Commercial Agreements Committee

- The BoD has included specific provisions in the Company's Internal Procedures Manual, banning transactions of shares for the Chairman of the BoD, the CEO and for other members of the BoD, as long as they serve as either Chairman of the BoD or CEO of a related company. The BoD has also implemented a Procedure of Monitoring and Disclosure of Significant Participations and Transactions on the Company's shares, as well as a procedure of Disclosing and Monitoring Transactions and Financial Activity with the Company's major clients and suppliers.
- The company adopted Code of Conduct in accordance with the 1175/24.11.2011 BoD decision, and created a Code of Conduct compliance unit which has the responsibility of implementing the Code.

# D.4 Main Features of the System of Internal Controls and Risk Management in relation to the Financial Reporting Process

The System of Internal Controls and Risk Management of the Company in relation to the financial reporting process include controls and audit mechanisms at different levels within the Organization, that are described below:

#### a) Group Level Controls

Risk identification, assessment, measurement and management

The range, the size and the complexity of the activities of the Group requires a comprehensive system of methodical approach and risk management, which is applied by all the Group's companies.

The prevention and management of the risks is a core part of the Group's strategy.

The identification and assessment of risks takes place mainly during the strategic planning and the annual preparation of the business plan. The benefits and opportunities are examined not only within the context of the company's activities, but also in relation to the several and different stakeholders who may be affected.

The issues examined vary subject to market and industry conditions and include indicatively, political developments in the markets where the Group operates or procures significant quantities of crude oil, changes in technology, changes in the regulation, macro-economic indicators and the competitive environment.

#### Planning and Monitoring / Budget

Group performance is monitored through a detailed budget by operating sector and market. The budget shall be adjusted systematically to take into account the development of the Group's financials that depend greatly on external factors, such as the international refining environment, crude oil prices and the euro/dollar exchange rate. Management monitors the development of the Group's financial results through regularly issued reports, budget comparisons with the actual results, as well as through Management Team meetings.

#### Adequacy of the Internal Controls System

The Internal Control System consists of the policies, procedures and tasks which have been designed and implemented by the Management Team and the human resources of the Group for the purpose of the effective management of risks, the achievement of business objectives, the reliability of financial and administrative information and compliance with the laws and regulations.



The Group's Independent Internal Audit Department, by means of periodic assessments, ensures that the identification procedures and risk management applied by the Management are sufficient, that the Internal Control System operates effectively and that information provided to the BoD relative to the Internal Control System, is reliable and of good quality.

The Internal Audit Department shall draw up short-term (annual) and long-term (three-year) rolling content Audit Plan based on ad-hoc risk assessment, as well as on other issues identified by the Audit Committee and the Management Team. The Audit Committee is the supervisory body of the Internal Audit Department. The overall Audit Plan is approved by the Audit Committee.

The Internal Audit Department submits quarterly reports to the Audit Committee, so that the monitoring of the adequacy of the Internal Control System is systematic.

The reports of the Management Team and the Internal Audit Department provide the assessment of significant risks and the effectiveness of the Internal Control System relative to their management. Through these reports the identified weaknesses together with their possible impact, as well as with the actions of the Management team to resolve them are being communicated. The results of the controls and the monitoring of the implementation of the agreed improvement actions are being implemented in the Risk Management System of the company.

To ensure the independence of the audit of the Group's annual financial statements , the BoD has a specific policy to form recommendations to the General Meeting of shareholders for the election of the External Auditor. Indicatively, this policy calls for the selection of the same auditing company for the whole Group, as well as the audit of the consolidated financial statements and local statutory financial statements. The selection of the independent External Auditor is made among leading internationally acclaimed firms.

# Roles and Responsibilities of the BoD

The role and responsibilities of the BoD are described in the Internal Procedures Manual of the Company, which is approved by the BoD.

#### Fraud prevention and detection

In the context of risk management, the areas that are considered to be of high risk for financial fraud are monitored through appropriate internal controls and enhanced security measures. Examples include the existence of detailed organizational charts, process manuals on several areas (procurement, purchasing of petroleum products, credit, treasury management), as well as detailed procedures and approval authority levels. In addition to the internal controls applied by each department, all Company activities are subject to audits from the Internal Audit Department, the results of which are presented to the BoD.

#### Internal Procedures Manual

The Company has drafted an Internal Procedures Manual, which is approved by the BOD of the company. The Internal Procedures Manual includes definitions of the roles and responsibilities of each position emphasising the segregation of duties within the Company.

#### Group's Code of Conduct

The company in the context of the fundamental obligation of good corporate governance, it has drafted and adopted since 2011 the Code of Conduct, approved by the BoD of the company. The Code of Conduct summarizes the principles according to which any person, employee or third party involved in



the operation of the Group, as well as collective body, should act within the framework of their duties. For this reason, the Code constitutes a practical guide of the day-to-day tasks of all employees of the Group, but also of third parties who cooperate with it.

# b) Information Technology General Controls

The Group's IT Department is responsible for developing the IT strategy and for staff training to cover any arising needs. and the IT department is also responsible for the support of IT systems and applications through the drafting and updating of operation manuals, in cooperation with external consultant where this is necessary.

The Company has developed a sufficient framework to monitor and control its IT systems, which is defined by a set of internal controls, policies and procedures. Among these are documented job descriptions, roles and responsibilities of the Group IT Department as well as the development of an IT Strategic Plan. In addition, a specific procedure has been designed to ensure safe operation should problems arise to the Group's systems through the existence of alternative systems in case of disaster (Disaster Recovery Sites). Also, the approved Business Continuity Plan is under development. Finally, access rights have been set in several information systems for all employees, according to their position and role, while an entry log for all the Group's IT systems is also kept.

### c) Internal Controls over Financial Reporting

As part of the process for the preparation of financial statements, specific controls are in place, utilising tools and methodologies in line with the best international practices. Some of the main areas of such controls, relevant to the preparation of the financial statements, are the following:

#### Organisation - Segregation of Duties

- The assignment of duties and authorities to senior Management of the Company, as well as middle and lower management levels, ensures the effectiveness of the Internal Control System and safeguards appropriate segregation of duties.
- Adequate staffing of financial services with individuals who possess the necessary technical skills and experience to carry out their duties.

#### Accounting monitoring and preparation of financial statements

- Existence of common policies and monitoring procedures of accounting departments of the Group's subsidiaries which include, amongst others, definitions, accounting principles adopted by the Company and its subsidiaries, guidelines for the preparation of financial statements and consolidation.
- Automatic checks and validations between different transactional and reporting systems. In cases of non-recurring transactions special approval is required.

### Safeguarding of assets

- Existence of internal controls regarding fixed assets, inventories, cash and cash equivalents and
  other assets of the company, such as physical security of cash or warehouses, inventory counts and
  reconciliations of physically counted quantities with the recorded ones.
- Schedule of monthly inventory counts to confirm inventory levels of physical and accounting warehouses. Use of a detailed manual to conduct inventory counts.



#### **Chart of Authorities**

• Existence of a chart of authorities, which depicts assigned authorities to various Company executives, in order to complete certain transactions or actions (e.g. payments, receipts, contracts, etc.).

# D.5 Information Required by Article 10, Paragraph 1 of the EU Directive 2004/25/EC on Public Takeover Bids

The required information is included in part J of this Report.

# D.6 General Meeting of Shareholders and Shareholders' Rights

The roles, responsibilities, participation, the ordinary or extraordinary quorum of participants, the Chairmanship, Agenda and the conduct of procedures of the General Meeting of the Company's Shareholders are described in its Articles of Association, as updated based on the provisions of Codified Law 2190/1920 (following integration of Law 3884/2010 on minority voting rights).

Shareholders are required to prove their shareholder status and the number of shares they own at the exercise of their rights as shareholders. Usual forms of proof are custodian or Central Depository certificates or electronic communication though specialised secured electronic platforms.

# D.7 Composition & Operation of the Board of Directors, Supervisory Bodies and Committees of the Company

Board of Directors (BoD)

#### **General**

The Company is managed by a BoD, comprising of 13 members, with a term of five years, which expires on 26.06.2018 and is extended until the end of the period provided for convening the next Ordinary General Assembly. In detail:

- Efstathios Tsotsoros, Chairman, Representative of the Greek State (from 7/5/2015)
- Grigorios Stergioulis, CEO, Representative of the Greek State (from 7/5/2015)
- Andreas Shiamishis, Representative of Paneuropean Oil and Industrial Holdings
- Theodoros-Achilleas Vardas, Representative of Paneuropean Oil and Industrial Holdings
- Ioannis Psychogios, Representative of the Greek State (from 15/10/2015)
- Georgios Grigoriou, Representative of the Greek State (from 07/05/2015)
- Stratis Zafeiris, Representative of the Greek State (from 07/05/2015)
- Dimitrios Kontofakas, Representative of the Greek State (from 15/10/2015)
- Vasilios Kounelis, Representative of the Greek State (from 10/11/2016)
- Konstantinos Papagiannopoulos, Employees' representative
- · Panagiotis Ofthalmidis, Employees' representative
- Theodoros Pantalakis, independent member -minority shareholders representative
- Spyridon Pantelias, independent member -minority shareholders representative

Messrs Efstathios Tsotsoros, Grigorios Stergioulis, Ioannis Psychogios and Andreas Shiamishis are executive members of the board.



The size and composition of the BoD is described in detail in section D.2 of this report. The BoD convened thirty two (32) times in 2016 and all members were present either in person or by proxy.

#### Roles and Responsibilities of the BoD

The BoD is the supreme executive body of the Company and principally formulates its strategy, its development policy and supervises and controls the management of its assets. The composition and characteristics of the members of the BoD are determined by Law and the Company's Articles of Association. First and foremost among the duties of BoD is to constantly pursue the strengthening of the Company's long-term economic value and to protect its interests.

To achieve corporate goals and uninterrupted operation of the Company, the BoD may grant some of its authorities, except the ones that demand collective action, as well as the administration or management of the affairs or representation of the Company to the Chairman of the BoD, the CEO or to one or more BoD members (executive and non-executive), to the Heads of Company Departments or to employees. BoD members and any third party that has been granted authorities from the BoD is not permitted to pursue personal interests that conflict the interests of the Company. BoD members and any third party that has been granted authorities from the BoD must disclose in a timely manner to the rest of the BoD any personal interests that might arise as a result of transactions with the Company that fall under their duties as well as any other conflict of interest with the Company or with entities affiliated to it in accordance with Codified Law 2190/1920 art. 42. (e), par. 5.

- Indicatively, the BoD decides and approves, the following:
  - I. The Business Plan of the Company and the Group,
  - II. The Annual Business Plan and Budget of the Company and the Group,
  - III. Any necessary change to the above,
  - IV. The issue of bond loans
  - V. The annual report of transactions between the Company and its related parties, according to Codified Law 2190/1920 art. 42. (e), par. 5,
  - VI. The annual report of the Company and the Group,
  - VII. The establishment of / participation in companies or joint ventures, company acquisitions, installation or termination of facilities in all cases of such transactions with minimum value of €1 million,
- VIII. The agreements of participation in consortia for the exploration and production of hydrocarbons,
- IX. The final termination of plant operations,
- X. The regulations that govern the operation of the Company and any amendments to them,
- XI. The basic organizational structure of the Company and any amendments to it,
- XII. The appointment / dismissal of General Managers
- XIII. The Collective Labour Agreement,
- XIV. The Internal Procedures Manual,
- XV. The determination of the Company's remuneration policy of the Management Team,
- XVI. The hiring processes for executives and the assessment of their performance,
- XVII. Any other matter stipulated by the existing Company regulations.

#### Executive and non-executive members of the BoD

The BoD determines the responsibilities and status of its members as executive or non-executive. At any time, the number of non-executive members of the BoD cannot be less than one-third of the total number of its members.



The company by adopting the basic principle of corporate governance which is the clear identification and the allocation of administrative responsibilities and duties among the executive members of the BoD in order to avoid duplication proceeded with the no.1251/3.12.2015 decision of the BoD in the allocation of administrative responsibilities and duties between the Executive Chairman and the Chief Executive Officer.

#### Chairman of the BoD

The Executive Chairman, apart from the responsibility to preside over and administer the meetings of the BoD and sign the respective decisions, and performs all acts that fall under his responsibilities according to the Company's Articles of Association has the responsibility of the:

- The Domestic and International marketing (imports other than crude oil, exports, wholesale and retail marketing)
- The Strategic Planning and Development as to the tasks of the strategic planning, the annual and five-year business plan, the renewable energy sources and new technologies, the monitoring and control of company's returns, financial indicators and participations' yields.
- The financial services other than Investor Relations
- The Group Legal Services
- The Group Corporate Affairs
- The Group Information Technology and Systems

The General Manager of Group's Internal Audit reports to the Executive Chairman

#### Chief Executive Officer

The Chief Executive Officer (CEO) is the legal representative of the company and has the responsibility of:

- The Strategic Planning and Development as to matters relating to the activities of the strategic planning and the operational program implementation, holdings in companies DEPA/DESFA and ELPEDISON, as well as to new business partnerships and in relations with international organizations.
- The Financial Services as to Investor Relations
- The Group Human Resources and Administrative Services
- Health, Safety, Environment and Sustainable Development
- The refining and supply activity of the Group
- Group Procurement
- Exploration & Production of Hydrocarbons
- The Chairman of the BoD and the CEO of Asprofos SA report to the CEO directly

A short version of of the BoD members' CVs are included in the Appendix.

#### Audit Committee (law 3693/2008)

The Company has established an Audit Committee, appointed by the General Meeting of shareholders and made up of three non-executive members of BoD, two of which are independent, (Spyridon Pantelias, Chairman; Theodoros Pantalakis, member and Vasilios Kounelis, member) which is the evolution of the pre-existing Committee of Finance and Financial Planning. It convened fifteen (15) times in 2016 and all members were present at all meetings.

The Audit Committee has the following responsibilities:



- To oversee the process of financial monitoring and the reliability of financial statements of the Company and to examine the fundamental parts of the financial statements which include vital judgments and assumptions of the Management.
- To monitor the effectiveness of the Company's Systems of Internal Controls and Risk Management.
- To ensure the proper functioning of the Company's Internal Audit General Dicretorate.
- To oversee the process of the external audit of the Company's financial statements.
- To monitor issues concerning the existence and maintenance of the external auditors' independence, especially as far as the provision of additional non-audit services are concerned.

Please note that a reassessment of responsibilities of the Finance and Financial Planning Committee is scheduled to take place, in order to ensure that there are not any overlaps.

#### Remuneration and Succession Planning Committee

The Company has established a Compensation and Succession Planning Committee that comprises of one executive and two (2) non-executive members of the BoD (Theodoros Pantalakis, Chairman; Theodoros Vardas, member; Ioannis Psichogios, member). It convened three (3) times in 2016 and all members were present at all meetings.

The Compensation and Succession Planning Committee has the following responsibilities:

- To propose the principles of the Company's remuneration and benefits policy for executives relevant decisions by the CEO are based on these principles,
- To propose the remuneration and benefits policy for senior executives relevant decisions of the CEO follow this policy,
- To propose to the CEO the overall compensation (fixed and variable including stock options) for the executive members of the BoD and senior executives of the Company,
- To propose to the General Meeting of Shareholders, through the BoD, the total compensation of the Chairman of the BoD and the CEO,
- To plan for adequate and suitable succession of General Managers and executives, when needed, and submit relevant proposals to the BoD.

#### Other BoD Committees

Certain additional committees support the BoD's work and tasks in the previously described framework of strengthening corporate governance structures. Specifically, existing additional committees are:

- The Oil Products Procurement Committee, consisting of five (5) BoD members, two (2) of which are executive members. It was formed under BoD decision number 1059/2b/3.9.2004. The role of the Committee is to award tenders and approve oil products supplies, through a unanimous decision of its members, for the purchase, sale or transfer of crude oil and oil products (of over €100 million). It convened fifteen (15) times in 2016 and all members were present at all meetings.
- The Finance and Financial Planning Committee, consisting of two (2) executive and three (3) non-executive members of the BoD (Theodoros Pantalakis, Chairman; Andreas Shiamishis, member; Efstathios Tsotsoros, member; Giorgios Grigoriou, member; Spyridon Pantelias, member). The Committee convened six (6) times in 2015 and all members were present at all meetings. It was formed under BoD decision number 1059/2c/3.9.2004. The role of the Committee is to review together with the Group CFO and external auditors the annual audit plans, to consider issues which relate to the appointment or dismissal of external auditors, to be informed by the Chairman, the CFO and by the external auditors of significant risks or exposures and to judge the measures that have been taken or are to be taken in order to minimize the risk to the Company, to examine along with



the Chairman and external auditors the published annual and quarterly company and consolidated financial statements when this is deemed necessary prior to their submission to the BoD and find any changes in the accounting policies, areas where significant judgment is exercised, significant restatements as a result of the audit, the adherence to accounting principles and practices, the adherence to laws and regulations of the stock exchange and finally to examine the finance planning for the Group.

The Labour Issues Committee, which comprises of two (2) non-executive members of the BoD, plus
the president of the most representative labour union or his deputy. The Committee convene once in
2015. It was formed in accordance with the Company's Internal Procedures Manual and is
responsible to act as an appeal body on disciplinary penalties imposed by the relative Company
disciplinary body.

# E. Strategic Goals and Prospects

The Group's strategy revolving around sustainable growth is based on the following pillars:

- Safe and environmentally friendly operations of its plants and products specifications,
- Corporate Social Responsibility
- · Co-operation with local communities,
- Increasing value for its shareholders.

With respect to the above-mentioned priorities, each Group activity sets its main targets for 2015.

#### Refinery, Supply and Trading

In 2016, Refinery, Supply and Trading maintained its contribution to the Group's operating profitability, despite the decline in benchmark refining margins, due to strong operational performance of all the refineries, which increased the availability of the units and their utilisation rate.

For 2017, the strategy of ELPE for Competitiveness, Export Orientation and Excellence is aimed at further strengthening the competitiveness of the refining sector, in particular through:

- Focus on Safety, with emphasis on training, application of standards and improvement of procedures
- Realising the full benefit of our asset base, strengthening of its competitive position in South Eastern Europe
- Optimising operational performance through realising synergies between the refineries of the Group and improving the efficiency of conversion units and the energy performance of our refineries
- Maintaining export activity at high levels

#### **Domestic Marketing**

For 2017, the key priority for the Group's marketing companies' is the increase in market share and the improvement of operational profitability and liquidity. Key competitiveness improvement factors are the growth of the retail network, the production and marketing of lubricants, the marketing of LPG and the optimization of operations and a further increase of the value offered to the consumer, with innovative



products and high-quality services at competitive prices. The company plans to maintain its leading position in the Greek market.

#### **International Marketing Activities**

Sustaining the growth momentum in Southeast European markets is a key priority given the production capability of the Group. The strategic priorities of the Group include the maintenance of its leading position in both Cyprus and Montenegro, the improvement of the profitability in FYROM as well as the continuous expansion in the markets of Bulgaria and Serbia through targeted network growth and supply chain optimization.

# F. Main Risks and Uncertainties for the Next Financial year

The major financial risks for the next financial year are discussed below in relation to particular matters. The main sources of potential risks are the developments in the Greek economy, the developments in the European refining industry, including the price fluctuations in crude oil and final products as well as the exchange rate of Euro/dollar. It is not possible to predict all different scenarios and the ways of responding in each, however, the Group is closely monitoring developments, adapting its operation and planning accordingly.

# F.1 Financial Risk Management

#### **Financial Risk Factors**

The activities of the group are concentrated in oil refining with petrochemicals, marketing of petroleum products, E&P of hydrocarbons, as well as electricity production and trading being also important Group's activities. Therefore, the group is exposed to various financial risks such as fluctuations in the oil prices in international markets, exchange rate volatility, cash flow risks and risks of fair value fluctuations due to interest rates variations. To keep pace with international practices and in the context of the local market and legal framework, the overall risk management programme focuses on reducing the Group's potential exposure to market volatility and mitigating any negative impact on the Group's financial position, to the extent possible.

Product price risk management is conducted by the commercial risk management service, which is comprised of senior executives of the trading and financial departments, while financial risks are managed by the financial services of the Group, within the authorisations framework approved by the BoD.

#### a) Market Risk

#### (i) Exchange Rate Risk

Refining industry, being a US dollar business, the Group's activities are mainly exposed to the volatility of the US Dollar against the Euro. The strengthening of the US Dollar against the Euro has a positive effect on the Group's financial results while in the opposite event, both the financial results and balance sheet figures (inventory, investments, liabilities in US dollar) would be valued at lower levels.



#### (ii) Product Price Fluctuation Risk

The core activity of the Group, refining, supply & trading, creates two types of exposure: to changes in absolute prices of crude oil and oil products, which affect the inventory value; and to changes in refining margins, which affect future cash flows.

As far as the risk of absolute product price fluctuations is concerned, the level of the exposure refers to the decrease in product prices and is determined by the closing inventory, as the Group's policy is to present the closing stock at the lower between acquisition cost and net realizable value.

Exposure to risk associated with fluctuations in refining margins depends on the value of each refinery's margin. Refining margins are calculated using Platts prices of crude oil and petroleum products, which are determined on a daily basis and are affected by the development of supply and demand of crude oil and petroleum products. The fluctuations of refining margins impact the Group's profit margins accordingly.

Crude oil and products' price fluctuations affect also the levels of working capital as higher prices increase the financing needs.

The Group aims to hedge part of its exposure associated with price fluctuations of crude oil, products and refinery margins to a percentage varying from 10% to 50%, depending on the prevailing market conditions.

### (iii) Cash Flow Risk and Risk of Fair Value Change due to Change in Interest Rates

The cash flow risk from changes in interest rates relates to the level of Group's borrowing with floating interest rates. Furthermore, due to the long-term investments in the sectors where the Group operates, significant increases in interest rates are likely to cause changes in fair values of such investments through the increase of the discount rate.

#### (b) Credit Risk

The credit risk management is co-ordinated centrally at Group level. Credit risk derives from cash and cash equivalents, bank deposits, derivative financial instruments, as well as exposure to credit appraisals from wholesale customers, including uncollected commercial receivables from clients in Greece and internationally and restricted transactions. Credit checks are performed for all customers by the Credit Control Department, in collaboration where necessary with external credit rating agencies.

For the effective management of the credit risk and the transaction behaviour of customers both in Greece and abroad an integrated computerized system has been developed for monitoring the exposure to credit risk while a central management unit of credit settlement for business customers is also effectively in operation. Finally, the role of the Group's Credit Commission is of significant importance as it ensures the effective management of the credit risk of commercial debt affairs of the Group's companies.

#### (c) Liquidity Risk

Liquidity risk is managed by ensuring that efficient cash resources and adequate credit limits with banks are maintained. Due to the dynamic nature of its activities, the Group seeks to maintain flexibility in funding through credit lines and other credit facilities.



#### F.2 Management of Capital Risk

The Group's objective in managing capital is to ensure the smooth operation of its activities and to maintain an optimum allocation of capital, in order to reduce the cost of capital and increase its overall value.

In order for the Group to maintain or adjust its capital structure, it can alter the dividend paid to shareholders, return capital to shareholders, issue new shares or dispose of assets to reduce its debt.

In addition, the group manages its debt obligations in order to differentiate the sources of financing (loans, credit lines, bonds, other), achieving the best possible allocation, taking into account a number of factors, including costs and maturity.

In line with the industry practice, the Group monitors its capital structure through the gearing ratio. This ratio is calculated by dividing the net debt by total capital employed.

The long-term objective is to maintain the gearing ratio between 30% and 40%, as significant fluctuations of crude oil prices may affect total debt respectively. The relatively high gearing ratio in recent years (40% to 45%) is primarily due to increased borrowing for the financing of the refineries' upgrading projects. During the last two years, the Group is gradually deleveraging, reducing the credit risk of its balance sheet.

# **G. Non-Financial Information**

HELLENIC PETROLEUM Group has adopted a Sustainable Development strategy in all of its activities and expressed its commitment through related policies. The key themes of this strategic decision are safety without accidents, financially sustainable operation, respect for the environment and society. The Group promotes the awareness of social stakeholders by publishing an annual Sustainable Development & Corporate Social Responsibility report, which refers to the performance in the areas of sustainable development and social responsibility.

# G.1 Health, Safety and Environment

The health and safety in all activities is the most important priority of the HELLENIC PETROLEUM Group. Therefore, we take all necessary safety and security measures for our employees, partners and visitors in all facilities.

The Group continuously invests in health and safety to ensure compliance with the highest standards at a national and European level. Indicatively in 2016 approx. €11.4m were spent on safety improvements across the facilities of the Group in Greece and abroad.

All of the Group's facilities set targets to control, measure and improve the performance in Health and Safety, with regular periodic assessments against the targets set.

During 2016, all Group facilities that are subject to the SEVEZO III Directive (Refining and Fuels Marketing facilities) submitted their files complying with the new requirements of this directive.

In 2016, the Holistic Safety program began in the three refineries of the Group, according to which many important group procedures and processes were improved.

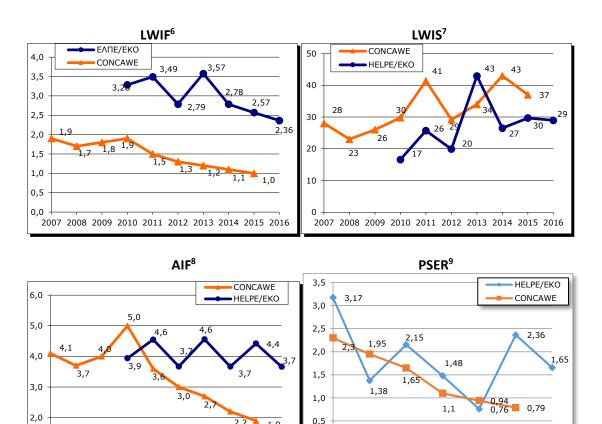


Overall, in 2016, out of a total of 8,461,862 man-hours, 20 accidents resulting in absence from work were recorded, by staff or contractors who worked either in refineries and chemical activities of ELPE or in EKO. All safety indicators were improved compared to 2015.

Notably, EKO and DIAXON continued to function without any accident of absence for several years now. Specifically,

- EKO achieved 2,000,000 hours without accident of absence in December 2016.
- DIAXON completed 900,500 man-hours without and accident in November 2016.

Key charts tracking safety key performance indicators (KPI) are displayed below.



HELLENIC PETROLEUM Group faces significant challenges in the field of energy and climate change. Through sustainable development, it seeks to achieve short and long term objectives of improving energy efficiency and reducing emissions to the environment.

2011

2012

2013

2014

2015

2016

0,0 <del>|</del> 2010

HELLENIC PETROLEUM Group implement fully their policy on the environment, as it commits all our staff and integrates in all their activities.

The implementation of the Group policy on the environment is achieved by using a series of tools, such as setting targets for each activity, the monitoring of all environmental parameters through European

2007 2008 2009 2010 2011 2012 2013 2014 2015 2016

<sup>&</sup>lt;sup>6</sup> Lost workday injury frequency: Number of accidents of absence (LWIs)/ 1 million man-hours

<sup>&</sup>lt;sup>7</sup> Lost workday injury severity: Lost man-hours due to LWI/ number of accidents of absence (LWIs)

<sup>&</sup>lt;sup>8</sup> All injury frequency: Sum of deadly accidents+LWI+limiting capacity+healthcare/ 1 million man-hours

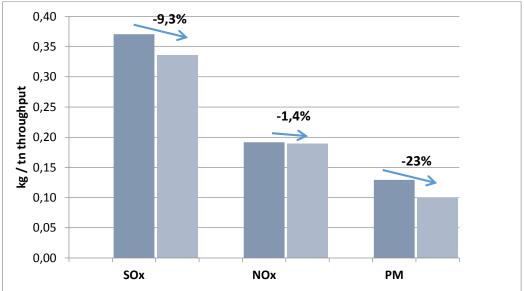
<sup>9</sup> Process Safety Event Rate: Number of process safety incidents / 1 million man-hours



indicators, the benchmarking with the performance of the sector in Europe, the continuous environmental training of personnel and social stakeholders and the implementation and certification of environmental management systems across the wide range of Group activities.

Additionally, HELLENIC PETROLEUM regularly assess the compliance with the relevant environmental management procedures at each facility, either through internal audits by qualified and experienced personnel or through inspections by independent accredited external certification bodies. At the same time, we monitor the performance of the environmental indicators (KPIs), which are included in the periodic reports of the Group and the performance assessment criteria for executives.

HELLENIC PETROLEUM aims both at reducing gaseous emissions and waste generated through specific actions such as maximizing the use of gaseous fuels, using fuels of higher environmental standards and the implementing advanced technologies in the production process. In 2016, the three refineries of the Group, despite the significantly higher operating levels compared to 2015, recorded improvement in the most important indicators of measuring air emissions (kg emissions per tn feed), as shown in the diagram below.



\*PM index is multiplied times 10 for presentation reasons

Regarding the management of liquid and solid waste, the primary objective is the reduction of their production at the source, maximisation of recycling and reuse in the production process for those waste streams that is possible and manage them in the best possible way in respect to the environment and public health.

HELLENIC PETROLEUM have invested in modern waste treatment facilities, such as integrated threestage wastewater treatment plants and an oily sludge treatment plant with the biodegradation technique, at the industrial facilities of Thessaloniki.

HELLENIC PETROLEUM Group, due to the nature of its operations, faces a number of risks in daily activities, with respect to the use of hazardous and flammable substances and technical challenges in highly complex and substantial in scale, production and handling facilities. Failure to manage those risks, could have a significant effect in the operation and financial position of the Group, including administrative sanctions, and inability to conduct its activities.

The Group uses a number of processes in the control on risks associated with safety and environmental issues. Furthermore it actively participates in international organizations measuring and benchmarking

<sup>\*\*</sup> Dark grey: 2015, Light grey: 2016



key indicators with the European oil and chemical industry, as well as the transfer and integration of best practices to improve the Group's performance in health, safety and environment.

Financial implications and other potential risks and opportunities for the organization's activities, due to climate change, are considered in the planning stage of investments. The company has as a strategic option to combat climate change improve energy efficiency, both in its production activities as well as its administration.

However, the obvious financial implications have to do with the costs associated with the deficit of greenhouse gas emission rights as the three refineries of the Group in Greece participate in the European Emissions Trading System for Greenhouse Gases. Given that the technical possibilities to a real reduction in CO<sub>2</sub> emissions are limited in existing facilities, as the refineries have a high degree of energy optimization, having implemented energy efficiency projects for many years, there is a cost to purchase the necessary allowances from 2013 thereafter.

Other risks include increased costs to comply with European environmental requirements as well as additional measures to control and limit GHG, and have a considerable impact on the competitiveness, as the Group is active in South East Europe, close to neighboring regions that do not have to comply with EU legislation. Penetration to natural gas and biofuels markets continue to be evaluated, while investments in RES and energy efficiency are being implemented.

In 2016, the Group adopted the Greek Sustainability Code and actively participates in the dialogue on sustainable development and the 17 targets set by the UN by 2030.

#### G.2 Labour and Social Issues

The sector in which the Group operates requires specialized skills, education and experience. Thus, the ability to attract and retain appropriate human resources is an important factor for its seamless operation.

Inability to employ competent personnel, especially highly skilled and in middle and senior management, could adversely affect the operation and financial position of the Group.

In principle, the provision of a safe working environment, which further motivates employees and treats them with respect, giving equal opportunities to all, is a priority of the Group.

Relationships with employees are based on the principle of equal treatment. Both the integration and the progress of each employee within the Group, are assessed on their qualifications, performance and ambitions, without any discrimination.

As mentioned before, the security of the Group's facilities are among the most important priorities. In the field of occupational risk management, we focus on prevention to be provided and on all potential health and safety risks to be controlled, according to the criteria of Greek legislation (N.3850/2010), European and international codes and best practices .

Moreover, ensuring the health of workers is an integral part of the company policy and Procedure of Health Supervision. Periodic medical examinations of workers take place, considering their role, age group and gender.

Training of workers is another focus area, so that each employee understands the strategic objectives of the Group, and better defines its role and develops its skills.

The Group monitors the relevant labor legislation (national, EU, ILO), including reports on the work of minors, respect for human rights and working conditions and is in full compliance with the collective and relevant international conventions.

The Group understands the impact of its activities on society, especially in areas adjacent to its facilities. Thus communication and our cooperation with the wider community, especially neighbouring communities are multidimensional, including activities such as charity and sponsorships, but also more direct cooperation such as infrastructure development and support of small local businesses, focusing on socially vulnerable groups and the younger generations. These are supported by continuous



dialogue and surveys, such as the materiality assessment, periodic customer satisfaction surveys, annual opinion surveys, public debates and other forms of communication.

The results of these actions are evaluated and redefined to take into account and meet the needs and expectations of stakeholders.

# G.3 Ethics and Transparency - Code of Conduct

The Code of Conduct summarizes the principles governing the internal operation of the Group in Greece and abroad, which specify the way it operates to achieve its business goals. This serves the best interests of the stakeholders, minimizing additional risks regarding compliance and reputation of the Group. The Code summarizes the principles, according to which each individual employee who participates in the production process of the companies of the Group and all collective bodies must act within the scope of their duties, constituting a guide for everyone, and third parties cooperating with ELPE.

The procedure of accepting and reaffirming the commitment by employees is made peridiocally by the General Directorate of Human Resources and Administrative Services of the Group and the Code is translated into all the languages of the countries where the Group operates, as well as in English. During the three years of implementing the Code of Conduct systematic education and training of executives and employees of companies of the Group has taken place, in the content of the Code and its applications.

# **H. Related Party Transactions**

The companies that are part of the Group have transacted during 2016 with the Parent Company, HELLENIC PETROLEUM SA and also between them both domestically and internationally. Related companies are considered those that fall under Article 42e, Paragraph 5 of Codified Law 2190/1920.

Commercial transactions of the Group and the Company with related parties during 2016 have taken place at an arm's length basis. Terms of trade were in line with applicable corporate regulations (supplies, assets under construction, etc.), as approved by the BoD. The Group did not participate in any transaction of an unusual nature or content and does not intend to participate in such transactions in the future.

Transactions have been carried out with the following related parties:

- a) Associates and joint ventures of the Group which are consolidated under the equity method:
  - Athens Airport Fuel Pipeline Company S.A. (EAKAA)
  - Public Gas Corporation of Greece S.A. (DEPA)
  - · Elpedison B.V.
  - Spata Aviation Fuel Company S.A. (SAFCO)
  - HELPE Thraki S.A.
  - D.M.E.P HOLDCO



|  | For the year ended |                  |  |
|--|--------------------|------------------|--|
|  | 31 December 2016   | 31 December 2015 |  |
| Sales of goods and services to related parties       |                    |                  |  |
| Associates   | 760.269            | 827.339          |  |
| Joint ventures                                       | 171                | 499              |  |
| Total  | 760.440            | 827.838          |  |
| Purchases of goods and services from related parties |                    |                  |  |
| Associates   | 780.259            | 855.792          |  |
| Joint ventures                                       | 3.533              | 1.184            |  |
| Total  | 783.792            | 856.975          |  |
|  |                    |                  |  |
| Balances due to related parties                      |                    |                  |  |
| Associates   | 34.846             | 73.348           |  |
| Joint ventures                                       | 639                | 294              |  |
| Total  | 35.485             | 73.642           |  |
| Delegandor from adotal austica                       |                    |                  |  |
| Balances due from related parties Associates         | 23.720             | 42.062           |  |
| Joint ventures                                       | 23.720             | 101              |  |
| Total  | 23.729             | 42.163           |  |

The parent Company has provided letters of comfort and guarantees in favour of banks as security for loans granted by them to Elpedison B.V., the outstanding amount of which as at 31 December 2016 was the equivalent of €100 million (31 December 2015 €105 million).

- b) Parties which are under common control with the Group due to the shareholding and control rights of the Hellenic State:
- Public Power Corporation Hellas S.A.
- Hellenic Armed Forces
- Road Transport S.A.
- Trainose S.A.

As of 31 December 2016, the transactions of the Group with the parties named above is as follows:

- Group sales at €141 million (2015: €281 million)
- Group purchases at €51 million (2015: €49 million)
- Group receivables at €18 million (2015: €31 million)
- Group payables at €2 million (2015: €10 million)

#### I. Information about Financial Instruments

The nature of the Group's activities expose the Group to significant risks, which stem mainly from the volatile and unpredictable international refining environment, as well as from the growing volatility of international financial markets.



In the context of risk management, as described in detail in the published financial statements, the Group enters into hedging transactions using financial derivatives wherever possible, aiming to protect its interests. These transactions are split into two main categories.

#### **Short-term Transactions**

The first category involves short-term risk management and hedging transactions that affect short term profitability mainly for the next 6 to 12 months. The results of these transactions are evaluated on a quarterly basis and included in quarterly income or expenses.

#### **Long-term Transactions**

The second category involves longer-term transactions that provide cover for strategic issues, such as investments, and which are disclosed in the Group's financial statements in line with the provisions of IAS 32 and 39 on Hedge Accounting.

# J. Significant Events after the end of the Reporting Period

# K. Explanatory Report of the BoD required by par.7 art. 4 of Law 3556/2007 (As per par.8 art.4 of Law 3556/2007)

The BoD submits to the Annual General Meeting of Shareholders, an Explanatory Report on the information required by par.7 art. 4 of Law 3556/2007, pursuant to the provisions of par.8 art.4 of Law 3556/2007 as follows:

#### a) Limitations on transfer of Company Shares

Following the amendment of the Company's Articles of Association in 2013, which took place in line with the provisions of the Legislative Act dated 07/09/2012, ratified by N. 4092/08.11.2012 (Government Gazette A' 220), the mandatory, minimum percentage participation of the Greek State in the capital (35%) was abolished, therefore there are no restrictions on the transfer of its shares.

#### b) Significant direct / indirect holdings in the sense of articles 9 to 11 of Law 3556/2007

Shareholders (individuals or legal entities) holding more than 2%, either directly or indirectly, of the total number of the Company's shares as of 31.12.2015 are listed in the table below:

| SHAREHOLDING (31.12.2016)   |             |       |             |  |  |  |
|---|-------------|-------|-------------|--|--|--|
| Shareholder  Number of Shares  Number of Shares  Share (%)  Voting Rights |             |       |             |  |  |  |
| Paneuropean Oil & Industrial Holdings SA                                  | 138,971,359 | 45.47 | 138,971,359 |  |  |  |
| Greek State   | 108,430,304 | 35.48 | 108,430,304 |  |  |  |
| Private & Institutional investors   | 58,233,522  | 19.05 | 58,233,522  |  |  |  |
| TOTAL SHARES  | 305,635,185 | 100   | 305,635,185 |  |  |  |



#### c) Securities conferring special control rights

There are no Company securities (including shares) granting their owners special control rights.

#### d) Limitations on Voting Rights

According to article 21 of the Company's Articles of Association, only minority shareholders (i.e. excluding the Greek State, Paneuropean Oil and Industrial Holdings SA, as well as its associated enterprises) are entitled to vote at the Special General Meeting to elect the two BoD members that represent minority shareholders.

# e) Agreements between shareholders known to the Company, involving restrictions in the transfer of securities or the exercising of voting rights

There is an agreement, as of 30/05/2003, between Paneuropean Oil and Industrial Holdings SA and the Greek State for restrictions in the transfer of shares.

# f) Rules for the appointment and substitution of Directors and for the amendment of the Articles of Association, which depart from the provisions of Codified Law 2190/1920

According to article 20, paragraph 2 (a) of the Articles of Association, the Greek State appoints 7 out of the total 13 BoD members, as long as it maintains, directly or indirectly through Hellenic Republic Asset Development Fund. Following the amendment of the Company's Articles of Association in 2013, the clause on the minimum participation of the Greek State in the share capital of the Company (35%) was removed and the company's Articles of Association can be amended by resolution of the General Assembly, as a whole, without exceptions.

According to article 20, paragraph 2 (b) of the company's Articles of Association, Paneuropean Oil and Industrial Holdings SA and its associated enterprises appoint two members of the BoD, on the condition that they hold at least 16.654% of the total voting shares in the Company.

According to article 20, paragraph 2 (c) of the company's Articles of Association, it is obligatory that two members of the BoD are representatives of the Company's employees, elected by direct and universal voting and through the simple proportional representation system by the employees.

According to article 20, paragraph 2 (d) of the company's Articles of Association, two members of the BoD representing minority shareholders are appointed by the Special General Meeting of minority shareholders (excluding the Greek State and Paneuropean Oil and Industrial Holdings SA and its associated enterprises).

# g) Power of the BoD or any of its members for issuing of new shares or purchase of own shares

The General Meeting of shareholders may concede (article 6, paragraph 2 of the company's Articles of Association) to the BoD its power to increase the Company's Share Capital, pursuant to article 13, paragraph 1 (b) of Codified Law 2190/1920. However, such a decision has not been taken by the General Meeting.

The Annual General Meeting of shareholders has approved a stock option plan for the years 2005 to 2007 (as years of reference). The plan was amended by subsequent decisions of General Meetings with the latest taking place in 2014 and 2015. More specifically:



The Annual General Meeting of shareholders in 2015 (25.06.2015), which amended the decision of the previous Annual General Meeting of 30.6.2014, decided to grant to the BoD the authority to decide upon the timing to exercise the options according to their own judgement by one of the following two ways:

- Award of new shares to the beneficiaries of the plan, which would arise from corresponding increase in the share capital of the company.
- Purchase of treasury shares from the company and award to the beneficiaries of the program's

Also, the General Assembly approved the granting of loans or guarantees to members of the BoD of the company which are beneficiaries, in order to exercise their stock options.

The General Meeting of shareholders has not decided to grant the BoD or any BoD members the authority to purchase Company's own shares up to 10% of the paid-in capital (unless they are to be distributed to the Company's or Group's employees), under the conditions and requirements that such decision defines, in accordance with the special terms and proceedings of article 16 of Codified Law 2190/1920.

h) Significant agreements put in force, amended or terminated in the event of change of control following a public offer and results of these agreements

No agreements exist that are put in force, amended or terminated in the event of change of control following a public offer

i) Agreements of the issuer with members of the BoD or its employees that provide compensation in the event of resignation or dismissal without valid reason or end of term or employment, as a result of a public offer

No agreements of the Company with members of the BoD or its employees that provide compensation in the event of resignation or dismissal without valid reason or end of term or employment, as a result of a public offer exist.

Athens 23 February 2016

By authority of the Board of Directors

Efstathios Tsotsoros Grigorios Stergioulis Andreas Shiamishis

Chairman Chief Executive Officer CFO and Executive Member of

BoD



# **Appendix**

# **Group Structure**

| Company  | Relation                                     | %     | Activities  |
|--|--|-------|---|
| HELPE SA   | Parent Company                               |       |   |
| EKO SA   | HELLENIC PETROLEUM<br>INTERNATIONAL AG       | 64.41 | Oil products trade  |
|  | HELLENIC PETROLEUM SA                        | 35.59 |   |
| DIAXON SA  | Sole shareholder:<br>HELLENIC PETROLEUM SA   | 100   | BOPP film production / trade                                  |
| ASPROFOS SA  | Sole shareholder:<br>HELLENIC PETROLEUM SA   | 100   | Energy sector engineering services                            |
| HELLENIC PETROLEUM<br>INTERNATIONAL AG                 | Sole shareholder:<br>HELLENIC PETROLEUM SA   | 100   | Holding company for the Group's investments abroad            |
| POSEIDON MARITIME                                      | Sole shareholder:<br>HELLENIC PETROLEUM SA   | 100   | Vessel-owning company   |
| APOLLON MARITIME                                       | Sole shareholder:<br>HELLENIC PETROLEUM SA   | 100   | Vessel-owning company   |
| BALKANIKI S.A.   | Shareholder:<br>HELLENIC PETROLEUM SA        | 63    | Crude oil pipeline construction and operation                 |
| HELLENIC PETROLEUM -<br>RENEWABLE ENERGY<br>SOURCES SA | Sole shareholder:<br>HELLENIC PETROLEUM SA   | 100   | Production, distribution, trading of renewable energy sources |
| HELPE – LARCO ENERGIAKI<br>KOKKINOU                    | Shareholder:<br>HELLENIC PETROLEUM RES<br>SA | 51    | Production, distribution, trading of renewable energy sources |
| HELPE – LARCO ENERGIAKI<br>SERVION                     | Shareholder:<br>HELLENIC PETROLEUM RES<br>SA | 51    | Production, distribution, trading of renewable energy sources |
| ENERGIAKI PYLOU<br>METHONIS                            | Shareholder:<br>HELLENIC PETROLEUM RES<br>SA | 100   | Production, distribution, trading of renewable energy sources |
| HELLENIC PETROLEUM<br>FINANCE plc                      | Sole shareholder:<br>HELLENIC PETROLEUM SA   | 100   | Financing and other financial services                        |
| EKOTA KO SA  | Shareholder: EKO SA                          | 49    | Construction, operation of fuel storage facilities            |
| EKO KALYPSO MEPE                                       | Sole shareholder: EKO SA                     | 100   | Retail trade of liquid fuels & LPG in Greece                  |
| EKO DIMITRA<br>MARITIME COMPANY                        | Sole shareholder: EKO SA                     | 100   | Tanker operation  |
| EKO ARTEMIS<br>MARITIME COMPANY                        | Sole shareholder: EKO SA                     | 100   | Tanker operation  |
| EKO ATHINA<br>MARITIME COMPANY                         | Sole shareholder: EKO SA                     | 100   | Tanker operation  |
| EKO IRA MARITIME<br>COMPANY                            | Sole shareholder: EKO SA                     | 100   | Tanker operation  |
| EKO AFRODITI   | Sole shareholder: EKO SA                     | 100   | Tanker operation  |



| Company   | Relation   | %     | Activities   |
|---|--|-------|--|
| MARITIME COMPANY                                    |  |       |  |
| HELLENIC PETROLEUM<br>CYPRUS LTD                    | Sole shareholder:<br>HELLENIC PETROLEUM<br>INTERNATIONAL AG        | 100   | Oil products trade, distribution and storage in Cyprus           |
| SUPERLUBE LTD                                       | Shareholder:<br>HELLENIC PETROLEUM Cyprus                          | 100   | Production and marketing of lubricants                           |
| RAM OIL SA  | Sole shareholder:<br>HELLENIC PETROLEUM<br>INTERNATIONAL AG        | 100   | Oil products trade, distribution and storage in Cyprus           |
| JUGOPETROL AD                                       | Shareholder:<br>HELLENIC PETROLEUM<br>INTERNATIONAL AG             | 54.35 | Oil products trade, distribution and storage in Montenegro       |
| HELLENIC PETROLEUM<br>BULGARIA (Holdings) LTD       | Sole shareholder:<br>HELLENIC PETROLEUM<br>INTERNATIONAL AG        | 100   | Oil products trade and distribution in Bulgaria                  |
| HELLENIC PETROLEUM<br>SERBIA (Holdings) LTD         | Sole shareholder:<br>HELLENIC PETROLEUM<br>INTERNATIONAL AG        | 100   | Oil products trade and distribution in Serbia                    |
| HELLENIC PETROLEUM<br>CONSULTING                    | Sole shareholder:<br>HELLENIC PETROLEUM<br>INTERNATIONAL AG        | 100   | Provision of consulting services to the Group's companies abroad |
| HELLENIC FUELS SA<br>(former BP Hellas)             | Sole shareholder:<br>HELLENIC PETROLEUM<br>INTERNATIONAL AG        | 100   | Oil products trade, distribution and storage in Greece           |
| EKO BULGARIA EAD                                    | Sole shareholder:<br>HELLENIC PETROLEUM<br>BULGARIA (Holdings) LTD | 100   | Oil products trade in Bulgaria                                   |
| HELLENIC PETROLEUM<br>BULGARIA PROPERTIES<br>EAD SA | Sole shareholder:<br>HELLENIC PETROLEUM<br>BULGARIA (Holdings) LTD | 100   | Oil products trade in Bulgaria                                   |
| EKO-SERBIA AD                                       | Sole shareholder:<br>HELLENIC PETROLEUM<br>SERBIA (Holdings) LTD   | 100   | Oil products trade in Serbia                                     |
| OKTA CRUDE OIL<br>REFINERY AD                       | Shareholder:<br>EL.PE.T BALKAN SA                                  | 51.35 | Crude oil refining, oil products import and trade in Skopje      |
| VARDAX SA   | Shareholder:<br>EL.PE.T BALKAN SA                                  | 80    | Crude oil pipeline operation<br>Thessaloniki - Skopje<br>(OKTA)  |
| HELPE PATRAIKOS SA                                  | Sole shareholder:<br>HELLENIC PETROLEUM SA                         | 100   | Exploration and Production of Hydrocarbons                       |
| HELPE UPSTREAM SA                                   | Sole shareholder:<br>HELLENIC PETROLEUM SA                         | 100   | Exploration and Production of Hydrocarbons                       |



# RELATED COMPANIES THAT ARE CONSOLIDATED THROUGH THE EQUITY METHOD AND OTHER INVESTMENTS

| Company                                       | Relation   | %    | Activities  |  |
|---|--|------|---|--|
| DEPA SA                                       | Shareholder:<br>HELLENIC PETROLEUM<br>SA               | 35   | Natural gas Import & Distribution in Greece                                   |  |
| ATHENS AIRPORT<br>FUEL PIPELINE<br>COMPANY SA | Shareholder:<br>HELLENIC PETROLEUM<br>SA               | 50   | Aspropyrgos – Spata airport pipeline  |  |
| HELPE THRACE SA                               | Shareholder:<br>HELLENIC PETROLEUM<br>SA               | 25   | Burgas - Alexandroupoli pipeline  |  |
| DMEP HOLD CO                                  | Shareholder: HPI SA                                    | 48   | Provision of management and storage services of petroleum products            |  |
| ELPEDISON BV                                  | Shareholder:<br>HELLENIC PETROLEUM<br>SA               | 5    | Power generation and  |  |
| ELFEDISON BY                                  | Shareholder:<br>HELLENIC PETROLEUM<br>INTERNATIONAL AG | 45   | trading   |  |
| SAFCO SA                                      | Shareholder: EKO SA                                    | 33.3 | Aircraft refuelling   |  |
| EDAP-T.P.TH                                   | Shareholder:<br>HELLENIC PETROLEUM<br>SA               | 6.67 | Management and<br>development of the<br>technological park in<br>Thessaloniki |  |

| Joint Ventures  | Relation   | %     | Activities   |
|---|--|-------|--|
| STPC (HELPE SA, Calfrac Well Services Ltd)  | Shareholder:<br>HELLENIC<br>PETROLEUM SA                 | 25    | Concession rights for the exploration and exploitation of hydrocarbons in Thracian sea   |
| HELPE SA, Edison International SpA  | Shareholder:<br>HELLENIC<br>PETROLEUM SA, as<br>Operator | 50    | Lease agreement with the Hellenic Republic for the sea region of Patraikos Gulf for the exploration and exploitation of hydrocarbons |
| NAPC  | Shareholder:<br>HELLENIC<br>PETROLEUM SA                 | 16.67 | Under liquidation  |
| HELPE SA, Petroceltic Mesaha<br>Limited, Kuwait Energy Company &<br>Beach Petroleum | Shareholder:<br>HELLENIC<br>PETROLEUM SA                 | 30    | Concession rights for the exploration and exploitation of hydrocarbons in Upper Egypt  |



# **BoD Members Biographies**

#### **Efstathios Tsotsoros, Chairman of BoD**

He is an Electrical-Mechanical Engineer from NTUA, graduate Economist of the Department of Economics at the University of Athens. Since 1975 he is a professor at the Panteion University with specialty in Economic Development and Social Transformation. He served as a member of the Council and the Senate of the University and he was Director of the Postgraduate program, as well as of the Economic and Social Research Centre of the Department of Sociology.

He has particularly important and extensive experience in senior management positions in public and private sectors as well as in local government. He has been Director of PPC, Board Member and CEO of Business Reconstruction Organization, Vice President and General Manager of Athens Regulatory Plan and Environmental Protection Organization, Board Member and CEO of various companies in the private sector and Founder, Chairman and CEO of the Broadcasting Group Alpha. He was also Advisor to the Minister of Energy, to Athens Mayor, to the President of the Greek Technical Chamber and he has also occupied the post of the Chairman of the National Committee of Programme Agreements and Development Contracts.

He has participated in research projects and in the preparation of techno-economic studies, in significant investment projects as well as in national and regional development programs. His scientific research has been published by the Educational Institutions of the National Bank of Greece, by Commerce and Piraeus Banks, by the National Research Foundation as well as by Papazisis Publishers.

#### **Grigorios Stergioulis, Chief Executive Officer**

He is Chemical Engineer and Holds an MSc in Advanced Integrated Design by the Houldsworth School of Applied Sciences of the University of Leeds in the UK, out of which is graduated with distinction. He has significant professional experience in the oil industry and has works in companies in Greece and abroad.

Since 1984 he works at the Hellenic Petroleum Group in several managerial positions in different fields. He participated in the upgrading team of the Aspropyrgos refinery during 1984-1987, hold a number of positions in consulting and operating activities, specializing in control systems and production optimization, while during 2008-2014 he became coordinator of the Elefsina refinery upgrading project.

He has published technical publications in matters of Automation, Production Computing Systems and Production Optimisation and Advanced Control Systems. He is the author of the book "The Oil Market in South East Europe" which was published by the South East Europe Energy Institute and the General Trade Union of Greece. He has participated in many conferences as a speaker.

In May 2015 he was appointed CEO of Hellenic Petroleum SA.

He speaks Greek, English and French.



#### Andreas Shiamishis, Chief Financial Officer and Executive member of the BoD

Holds an Economics degree specialising in Econometrics at University of Essex England and is a Fellow (FCA) member of the Institute of Chartered Accountants in England and Wales.

He began his career in 1989 in the Banking and Financial Services practice of KPMG in London. From 1993 to 1998 he worked initially as executive and subsequently as the Finance and Customer Services Director in METAXA, member of the Diageo International Group of food and beverages.

In 1998 it took over as the Regional Finance and Business Development Director, with the responsibility for the areas of the Middle East and North Africa, of Pillsbury (group Diageo). The period from 2000 to 2002 he worked as Chief Financial Officer in a listed company of LEVENTIS Group interests, while in 2003 he was hired as Chief Financial and IT Officer at Petrola Hellas.

After the merger of Petrola Hellas with Hellenic Petroleum, in 2004 he took over as Chief Financial Officer of the Group and member of the Group's Executive Committee. He is a member of the Hellenic Chamber and of the Corporate Finance Faculty of the ICAEW.

### Ioannis Psychogios, Executive member of BoD

Chemical Engineer graduated from the National Technical University with a Masters in Business Administration. He began his professional career in 1985 at the Aspropyrgos Refinery as a Production Engineer. After his placements throughout the administrative hierarchy, in 2003 he became the Refinery Manager. During the period 2005-2008, he was CEO of OKTA in Skopje, and from 2008 to 2010 he served as Director of Organisation and Development for the Group's refineries. He served as CEO of the Group's subsidiaries EKO and HELLENIC FUELS. He is General Manager of Group Supply, Refining and Sales.

#### Theodoros-Achilleas Vardas, Non-Executive Member of BoD

Mr. Theodoros-Achilleas Vardas is a Member of the Board of Directors of Hellenic Petroleum since 2003. He also serves as Vice Chairman of the BoD of EKO SA, the Group's marketing company.

He was born in Athens in 1950. He a Degree in Chemical Engineering from the Swiss Federal Institute of Technology in Zurich and a PhD from the Systems Engineering Department of the same institute.

He began his professional career in 1979 at the Latsis Group, where he worked in key positions and in 1981 as General Manager of Petroleum Products Trading. At the same time, from 1988 to 2003, he was the Deputy CEO and Member of the BoD of Petrola Hellas SA.

Since October 2003, following the merger of Petrola Hellas SA and Hellenic Petroleum SA until the end of 2016, he served as a Management Consultant of HELLENIC PETROLEUM SA.

He also served as Member of the BoDs of Papastratos SA (1999-2003), DEPA SA (2004-2016), ELPEDISON BV (2008-2016).

He is married and the father of two children.



#### **Grigoriou Georgios Non-Executive Member of BoD**

He is a Chemical Engineer, graduated from National Technical University, with post graduate studies (Master of Science) in Chemical Engineering-Physical and Chemical Processes, from Columbia University, U.S.A.

He joined HELLENIC PETROLEUM Group in 1984 (former DEP-EKY and DEP) in various job positions, in E&P and Supply & Trading Divisions, where he became Director of Logistics Coordination in 2010. He retired from the Group in 2011

#### Stratis Zafeiris, Non-Executive Board Member

He is a Chemical Engineer graduated from National Technical University of Athens. He has a significant experience in the public sector infrastructure projects, being an employee of the Secretariat of Public Works since 1985. During his professional career he has participated in a number of crucial positions, such as the Technical Chamber of Greece for the development and operation of its Training and Educational Institute and the Ministry of Industry, as a Member of the Board of Directors in EKO Chemicals Company.

He has served as the President of Chemical Engineers Association for almost ten years (1985-1994) and he has also served for a long period as an elected Member of the Management Committee of the Technical Chamber of Greece.

Mr. Zafeiris field of expertise is the reconstruction and development of the Greek industry, the development of industrial policy to support the competitiveness of the Greek enterprises and the innovation and identification of development prospects. To that effect, he has been leading various Task Force groups for the Greek business sector.

#### **Dimitrios Kontofakas, Non-Executive Member of BoD**

He holds an Economics degree from University of Athens. For several years up to 1993, he was CEO in export trade companies while from 1993 until 1998 he assumed managerial positions in media Groups such as CFO and CEO in subsidiaries of the Bobolas Group and Androulidakis Group.

From 1998 up to now he has been serving as CFO to a Group of companies of wind and photovoltaics parks and is responsible for the financial management and planning. He is also a major shareholder and manager of a construction company for private projects while he also participates in a BoD of an environmental company specializing in solid waste management studies.

From 2015 onwards he is also a Special Advisor in matters of investments and international economic relations to the vice-president of the Greek government.

#### Vasilios Kounelis, Non-Executive Member of BoD

He holds a Law Degree from the National and Kapodistian University of Athens and a Masters in Criminology from Panteion University. He is a Lawyer at Greece's Supreme Court, with long experience as an active lawyer in most fields of law and regular member of the Professional Sports Committee, Article 77 of Law 2725. He has served as a Legal Advisor of Media Desk Hellas, Member of the Constitutional Rights and Environment Committees of the Athens Bar Association and a Member of the Steering Committee of the 12 (largest) scientific bodies for the environment, as a representative of the ABA.



He is a founding member of the environmental organization GI (Earth) and legal representative of the environmental organization Aei Mainalon. He has worked as an advisor on social exclusion to the May of Chalandri and has served as Councilor of the Municipality of Chalandri.

His books, articles and interviews have been published by the Oceanis publication, Criminology Notebooks, Nea Estia, Anagnostis, TVXS as well as the most Greek print and broadcast media and the Ukrainian television.

#### Konstantinos Papagianopoulos, employee representative

Graduate of the Technical School of Electronics in 1984.

Since 1981 he has worked initially in Petrola Hellas plc and after the merger with Hellenic Petroleum he worked in the section of Electrical and Instrumentation to Elefsina Refinery. From 2004 he is a member of the Board of Directors of the Panhellenic Workers Association ELPE. In February of 2013 he has been elected as the representative of the workers in the BoD

#### Panagiotis Ofthalmidis, employee representative

Holds a degree in Electrical Engineering from the Technological Educational Institute of Kavala. He has been working for HELLENIC PETROLEUM SA since 1989, in the department of Electrical Maintenance of Refinery and Chemical Plants of Industrial Installations in Thessaloniki. He has been President of the Pan-Hellenic Labour Union of the Company. In March 2008 he was elected as employee representative in the Company's BoD.

# Theodoros Pantalakis, independent member, minority shareholders representative

Holds a degree in Business Administration from the Piraeus University.

From 1980 to 1991 he worked at the National Bank of Investments & Industrial Development (ETEBA). Additionally, from 1983 to 1985 he was associate of the Deputy Minister of National Economy, Kostis Vaitsou and from 1985 to 1988 was the Office Director of the Deputy Minister of National Economy, Theodoros Karantzas. From 1991 to 1996 he was Assistant General Manager in the Interamerican group. From March 1996 to April 2004 he held the position of Deputy Governor of the National Bank of Greece, while at the same time he served as Chairman, Vice-Chairman or member of the BoD in several of the bank's subsidiaries. He was also Vice-Chairman of the Athens Stock Exchange, President of the Central Depository, and President of the Executive Committee of the Hellenic Bank Association et.al. On May 2004 he was appointed Vice-Chairman of the BoD of Piraeus Bank and from January 2009 to December 2009 he was the Vice-Chairman and Deputy-CEO of the Piraeus Bank Group.

He was also Chairman of the BoD of Piraeus AEEAP (now Trastor AEEAP) and the Chairman of Europaiki Pisti AEGA insurance company. He served as Chairman of the BoD of ATE Bank between 2009 and 2012.

From August 2012 to September 2016 he served as Chairman and CEO of Apollonios Kyklos SA, Vice Chairman of Enosis SA and Ltd, Associate of DEMKO SA, Member of the BoD of ELLAKTOR Group, Hellenic Petroleum, Retail World and MAD DOG SA.

Currently he is the CEO of Attica Bank, Vice Chairman of Enosis SA and Ltd, Member of BoD of ELLAKTOR Group (Attiki Odos, Anemos SA, REDS) and Hellenic Petroleum.



#### Spyridon Pantelias, independent member, minority shareholders representative

Holds a PhD and Master's Degree in Economics from the University of Washington, St. Louis, as well as a Degree in Economics from the University of Athens.

He is a banker with significant experience in the financial services sector. He holds the position of supervisor Micro and Marco-Prudential Supervision and Director of Financial Stability at the Bank of Greece where he works since the beginning of 2012. He has served as Executive Vice Chairman of the BoD of Hellenic Post Bank (2009-2011), General Manager of the Bank of Cyprus group – Head of investment banking, asset management and brokerage. From 2005 to 2007 he held the position of Deputy General Manager at Emporiki Bank, from 2002 to 2004 General Manager of EFG Telesis Finance and in 2000 to 2002 Deputy General Manager at Geniki Bank. He has also worked in the National Bank of Greece, the Hellenic Bank Association and the Reuters News Agency. He currently acts as a Consultant to the Administration of the BoG.



3. Statement of the Chairman, Chief Executive Officer and one Director on the true presentation of the Annual Financial Report



Statement of the Chairman, Chief Executive Officer and one Director on the true presentation of the Annual Financial Report

(Pursuant to article 4 par. 2 of Law no. 3556/2007)

| Pursuant to provisions of article 4, par. 2(c) of Law 3556/2007, we | e state that. | to our best | knowledae: |
|---|---------------|-------------|------------|
|---|---------------|-------------|------------|

- a. The Annual Financial Statements, which were prepared in accordance with the applicable International Financial Reporting Standards, fairly represent the assets and liabilities, the equity and results of the parent company HELLENIC PETROLEUM S.A. for2016, as well as of the companies that are included in the consolidation taken as a whole.
- b. The Annual Report of the Board of Directors fairly represents the performance, results of operations and financial position of the parent company Hellenic Petroleum S.A. and of the companies included in the consolidation taken as a whole, as well as a description of the main risks and uncertainties they face.

Athens, 23 February 2016

By authority of the Board of Directors

Efstathios Tsotsoros Grigorios Stergioulis Andreas Shiamishis

Chairman Chief Executive Officer CFO and Executive Member of

BoD



4. Independent Auditor's Report on the Annual Financial Statements and the Annual Financial Report



#### **Independent Auditor's Report**

To the Shareholders of Hellenic Petroleum S.A.

#### Report on the Audit of the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Hellenic Petroleum S.A. which comprise the consolidated statement of financial position as of 31 December 2016 and the consolidated statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

# Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing which have been transposed into Greek Law (GG/B'/2848/23.10.2012). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



# **Opinion**

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Hellenic Petroleum S.A. and its subsidiaries as at 31 December 2016, and their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union.

#### Report on Other Legal and Regulatory Requirements

Taking into consideration, that management is responsible for the preparation of the Board of Directors' report and Corporate Governance Statement that is included therein according to the provisions of paragraph 5 article 2 of Law 4336/2015 (part B), we note the following:

- a) In the Board of Directors' Report is included the Corporate Governance Statement that contains the information that is required by article 43bb of Codified Law 2190/1920.
- b) In our opinion, the Board of Directors' report has been prepared in accordance with the legal requirements of articles 43a and 107A and paragraph 1 (c and d) of article 43bb of the Codified Law 2190/1920 and the content of the Board of Directors' report is consistent with the accompanying financial statements for the year ended 31 December 2016.
- c) Based on the knowledge we obtained from our audit of Hellenic Petroleum S.A. and its environment, we have not identified any material misstatement to the Board of Directors report.

Athens, 23 February 2017 Certified Auditor - Accountant

PricewaterhouseCoopers S.A. Certified Auditors - Accountants 268, Kifissias Avenue 152 32 Halandri SOEL Reg. No 113

Konstantinos Michalatos SOEL Reg. No 17701



5. Complementary information and data pursuant to decision no. 7/448/11.10.07 of the Capital Market Commission



# 5.1 Information required as per article 10 of L. 3401/2005

Pursuant to decision 7/448/11.01.2007 article 1 of the Capital Market Commission's Board of Directors and the provision of article 10 of L. 3401/2005, the company informs investors of the following announcements issued to the Athens Stock Exchange and Capital Market Commission supervisory authorities, in accordance with applicable law during the financial year 2016. The full text of these announcements can be found on the company's website at the following electronic address: www.helpe.gr.

# A) FINANCIAL STATEMENTS

| 25.02.16 | HELPE S.A. & GROUP 2015 Annual Financial Statements                |
|----------|--|
| 11.05.16 | HELPE S.A. & GROUP 1Q 2016 Interim Financial Statements            |
| 25.08.16 | HELPE S.A. & GROUP 1st half / 2Q 2016 Interim Financial Statements |
| 10.11.16 | HELPE S.A. & GROUP Nine month/3Q 2016 Interim Financial Statements |

# B) PRESS RELEASES REGARDING THE FINANCIAL STATEMENTS

| 25.02.16 | Press release for the annual results of financial year 2015                             |
|----------|---|
| 11.05.16 | Press release for the 1st quarter results of financial year 2016                        |
| 25.08.16 | Press release for the 1st half/ 2nd quarter results of financial year 2016              |
| 10.11.16 | Press release for the nine month/3 <sup>rd</sup> quarter results of financial year 2016 |

# <u>C) GENERAL SHAREHOLDERS' MEETINGS / GENERAL MEETING RESOLUTIONS /DIVIDENDS</u>

| 12.05.16 | Invitation to the Annual Ordinary General Shareholders' Meeting   |
|----------|---|
| 07.06.16 | Resolutions of the Annual Ordinary General Meeting of Shareholder |

# **D) CORPORATE ACTIVITY**

| 22.01.16 | Agreement framework between Hellenic Petroleum and NIOC |
|----------|---|
| 02 09 16 | Announcement of EKO – HP merger                         |

# E) SENIOR EXECUTIVES AND ORGANISATIONAL CHANGES

| 12.05.16 | Announcement for the BoD composition change. |
|----------|--|
| 10.11.16 | Announcement for the BoD composition change. |

# F) MISCELLANEOUS

| 03.03.2016 | Financial Calendar 2016  |
|------------|--|
| 27.04.2016 | Financial Calendar 2016 (Update)                                 |
| 16.05.2016 | Repayment of 2-year Eurobond, \$400m                             |
| 06.06.2016 | Announcement of Member State of Origin                           |
| 20.07.2016 | Announcement of Regulated Information, pursuant to Law 3556/2007 |
| 29.09.2016 | Announcement of Tender Offer                                     |
| 29.09.2016 | Announcement of New Issue of senior unsecured Notes              |
| 07.10.2016 | Announcement for the pricing of new EUR 375m issue               |
| 01.12.2016 | Announcement SOCAR   |



# **5.2 Published Summary Financial Statements**

#### HELLENIC PETROLEUM S.A.

General Commercial Registry 000296601000 (A.R.M.A.E. 2443/06/B/86/23)



FINANCIAL DATA AND INFORMATION FOR THE YEAR FROM 1 JANUARY 2016 TO 31 DECEMBER 2016 (Published in compliance to L.2190/20, art. 135

8<sup>A</sup>, CHIMARRAS STR. - 15125 MAROUSI Website:

http://www.helpe.gr

Approval date of the annual financial statements by the Board of Directors:

23 FEBRUARY 2017

uditing Company Type of Auditor's Report: KONSTANTINOS MICHALATOS, (SOEL reg.no.17701) PRICEWATERHOUSECOOPERS S.A, (SOEL reg.no.113) UNQUALIFIED

The following financial data and information are only for general information purposes with regard to the financial position and results of HELLENIC PETROLEUM Group and the parent company. We, therefore, recommend to the reader, before making any investment decision, or pro ceeding to any transaction with the company, to refer to the company's internet address, where the annual financial statements in accordance with International Financial Reporting Standards are available, together with the auditors' report.

#### Board of Directors :

EFSTATHIOS TSOTSOROS - Chairman of the Board GRIGORIOS STERGIOULIS - Chief Executive Officer IOANNIS PSICHOGIOS ANDREAS SIAMISHIS

THEODOROS-ACHILLEAS VARDAS GEORGIOS GRIGORIOU PANAGIOTIS OFTHALMIDES THEODOROS PANTALAKIS SPIRIDON PANTELIAS CONSTANTINOS PAPAGIANNOPOLILOS DIMITRIOS KONTOFAKAS VASILEIOS KOUNELIS (up to 10/11/2016) GEORGIOS MALOGLOU (up to 27/04/2016) GEORGIOS STAMPOULIS (up to 07/10/2016)

| N . | STATEMENT OF CASH FLOW |
|-----|------------------------|
|     |                        |

| STATEMENT OF FINANCIAL POSITION                               |                           | NIB.                     |                    | DANN               | STATEMENT OF CASH FLOW   |   | OLID                                    | ****                 | 2411/                |
|---|---------------------------|--------------------------|--------------------|--------------------|--|---|---|----------------------|----------------------|
| (Amounts in thousands €)                                      | GR0<br>31/12/2016         | OUP<br>31/12/2015        | 31/12/2016         | PANY<br>31/12/2015 | (Amounts in thousands €)   | 1/1/2016-                               | OUP<br>1/1/2015-                        | COMI<br>1/1/2016-    | PANY<br>1/1/2015-    |
|   | 31/12/2010                | 31/12/2013               | 31/12/2010         | 31/12/2013         |  | 31/12/2016                              | 31/12/2015                              | 31/12/2016           | 31/12/2015           |
| ASSETS  |                           |                          |                    |                    |  |   |   |                      |                      |
| Property, plant and equipment                                 | 3.302.923                 | 3.385.270                | 2.718.798          | 2.774.026          | Cash flows from operating activities   |   |   |                      |                      |
| Intangible assets   | 108.294<br>881.711        | 117.062                  | 6.490<br>729.213   | 8.371              | (Loss) / Profit before Tax   | 465.671                                 | 38.964                                  | 466.224              | 22.725               |
| Other non-current assets Inventories                          | 929.164                   | 1.003.197<br>662.025     | 729.213<br>839.306 | 850.619<br>580.747 | Adjustments for:   |   |   |                      |                      |
| Trade and other receivables                                   | 868.331                   | 752.142                  | 1.036.420          | 1.001.818          | Depreciation and amortisation of tangible and intangible assets  | 209.478                                 | 198.900                                 | 151.452              | 137.696              |
| Derivative financial instruments                              | 15.192                    | -                        | 15.192             | -                  | Impairment of fixed assets   | 8.313                                   | -                                       |                      |                      |
| Cash, cash equivalents and restricted cash                    | 1.081.580                 | 2.108.364                | 888.783            | 1.839.156          | Amortisation of government grants  | (1.404)                                 | (2.121)                                 | (1.272)              | (1.621)              |
| Available-for-sale non-current assets                         | 1.626                     | 523                      | 1.017              | 50                 | Interest expense and similar charges   | 205.909                                 | 209.842                                 | 189.015              | 187.235              |
| TOTAL ASSETS  | 7.188.821                 | 8.028.583                | 6.235.219          | 7.054.787          | Interest income  | (5.129)                                 | (8.797)                                 | (13.541)             | (20.663)             |
|   |                           |                          |                    |                    | Share of operating profit of associates  | (19.407)                                | (21.518)                                | (38.348)             | (32.659)             |
| EQUITY AND LIABILITIES  |                           |                          |                    |                    | Provisions for expenses and valuation charges  | 77.011<br>(20.773)                      | 69.851<br>26.753                        | 55.413<br>(21.462)   | 52.948<br>25.901     |
| Share capital   | 666.285                   | 666.285                  | 666.285            | 666.285            | Foreign exchange (gains) / losses (Gain)/Loss from disposal of available for sale financial assets                                 | (20.773)                                | 20.753                                  | (21.462)             | 25.901               |
| Share premium   | 353.796                   | 353.796                  | 353.796            | 353.796            | Discounting effect on long term payables   | (8.285)                                 | -                                       |                      |                      |
| Retained earnings and other reserves                          | 1.019.679                 | 664.235                  | 570.069            | 204.810            | (Gain)/Loss from disposal of Non Current Assets  | (633)                                   | 614                                     | 71                   | 866                  |
| Capital and reserves attributable to Company Shareholders (a) | 2.039.760                 | 1.684.316                | 1.590.150          | 1.224.891          |  | 910.751                                 | 512.494                                 | 787.552              | 372.428              |
| Non-controlling interests (b)                                 | 101.875                   | 105.954                  |                    |                    |  |   |   |                      |                      |
| TOTAL EQUITY (c) = (a) + (b)                                  | 2.141.635                 | 1.790.270                | 1.590.150          | 1.224.891          |  |   |   |                      |                      |
| Long-term borrowings  | 1.456.204                 | 1.597.954                | 1.460.281          | 1.536.414          |  |   |   |                      |                      |
| Provisions and other long term liabilities                    | 422.598                   | 169.728                  | 341.755            | 92.900             | Changes in working capital   |   |   |                      |                      |
| Short-term borrowings   | 1.386.299                 | 1.633.033                | 1.150.418          | 1.419.687          | (Increase) / decrease in inventories   | (281.476)                               | (50.492)                                | (272.911)            | (62.309)             |
| Other short-term liabilities                                  | 1.782.085                 | 2.837.598                | 1.692.615          | 2.780.895          | (Increase) / decrease in trade and other receivables   | (155.812)                               | (73.892)                                | (83.302)             | 5.088                |
| Total liabilities (d)   | 5.047.186                 | 6.238.313                | 4.645.069          | 5.829.896          | Increase / (decrease) in payables  | (790.829)                               | 106.249                                 | (826.694)            | 121.562              |
|   |                           |                          |                    |                    | Less:  |   |   |                      |                      |
| TOTAL EQUITY AND LIABILITIES (c) + (d)                        | 7.188.821                 | 8.028.583                | 6.235.219          | 7.054.787          | Income tax paid  | (16.159)                                | (34.648)                                | (1.279)              | (16.993)             |
|   |                           |                          |                    |                    | Net cash generated from / (used in) operating activities (a)   | (333.525)                               | 459.711                                 | (396.634)            | 419.776              |
|   |                           |                          |                    |                    |  |   |   |                      |                      |
| STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD              |                           |                          |                    |                    |  |   |   |                      |                      |
| (Amounts in thousands €)                                      | GRO                       |                          |                    | PANY               |  |   |   |                      |                      |
|   | 1/1/2016-                 | 1/1/2015-                | 1/1/2016-          | 1/1/2015-          | Cash flows from investing activities   | (405.740)                               | (405.050)                               | (04.404)             | (404.004)            |
|   | 31/12/2016                | 31/12/2015               | 31/12/2016         | 31/12/2015         | Purchase of property, plant and equipment & intangible assets<br>Cash from sale of property, plant and equipment & tangible assets | (125.719)<br>2.168                      | (165.253)<br>828                        | (91.161)<br>82       | (134.691)<br>812     |
| Sales   | 6.679.923                 | 7.302.939                | 5.992.446          | 6.584.471          | Interest received  | 5.129                                   | 8.797                                   | 13.541               | 20.663               |
| Gross profit  | 1.007.128                 | 694.582                  | 701.165            | 382.041            | Acquisition of subsidiary, net of cash acquired  | (350)                                   | -                                       | -                    | -                    |
| Operating profit / (loss)                                     | 626.271                   | 245.244                  | 620.236            | 215.198            | Dividends received   | 1.139                                   | 18.289                                  | 38.348               | 32.659               |
| Profit / (loss) before Income Tax                             | 465.671                   | 38.964                   | 466.224            | 22.725             | Expenses paid relating to share capital increase of subsidiary   | -                                       | (772)                                   | #REF!                | -                    |
| Less : Taxes  | (136.936)                 | 6.063                    | (131.901)          | 4.816              | Grants received  | 1.431                                   | 1.182                                   | (0.744)              | 1.182                |
| Profit / (loss) for the year                                  | 328.735                   | 45.027                   | 334.323            | 27.541             | Participation in share capital (increase) / decrease of associates Proceeds from disposal of available for sale financial assets   |   | 18<br>771                               | (9.711)              | (3.500)              |
|   |                           |                          |                    |                    | Net cash used in investing activities (b)  | (116.202)                               | (136.140)                               | #REF!                | (82.875)             |
| Attributable to:  |                           |                          |                    |                    | , , , , , , , , , , , , , , , , , , ,  | , | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |                      | ,,                   |
| Owners of the parent  | 329.760                   | 46.684                   |                    |                    |  |   |   |                      |                      |
| Non-controlling interests                                     | (1.025)                   | (1.657)                  |                    |                    |  |   |   |                      |                      |
|   | 328.735                   | 45.027                   |                    |                    |  |   |   |                      |                      |
| Other comprehensive income / (loss) for the year, net of tax  | 25.930                    | 20.503                   | 30.936             | 20.663             | Cash flows from financing activities   |   |   |                      |                      |
| Total comprehensive (loss) / income for the year              | 354.665                   | 65.530                   | 365.259            | 48.204             | Interest paid  | (190.479)                               | (200.793)                               | (180.425)            | (186.577)            |
| ,                       |                           |                          |                    |                    | Dividends paid to shareholders of the Company  | (473)                                   | (64.004)                                | (474)                | (64.011)             |
| Attributable to:  |                           |                          |                    |                    | Dividends paid to non-controlling interests  | (2.925)                                 | (2.770)                                 | -                    | -                    |
| Owners of the parent  | 355.819                   | 67.239                   |                    |                    | Movements in restricted cash   | (1.969)                                 | 44.444                                  | (1.969)              | 44.444               |
| Non-controlling interests                                     | (1.154)<br><b>354.665</b> | (1.709)<br><b>65.530</b> |                    |                    | Proceeds from borrowings   | 507.732<br>(900.799)                    | 420.924<br>(226.690)                    | 505.968<br>(839.789) | 475.892<br>(326.743) |
|   | 354.665                   | 65.530                   |                    |                    | Repayments of borrowings  Net cash generated from / (used in ) financing activities (c)  | (588.913)                               | (28.889)                                | (516.689)            | (56.995)             |
| Basic and diluted earnings per share (in Euro per share)      | 1,08                      | 0,15                     | 1,09               | 0,09               | Net cash generated from / (used in ) infancing activities (c)  | (388.913)                               | (20.009)                                | (510.003)            | (56.995)             |
|   | .,                        | -,                       | 1,55               | -,                 |  |   |   |                      |                      |
| Earnings Before Interest, Taxes, Depreciation and             |                           |                          |                    |                    |  |   |   |                      |                      |
| Amortisation (EBITDA)   | 834.345                   | 442.023                  | 770.416            | 351.273            | Net (decrease) / increase in cash & cash equivalents   | (1.038.640)                             | 294.682                                 | (962.224)            | 279.906              |
|   |                           |                          |                    |                    | (a)+(b)+(c)  | (1.038.640)                             | 294.682                                 | (962.224)            | 279.906              |
| STATEMENT OF CHANGES IN EQUITY                                |                           |                          |                    |                    |  |   |   |                      |                      |
| (Amounts in thousands €)                                      | GRO                       | OUP                      | COM                | PANY               |  |   |   |                      |                      |
|   | 31/12/2016                | 31/12/2015               | 31/12/2016         | 31/12/2015         |  |   |   |                      |                      |
| T   | 4 700 070                 | 1 700 510                | 4 004 004          | 4 470 007          | Cash and cash equivalents at the beginning of the year   | 1.952.808                               | 1.647.842                               | 1.683.600            | 1.393.262            |
| Total equity at beginning of the year (1/1/2016 & 1/1/2015)   | 1.790.270                 | 1.728.546                | 1.224.891          | 1.176.687          |  |   |   |                      |                      |
| Total comprehensive (loss) / income for the year              | 354.665                   | 65.530                   | 365.259            | 48.204             | Exchange gains / (losses) on cash and cash equivalents   | 9.887                                   | 10.284                                  | 9.882                | 10.432               |
| Dividends to non-controlling interests                        | (2.925)                   | (2.741)                  | -                  |                    | g- g- () und oden equitationie   | 5.507                                   | . 0.20                                  | 0.002                | 2                    |
| Expenses relating to share capital increase of subsidiary     | ` <u>-</u>                | (772)                    |                    |                    | Net (decrease) / increase in cash and cash equivalents   | (1.038.640)                             | 294.682                                 | (962.224)            | 279.906              |
| Tax on intra-group dividends                                  | (375)                     | (293)                    | -                  | -                  | ·  |   |   |                      |                      |
| <b>-</b>  | 0.444.005                 | 4 700 070                | 4 500 150          | 4 004 001          | One hand and anything the stand of the same  | 004.055                                 | 4 050 000                               | 704 650              | 4 000 000            |
| Total equity at the end of the year                           | 2.141.635                 | 1.790.270                | 1.590.150          | 1.224.891          | Cash and cash equivalents at end of the year   | 924.055                                 | 1.952.808                               | 731.258              | 1.683.600            |
|   |                           |                          |                    |                    |  |   |   |                      |                      |

# ADDITIONAL INFORMATION

1. Note **No. 34** of the annual consolidated financial statements includes all subsidiary and associated companies and their related information . 2. No company shares are owned either by the parent company or any of the subsidiaries as at the end of the period .3. The parent company HELLENIC PETROLEUM S.A. has not been subject to a tax audit for the fiscal year 2010 (**Note 27** of the annual consolidated financial statements). 4. The consolidated financial statements of Hellenic Petroleum S.A. for the year ended 31 December 2016 have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board ("IASB"), as adopted by the European Union ("EU"), as outlined in Note 2.1 of the annual consolidated financial statements of 31 December 2016. Where necessary, comparative figures have been reclassified to conform to changes in the presentation of the current financial year. 5. As mentioned in Note 31 of the annual consolidated financial statements, the Group's entities are involved in a number of legal current infancial year. 5. As infentioned in Note 3.1.0 the annual consolidated infancial statements, the ordup's entitles are involved in a number of negar proceedings and have various unresolved claims pending arising in the ordinary course of business. Based on currently available information, managemen believes the final outcome will not have a significant impact on the Group's operating results or financial position.6. On 16 February 2012, HELPE and the HRADF (jointly the "Sellers") agreed to launch a joint sale process of their shareholding in DEPA Group aiming to dispose 100% of the supply, trading and distribution activities, as well as 66% of their shareholding in the high pressure transmission network (DEFA S.A., a 100% subsidiary of DEPA S.A.). The sale process resulted in the submission of a binding offer of €400 million by SOCAR (Azerbaijan's Oil and Gas National Company) for the purchase of the 66% of DESFA. The amount corresponding to HELPE's 35% effective shareholding was €212 million. On 21 December 2013, the Share Purchase Agreement (SPA) for the above sale was signed by HRADF, HELPE and SOCAR, while the completion of the transaction was agreed to be subject to the clearance of EU's responsible competition authorities. On 30 November 2016, the deadline for the fulfilment of all prerequisites for the finalisation of the transaction expired without the desired outcome. The selling parties (HRADF & HELPE) are now considering their alternative options for the disposal of their shareholding in DESFA. The Group consolidates the DEPA Group using the equity method of accounting and the carrying value of the investment in the consolidated financial statements reflects HELPE's 35% share of the net asset value of the DEPA group which as at 31 December 2016 amounts to 6631 million. The cost of investment of the DEPA group in the financial statements of HELPE S.A is £237 million. DEPA Group, as it currently stands, continues to be accounted for and included in HELPE Group's consolidated financial statements as an associate (Note 8 of the annual consolidated financial statements). 7. In May 2016 the Group: a) repaid a \$400 million Eurobond on its maturity date b) concluded a € 400 million backstop facility which has two Tranches, a committed Tranche of €240 million and an uncommitted Tranche of €160 million. The facility has a tenor of 18 months with a six month extension option c) Issued a €375 million five-year 4,875% Eurobond guaranteed by the parent company of the Group with the issue price being 99,453 per cent. of the principal amount. The notes mature in October 2021. The proceeds of the issue were used to repay existing financial indebtedness, including the partial prepayment of the €500 million Eurobond maturing in May 2017 through a tender offer process which was completed in October 2016 during which notes of nominal value of €225 million were accepted. d) In July 2016, the Group partially repaid € 20 million of a maturing tranche of 40 million and extended the maturity of the remaining €20 million to July 2018. e) Extended the maturity date of its €400 million syndicated credit facility in October 2016 to October 2017 with two six-month extention options. Additional information is disclosed in Note 16 of the annual consolidated financial statements. 8. On 16 January 2016, the European Union decided to lift all economic and financial sanctions against Iran. On the same date, U.S and other International Restrictive Measures were also partially lifted. In light of the above developments, Hellenic Petroleum and NIOC executed a Heads of agreement on 22 January 2016 for the recommencement of their commercial relationship for the supply of crude and for the settlement of the overdue amounts. For further information please refer to Note 15 of the annual consolidated financial statements. 9. Number of employees at 31/12/2016 in Greece: Company: 1937, Group: 2.708 (31/12/2015: Company: 1.902, Group: 2.667).

10. The amount of provisions included in the Statement of Financial Position are as follows

|  | GROUP   | COMPANY |
|--|---------|---------|
| a) for pending legal cases                   | 9.106   | 6.829   |
| β) for tax matters                           | 8.180   | 3.911   |
| c) for SLI                                   | 110.912 | 88.521  |
| d) for other provisions relating to expenses | 20.979  | 20.798  |

11. Other comprehensive income for the period, net of tax, for the Group and the parent company is as follows:

|   | GROUP                 |        | COMP       | ANY        |
|---|-----------------------|--------|------------|------------|
|   | 31/12/2016 31/12/2015 |        | 31/12/2016 | 31/12/2015 |
| Changes in the fair value on available -for-sale financial assets | (6.267)               | (255)  | (6.414)    |            |
| Transfer of available-for-sale reserve to operating profit        | 6.414                 | (255)  | 6.414      |            |
| Currency translation differences and other movements              | (1.076)               | (603)  | -          | -          |
| Actuarial gains/(losses) on defined benefit pension plans         | (7.776)               | 1.615  | (4.568)    | 917        |
| Fair value gains/(losses) from cash flow hedges                   | 35.504                | 19.746 | 35.504     | 19.746     |
| Share of other comprehensive income of associates                 | (869)                 |        | -          |            |
| Net income/(expense) recognised directly in equity                | 25.930                | 20.503 | 30.936     | 20.663     |

|   | GROUP   | COMPANY   |
|---|---------|-----------|
| Sales of goods and services                                       | 901.785 | 2.813.717 |
| Purchases of goods and services                                   | 835.175 | 887.116   |
| Receivables   | 42.167  | 492.195   |
| Payables  | 37.556  | 79.584    |
| Board members and senior management remuneration & other benefits | 4.128   | 4.038     |
| Amounts due to/(from) Board members and senior management         | -       | _         |

Athens, 23th of February 2017

**CHAIRMAN OF THE BOARD CHIEF EXECUTIVE OFFICER CHIEF FINANCIAL OFFICER ACCOUNTING DIRECTOR** 

ANDREAS N. SHIAMISHIS STEFANOS I. PAPADIMITRIOU **EFSTATHIOS N. TSOTSOROS GRIGORIOS S. STERGIOULIS** ID. Number AE 075524 ID. Number AM 142474 ID. Number AA 010147 ID. Number AK 553436



# 5.3 Website

The annual financial statements of the Hellenic Petroleum Group and the parent company on a consolidated and non-consolidated basis, the Independent Auditors' Report and the Annual Report of the Board of Directors are available on the internet at <a href="www.helpe.gr">www.helpe.gr</a>.

The annual financial statements of the consolidated companies of EKO A.B.E.E. are available on the internet at <a href="https://www.eko.gr">www.eko.gr</a>